



**2022-23 Kerry's Place Autism Services**  
**Annual General Meeting**

**June 28, 2023**

**WELCOME AND CALL TO ORDER**

**Jan Stewart, Board Chair for Kerry's Place Autism Services**

Jan welcomed and thanked members of the Board, staff, members and non-members for attending, and officially called the 2023 Kerry's Place Annual General Meeting to order.

*Land Acknowledgement:*

*We would like to begin by acknowledging the lands we are on today, including those, which Kerry's Place Autism Services operates. For thousands of years, Indigenous peoples inhabited and cared for this land, and continue to do so today. We recognize and are grateful to have the opportunity to come together on these lands, and commit to continuous learning and reflection on the importance of traditional peoples in the history of Canada.*

In preparation for the Kerry's Place Autism Services Annual General Meeting, the Kerry's Place Annual Report, Kerry's Place Audited Financial Statements and the Minutes from last year's AGM have been made available to you online, as well as reference materials related to bringing the Kerry's Place By-laws into compliance with the Ontario Not-For-Profit Corporations Act "O.N.C.A." for short.

In compliance with the By-Laws, Sue VanDeVelde-Coke, Kerry's Place President and CEO, confirmed sufficient notice of this meeting was given to the membership. Notice of this Annual General Meeting was provided via email to the membership the week of May 22<sup>nd</sup> and again the week of June 5<sup>th</sup>, 2023. The Annual General Meeting was also advertised on the Kerry's Place website.

As sufficient notice of the Annual General Meeting complied with the Kerry's Place By-Law, Jan Stewart declared the 2023 Annual General meeting to be duly constituted.

**MESSAGE FROM BOARD CHAIR**

**Jan Stewart**

I am delighted to stand in front of all of you this evening, having just completed my first year as Chair.

First, to every one of our employees, from Sue down to the newest direct support worker, the Board of Directors and I are in awe of each of you. I know that Sue will highlight a number of the team's many accomplishments, but it is because of you that Kerry's Place shines.

To our Board of Directors, thank you for your time and commitment. Whether participating in Board meetings, Committee meetings, our bi-annual offsites, ad hoc sub-committees and task forces, or the golf tournament, this Board is dedicated, strong and diverse. The Board has accomplished a great deal

this year, from ONCA and the new strategic plan to specific Committee activities that include the following:

- Our Business & Audit Committee, which is led by Enza Dininio (who is also the Board's Vice Chair and Treasurer,) was reformulated from the former Audit & Finance Committee, with responsibilities extending beyond Finance, Audit, IT and Building & Property to include Legal, HR and expanded risk oversight. A special shout-out to this Committee and to Deborah Compton and her Finance team, who accelerated the timing of the annual audit with a completion and reporting date of June for the first time rather than August, which has allowed us to move the AGM forward two months. This was no small feat.
- Our Quality Outcomes Committee, led by Carobeth Zorzos, monitors adherence to legislation and established quality outcome indicators to enhance the quality of life for all those we support. Among its major initiatives over the past year has been to create a revised reporting template to provide more concise and streamlined information to Committee and Board members, as well as updating the balanced scorecard, which operationalizes quality-related goals across programs and services aligned with our updated strategic plan.
- Our Nominations & Governance Committee, which I continued to lead this past year, advises the Board on matters related to its governance structure, Board education and development, succession plans and processes, policy reviews, Board effectiveness and oversight of the CEO. In addition to kick-starting ONCA and the updated strategic plan, the Committee initiated DEI training for the Board and updated the Board Skills and Diversity Matrix that drives our recruiting processes and practices and which – with your vote – is allowing us to bring on two new fantastic Directors tonight.

The Board's diligence ensures that we live up to our:

- Vision that autistic individuals are full and equal members of their communities
- Mission of enhancing the quality of life for autistic individuals by being leaders in developing and providing evidence-based support and building capacity by sharing our knowledge and expertise, and
- Values of respect, choice, integrity, collaboration and excellence.

On behalf of the Board, I thank all of you for your dedication, insights and perspectives – you are greatly appreciated and instrumental to who we are and what we stand for.

In closing, it is because of the support, caring and dedication of Sue Coke, her team and my fellow Board members that Kerry's Place remains a leader in the autism community.

## **MESSAGE FROM CEO**

**Sue Coke**

Sue Coke acknowledged and thanked the volunteers and employees who attended the information booths this evening.

- Members of the Family Advisory Committee
- Members of the Autism Advisory Committee and support staff
- Representatives from Ready Willing & Able

Highlights were provided on the following:

- Strategic Plan 2023-2026 – newly adopted by the Board of Directors
- Head Office relocation to Newmarket, Ontario
- Welcoming new members of the senior leadership team
- New supported living sites: Neapolitan, Toronto Region and Harmony, East Region
- Housing Strategy
- Community Programs:
  - Ready, Willing & Able
  - EmploymentWorks
  - Young Adults Project
  - Learning & Development
- Achieving Accreditation Canada PRIMER
- Clinical initiatives
- Human Resources initiatives
- Stakeholder Involvement: Family Advisory Committee and Autism Advisory Committee
- Ongoing Areas of Focus in 2023/2024:
  - Recruitment and Retention of staff at all levels
  - Investment in staff: health & wellness; improved compensation, and recognition
  - MCCSS new strategic directions for adult developmental services: *Journey to Belonging: costing study, and an emphasis on funding individuals directly*
  - Adapting to unknown impacts of changes to MCCSS Ontario Autism Program
  - Housing Strategy implementation

## **INTRODUCTION OF BOARD OF DIRECTORS**

**Jan Stewart**

The current Kerry's Place Board of Director members were recognized:

Jan Stewart, Board Chair and Chair of the Nominations and Governance Committee  
Enza Dininio, Board Vice Chair, Treasurer, and Chair of the Business & Audit Committee  
Carobeth Zorzos, Chair of the Quality Outcomes Committee  
Brian Ritchie  
Carobeth Zorzos  
Garry Chan



James Stellick  
Karen Sullivan  
Mike Williams  
Phil Dowd  
Shruti Goenka  
Vicky McGrath  
Robert Hart, Chair Emeritus

### **2021-22 AGM MINUTE APPROVAL**

**Jan Stewart**

**Motion: To approve the minutes of the Kerry's Place Autism Services Annual General Meeting dated August 24, 2022.**

**Moved by: Jan Stewart**

**Seconded by: Vicky McGrath**

**Carried**

### **COMPLIANCE WITH THE ONTARIO NOT-FOR-PROFIT CORPORATIONS ACT, 2010** **– PRESENTATION, APPROVAL OF ARTICLES OF AMENDMENT AND CONFIRMATION OF BY-LAWS**

**Katherine Carre, Lawyer with Borden Ladner Gervais**

Katherine presented updated set of Kerry's Place By-laws and Articles of incorporation as a follow-up to the information shared at the 2022 AGM on "Modernizing our governance documents to comply with the new Not-for-Profit Corporations Act, 2010".

The presentation included a highlight of key provisions the Kerry's Place Board of Directors have approved within the new By-laws. Following the presentation there will be a special resolution motion for approval by the members of the corporation.

Kerry's Place has successfully updated two key governance documents to comply with the requirements under the new act.

1. Kerry's Place By-laws, which regulates the affairs of the organization, sets out the roles of members, directors and officers and decides the procedures for certain decision-making.
2. Letters of Patent, which under ONCA are now called our Articles of Incorporation

#### **By-Law Provisions – Membership, Article 2**

- The ONCA requires that multiple classes of members must be set out in the articles. The corporation is authorized to establish two classes of members, regular members and honorary members.

- Membership eligibility:

##### **(a) Regular Members**

- (i) Regular Members shall consist of:

(A) the Directors, who shall be ex-officio Regular Members;

(B) Regular Members of the Corporation as of the effective date of this By-law, who shall be subject to the membership renewal policies of the Board; and

(C) following the effective date of this By-law, individuals who are the parents, adult sibling or other adult relative or a Substitute Decision Maker of an individual in residential care in a facility, whether congregate care or independent living (each a “Currently Supported Individual”), are interested in furthering the Corporation’s purposes and have applied for and been accepted as a Regular Member by Board resolution or in such other manner as may be determined by the Board in accordance with any membership application policies of the Board.

- (ii) Each Regular Member shall be entitled to receive notice of, attend and vote at all Members’ meetings and each such Member shall be entitled to one (1) vote at such meetings.
- (iii) Following the effective date of this By-law, there shall be a maximum of two (2) Regular Members for each Currently Supported Individual. If there is any disagreement as to who should be the Regular Member(s) for a particular Currently Supported Individual, the Board has the final authority to decide.
- (iv) Except for the Directors, the membership of Regular Members shall be renewed annually on a date to be set by the Board in accordance with any membership renewal policies of the Board.

**(b) Honorary Members**

- (i) Honorary Members shall consist of individuals who have significantly contributed to the Corporation or are currently providing significant contributions through the office they hold. Honorary Members are appointed by the Board at its discretion in such manner as may be determined by the Board.
- (ii) Each Honorary Member shall be entitled to receive notice of, attend and vote at all Members’ meetings and each such Member shall be entitled to one (1) vote at such meetings.
- (iii) Membership for Honorary Members continues until terminated by ordinary resolution of the Board or in accordance with Section 2.4.

**By-Law Provisions – Directors**

- At last year’s AGM, members accepted the proposal to establish a range of director positions.
- The range of directors has been set at 9-13 for the Corporation.
- The maximum term for directors is three x (3) years.

**By-Law Provisions – Administrative**

- Housekeeping amendments include:
  - Allowance for in person and virtual meetings.
  - Previously the Chair would be able to cast the deciding vote. In a case of a tie, the new by-laws state the motion fails. Article 3.6 (c) – “Every question submitted to any Members' meeting shall be decided in the first instance by a show of hands and in the

- case of an equality of votes, whether on a show of hands or on a ballot, the meeting chair shall not have a casting or second vote to break the tie.”
- Allowing for voting by proxy or by electronic means.

#### **Nominations Process, Article 4**

At the 2022 AGM, members approved the recommendation that the Nomination Process for New Directors would be detailed within a policy and not contained within the By-laws. As such, the Board of Directors approved a new policy titled ‘Nominations and Election Policy for Directors’.

The process for nominations captured within the By-laws is as follows within *Article 4.9*:

- Nominations made for the election of Directors at a Members' meeting may be made only in accordance with the nominating and election procedure prescribed by the Board from time to time. The Board decision as to whether a candidate is qualified to stand for election is final. Candidates to be recommended to the Members at the next annual meeting of Members.

#### **ONCA By-Law Motion**

##### Articles of Amendment

**Motion: Be it resolved, as a special resolution, that:**

- 1. the Articles of Amendment are hereby approved;**
- 2. any two (2) directors or officers of the Corporation are hereby authorized and directed to sign all documents, including the Articles of Amendment, with such further amendments as they may determine to be necessary, proper, convenient or desirable to comply with the requirements of any governmental authority having jurisdiction in respect of the Act, without the need for further approval of the directors or the members of the Corporation, and to do on behalf of the Corporation all things necessary, desirable or useful to carry out and give to effect to this resolution, including the filing of the Articles of Amendment with the Director appointed under the Act; and**
- 3. the directors may revoke this resolution before it is acted on without further approval of the members.**

**Moved by: Jan Stewart**

**Seconded by: Karen Sullivan**

**Carried**

##### By-laws of the Corporation

**Motion: Be it RESOLVED, as a special resolution, that:**

- (a) By-law No. 1, a by-law repealing all previous by-laws of the Corporation, relating to the transaction of the activities and affairs of the Corporation, as enacted by the directors of the Corporation and in the form presented to the members, is hereby confirmed as the by-law of**

the Corporation to be effective upon the issuance of a Certificate of Amendment by the Government of Ontario under the Act; and

- (b) following the effective date, any two (2) directors or officers of the Corporation are hereby authorized and directed to certify a copy of such by-law to be placed in the minute book of the Corporation.

Moved by: Jan Stewart

Seconded by: Brian Ritchie

Carried

**FINANCIAL STATEMENTS AND AUDITORS' REPORT**  
**Deborah Compton, Kerry's Place Chief Financial Officer**

The financial statements were audited by the accounting firm of KPMG who issued an unqualified opinion for our Financial Statements ending March 31, 2023. It is stated in the Auditors report that the financial statements present fairly the financial results of Kerry's Place and have been prepared in accordance with Canadian accounting standards for not-for-profit organizations. There were no significant changes in accounting principles or policies.

Our 2023 financial results reflect the strong support that Kerry's Place receives from the Ministry of Children, Community and Social Services.

In 2022-2023, total revenues increased by 6.4% for a total of just over \$80.8 million dollars.

Ministry funding shown under Provincial Grants increased over last year as did the Fee-for-service revenue mainly in the Ontario Autism Program Funding through our Partnerships.

Expenses increased 7.4% in 2022-2023 to just over \$80.7 million dollars. Our largest expense is for salaries and benefits for the over 1100 full-time and part-time employees at Kerry's Place. This makes up 73% of the total cost. We also continue to invest in our technology and our infrastructure to maintain the large number of properties we lease or own.

We closed out the 2023 year with a surplus of just over \$162K.

I would like to thank the finance team for their resilience this year and their ongoing efforts to maintain our finances and contribution towards the success of Kerry's Place.

**Motion: to receive the Audited Financial Statements of Kerry's Place Autism Services for the year ended March 31, 2023.**

Moved by: Enza Dininio

Seconded by: James Stellick

Carried



**Appointment of Auditor for 2023-2024**  
**Enza Dininio, Kerry's Place Treasurer**

**Motion: to appoint the firm of KPMG LLP as the official auditors for Kerry's Place Autism Services for the year ending March 31, 2024.**

**Moved by: Enza Dininio**

**Seconded by: Shruti Goenka**

**Carried**

**Election to the Board of Directors**  
**Jan Stewart, Chair of the Nominations and Governance Committee**

Jan acknowledged the resignations of Vicky McGrath and Maria Tassou from the Board of Directors.

Vicky McGrath

Vicky has been a valued member of the Board for the past two years. Her professional background as the owner of Here to Help Home Care Services, which serves elderly clients and their families across York region, along with her 20 years in policy and program development in the government sector and her deep knowledge of autism, have been great assets to Kerry's Place. She has additionally volunteered on the Kerry's Place Adult Advisory Committee and been an Ambassador for Autism Canada. As a Board member, Vicky served on the Quality Outcomes Committee, where she was known for asking thoughtful questions and making suggestions. Her perspective was always appreciated. We wish Vicky happiness and success and a continuing presence with Kerry's Place!

Maria Tassou

Maria was elected to the Board of Directors at last year's AGM. Unfortunately, due to demanding professional commitments, Maria felt it wise to step down from the Board, allowing for someone else to commit to the Board the time it deserves.

The departure of Vicky and Maria creates two vacancies on the Board of Directors. At the recommendation of the Nominations and Governance Committee and as approved by the Board of Directors, Jan presented the nomination of Anna Harris and Paula Allen to the Board of Directors.

Anna Harris

Anna graduated from Osgoode Hall Law School and additionally has a Masters in Public Policy and Administration. She spent five years in private practice before joining the Children's Aid Society of Toronto for about 18 months, followed by a move to her current employer, York Region Children's Aid Society, as Legal Counsel in November 2018. Anna has extensive experience in Government, Public Policy, and Strategy, as well as bringing her Legal expertise to the Board of Directors. With your vote in favour, Anna will join the Nominations and Governance Committee of the Board. Anna is passionate about children and families.





Paula Allen

Paula is Global Leader, Research and Total Well-being at TELUS Health. She manages the company's research agenda, with a focus on discovering, defining and commercializing industry trends, service development and supporting clients with data-driven insights and guidance. She takes a leadership role in the company's product and innovation strategy, and she is focused on the current and emerging issues that impact health and productivity and related costs. Paula is a recognized expert in the fields of workplace mental health, learning strategies, disability management and drug plan management. She is a member of the Women's College Hospital Board of Directors for one more year, where she sits on the Board's Executive Committee and chairs the Quality, Academic and Equity Committee. She also sits on the Board of the Canadian Club and serves on the Technical Committee for the National Standard for Psychological Health & Safety.

**Motion: To elect Anna Harris to the Kerry's Place Autism Services Board of Directors for their first term, such term to continue until the 2026 annual meeting of members.**

**Moved by: Jan Stewart**

**Seconded by: Phil Dowd**

**Carried**

**Motion: To elect Paula Allen to the Kerry's Place Autism Services Board of Directors for their first term, such term to continue until the 2026 annual meeting of members.**

**Moved by: Jan Stewart**

**Seconded by: Mike Williams**

**Carried**

**MOTION: To re-elect Phil Dowd to the Kerry's Place Autism Services Board of Directors for their second term, such term to continue until the 2026 annual meeting of members.**

**Moved by: Jan Stewart**

**Seconded by: Phil Dowd**

**Carried**

**MOTION: To re-elect Enza Dininio, Carobeth Zorzos, and Karen Sullivan to the Kerry's Place Autism Services Board of Directors for their second term, such term to continue until the 2025 annual meeting of members.**

**Moved by: Jan Stewart**

**Seconded by: Mike Williams**

**Carried**

#### **Approval of Past Actions of the Board**

**Motion: all resolutions, contracts, acts and proceedings of the Board of Directors, passed, made or taken since the last annual meeting of members as set out or referred to in the minutes of meetings in the Minute Book or in the financial statements are hereby approved, ratified and confirmed.**

**Moved by: Jan Stewart**

**Seconded by: Karen Sullivan**

**Carried**



### **Other Business**

With no other business arising, Jan Stewart thanked our members for joining to duly review and conduct the year-end business for Kerry's Place Autism Services and declared the 2022-2023 Annual General Meeting for Kerry's Place Autism Services closed.

**Motion: to adjourn the 2022-2023 Annual General Meeting for Kerry's Place Autism Services.**

**Moved by: Jan Stewart**

**Seconded by: Mike Williams**

**Carried**