

ATTENDANCE

DIRECTORS

- | | | |
|---|--|--|
| <input checked="" type="checkbox"/> Ken Courtenay, Past Chair | <input type="checkbox"/> Ervin Keczem | <input checked="" type="checkbox"/> Rick Pilon |
| <input checked="" type="checkbox"/> Julie Santarossa, Chair | <input checked="" type="checkbox"/> Patrick Kolowicz | <input checked="" type="checkbox"/> Marco Roy |
| <input checked="" type="checkbox"/> Allen Provost, Acting Chair | <input checked="" type="checkbox"/> Linda Lloyd-Dupuis | <input checked="" type="checkbox"/> Robert Smith |
| <input checked="" type="checkbox"/> Cheryl Chaney | <input checked="" type="checkbox"/> Cari May | <input checked="" type="checkbox"/> Nicole Wengrzynski |
| <input checked="" type="checkbox"/> Scott Collier | <input checked="" type="checkbox"/> Gloria Mousseau | |
| <input checked="" type="checkbox"/> Brooke Correia | | |

GUESTS

Karima Kanini (Miller Thomson LLP) Agenda Item 2.1 (6 pm-7:02 pm)
Asia Browne (Miller Thomson LLP) Agenda Item 2.1 (6 pm-7:02 pm)

**EX-OFFICIO
ADMINISTRATION**

- ☒ Sonja Grbevski
- ☒ Jennifer Bastien
- ☒ Kelly Davey
- ☐ Jennifer Lavin
- ☒ Paul McCann
- ☒ Rosanne St. Denis (recorder)

1.0 CALL TO ORDER & WELCOME/INTRODUCTIONS

The meeting was called to order at 6:01 pm.

K. Roberts attended the board meeting (until 6:02 pm) to announce her resignation, thanking the board for their work. She extended her appreciation for being involved in the Executive Director Search Committee, advising she has left the board in good hands.

1.1 QUORUM – met.

1.2 LAND ACKNOWLEDGEMENT read by the Chair.

1.3 DECLARATION OF CONFLICT OF INTEREST – none declared.

1.4 REQUEST TO REMOVE ITEMS FROM CONSENT AGENDA – Item b) Minutes of the June 10, 2025 Regular Board meeting were not present in the board package. Note: They will be brought forward for approval at the October 2025 board meeting.

1.5 CONSENT AGENDA

- a) Meeting Agenda
- b) Minutes of the June 10, 2025 Regular Board Meeting
- c) Administrative Reports
 - Executive Director
 - Client Services
 - Finance

- Fundraising
 - People and Culture
- d) Membership Acceptance (August 1-August 31, 2025) includes the following alumni:
- [REDACTED]
 - [REDACTED]
 - [REDACTED]
 - [REDACTED]
 - [REDACTED]
 - [REDACTED]
 - [REDACTED]

Moved by S. Collier; seconded by C. May.

THAT items a, c, and d under the Consent Agenda be accepted. CARRIED

2.0 PRESENTATIONS

2.1 Brentwood By-Law 2025-1 and Articles of Amendment (Legal Review for ONCA Compliance)

- **Summary Chart of Amendments to Corporate Records, Articles of Amendment, and Bylaws**
- **Updated By-Law 2025-1**
- **Articles of Amendment to Change Corporation Name and Update Special Provisions**
- **Board resolution to approve Articles of Amendment and By-Law 2025-1**
- **Member Resolution to approve Articles of Amendment and By-Law 2025-1**

Miller Thomson provided a presentation to discuss relevant ONCA changes and the work legal has done to achieve the new By-Law 2025-1 and the Articles of Amendment and special provisions into alignment with ONCA.

Members can approve, approve with amendment or they can reject the changes. If they reject the new bylaw, it dies and it goes back to the prior bylaw. If they do not approve it Bylaw 2020-1 will not be a compliant document. It was recommended that there be a short briefing to the members explaining why the changes need to be made. A change in the business name registration will not be needed if the Articles of Amendment are approved.

Moved by P. Kolowicz; seconded by S. Collier.

RESOLVED THAT:

1. The Articles of Amendment, substantially in the form presented to the meeting and attached, are hereby approved.
2. The Articles of Amendment shall be submitted to the Members for approval by Special Resolution in accordance with the Ontario Not-for-Profit Corporations Act.
3. Subject to approval of the Articles of Amendment by Special Resolution of the Members, the Chair and Vice Chair, are authorized and directed to do, execute and

perform all acts, documents and instruments necessary or desirable to give full force and effect to the foregoing, including, without limitation, the execution and delivery to the Ministry of Public and Business Service Delivery of the Articles of Amendment and all other required documents.

4. The persons executing the Articles of Amendment are authorized and directed to make such technical changes as may be required by the Ministry of Public and Business Service Delivery, with no further recourse to the Board of Directors or Members to approve or confirm such changes, and any such amendments made by such persons shall be conclusive evidence of the need to make such amendments and are ratified, sanctioned and approved.

CARRIED

ACTION: Administration to advise Miller Thomson if Articles of Amendment are approved by the Membership.

Moved by C. Chaney; seconded by L. Lloyd-Dupuis.

RESOLVED THAT:

1. The Board hereby approves By-Law 2025-1.
2. By-Law 2025-1 shall be submitted to the Members for approval by Special Resolution in accordance with the provisions of ONCA.
3. By-Law 2025-1 shall not be effective until it is approved by the Members.
4. By the passage of By-Law 2025-1 by the Members, all prior by-laws of the Corporation shall be repealed.

CARRIED

2.2 Accreditation Update

Jeanne Lucier provided a PowerPoint presentation relevant to the board. Board members will need to participate in indigenous training as a part of accreditation. There was a question whether the Board could do the training as a group. It was recommended that the board wait to do the training until the AGM when new members are in place. The accreditors' site visit is February 2026.

ACTIONS: R. St. Denis to include indigenous link in the minutes (see below).

J. Lucier to contact Ontario Health to see if the indigenous training can be done as a group.

Post meeting note: See Indigenous Cultural Safety and Awareness Education link below

Ontario Health's [Indigenous Relationship and Cultural Awareness Courses](#) free of cost.

3.0 BUSINESS ARISING - None

4.0 STANDING ITEMS

4.1 Brentwood Foundation

Brentwood received its official charity registration status under “The Brentwood Recovery Home Foundation”. Next steps are choosing software and setting up bank accounts. S. Grbevski advised there are local resources such as the Hospice Board Foundation Administration can tap into for policies and procedures.

5.0 COMMITTEE REPORTS

5.1 Finance & Audit Committee Update

- **September 2, 2025 Meeting**

Green Shield payment processing issues have been resolved. These unpaid per diem fees have been included under Bad Debts expense.

K. Davey is closely monitoring cash flow. There are GICs that will need to be cashed if needed. If the lottery is not successful Brentwood will be in a serious situation. Brentwood needs to raise \$500,000 annually to make up for the Ministry shortfall in funding.

5.2 Governance and Nominating Committee Update

- **September 4, 2025 Meeting**

The committee received a very informative presentation from Asia Browne and Karima Kanini of Miller Thomson LLP—a review of the bylaws and articles of amendment and preparing for the AGM with the interviewing of candidates.

5.3 Fundraising Committee Update

- **September 8, 2025 Meeting**

There was a significant meeting yesterday. The committee is looking to plan a fundraising breakfast with the community at the end of January to raise substantial funds and to get Brentwood’s name out in a meaningful way.

The prize board for the October 1, 2025 Dream Hope lottery was highlighted. The expectation is to come under \$500,000 in expenses/prize cost. The AGCO licencing application for the 50/50 and the prizes will be submitted. The Fundraising Committee and Administration will be engaging with the Lottery Committee to focus on making the lottery a success. The grand prize will be drawn January 10, 2025.

ACTION: Administration to email the board the Lotto 34 prize board.

5.4 Ad Hoc Strategic Planning Committee

- **2025-2030 Strategic Plan (Revised)**

The committee met to finetune some of the language from input received by the board.

Moved by S. Collier; seconded by A. Provost

THAT the Brentwood Board of Directors approve the 2025-2030 strategic plan as revised.

CARRIED

6.0 NEW BUSINESS

6.1 Q1 Financial Statements for the Fiscal Year 2025-2026

The financial statements are for the first three months of the fiscal year (April 1 to -June 30, 2025).

A.Provost highlighted the Income Statement. Brentwood is on track with its funding as expected. HART Hub has not started when projected, however some of the forecasted expenses have been included under Food and Kitchen and Utilities, etc. Donations are down significantly from last year, \$23,000 compared to \$60,000. Brentwood needs to increase the number of donors as well as donations. There was \$34,000 in expenditures related to last year's lottery. TREAT software costs are mostly covered by grants. Food costs are significantly higher as a result of the increase in prices, but still lower than projected due to the timing of the HART Hub. Utilities are substantially down. Staff education is related to a specific grant for training. Bad debt expense is related to Green Shield unpaid per diems. If people on program leave early Green Shield will not pay for the time spent here unless they graduate. As a result Administration is trying to create additional programs around this. If we take the current deficit of \$175,000 and remove the bad debt expense, the lottery loss from last year and the one time expenses for hiring the new executive director, we are at a loss of approximately \$90,000. That is \$30,000 per month, which is very similar to the results for Q1 last year.

A. Provost reviewed the balance sheet cautioning that Cash will deteriorate over time as a result of last year's lottery loss.

ACTION: Administration will speak to I. Owen re: maintenance costs for TREAT and update the board.

Moved by A. Provost; seconded by S. Collier.

THAT the Brentwood Board of Directors approve the Q1 Financial Statements for the fiscal year 2025-2026 as recommended by the Finance and Audit Committee.

CARRIED

6.2 Ratification of Emailed Motions (Unanimous approval) Circulating for written signatures

- Emailed motions (2) dated July 15, 2025 re: Board applicants approved to run for election and approval of Members of the Corporation from June 1 to June 30, 2025
- Emailed motions (2) dated August 7, 2025 re: Board approval of \$500,000 prize board plus expenses... and approval of members of the corporation from July 1 to July 31, 2025

Miller Thomas has advised that the board cannot do emailed motions. Page 56 of the board package is the first set of motions sent by email. The second set of motions appear on page 58. These motions, having received consensus need to be ratified in writing. Both motions were circulated during the meeting for everyone's signature.

6.3 October AGM

- **Agenda**

The proposed agenda was distributed to the board as a handout.

Moved by R. Smith; seconded by B. Correia

THAT the Brentwood Board of Directors allow the attendance of staff, non-alumni candidates, and community partners to attend the October 15, 2025 Annual General Meeting. CARRIED.

- **Annual Report**

The report will be distributed at the Annual Meeting.

6.4 Board Evaluations Summary

The evaluations appeared to be fairly positive.

7.0 IN-CAMERA MEETING

Moved by L. Lloyd-Dupuis; seconded by S. Collier

THAT the meeting move in-camera. CARRIED.

The meeting moved to in-camera at 8:05 pm.

8.0 NEXT MEETING: October 15, 2025 @ 4:30 pm or at the Call of the Chair

9.0 ADJOURNMENT at 9:05 pm.