

WEDNESDAY, APRIL 27, 2022

MINUTES

Date: Wednesday April 27, 2022

Location: ZOOM Meeting

Present: Chris Mayne
Mark King
Sherry Culling

Staff: Jamie Lowery, Chief Executive Officer
Billy Brooks, Director of Finance & IT
Julie Pilkey, Recording Secretary

Regrets: **Guests:** John D’Agostino (Lawyer)
Anna Fitzsimmons (Associate Lawyer)

ITEM		ACTION
A.	CALL TO ORDER	
	<p>RECORDED MEETING</p> <p><i>“Moved by Sherry Culling and seconded by Mark King that the meeting be called to order at 6:04 p.m.”</i></p> <p>Res. #17-22 <u>Carried</u></p>	
	1. Approval of Agenda	
	<p>Added: IN-CAMERA 6.1 Personnel Matter 6.2 Contract 6.3 Legal Matter</p> <p><i>“Moved by Mark King and seconded by Sherry Culling that the Agenda for this meeting be adopted, as amended.”</i></p> <p>Res. #18-22 <u>Carried</u></p>	
	2. Conflict of Interest	
	<p><i>“Moved by Sherry Culling and seconded by Mark King that no Board Members present have declared a conflict of interest.”</i></p> <p>Res. #19-22 <u>Carried</u></p>	
	3. Approval of Minutes	
	<p>3.1 Approval of Minutes of the Meeting held on March 31, 2022</p> <p><i>“Moved by Sherry Culling and seconded by Mark King that the minutes for the Regular Meeting held on March 31, 2022, be adopted as presented.”</i></p> <p>Res. #20-22 <u>Carried</u></p>	

	4. Business Arising	
	4.1 COVID-19 Update Jamie noted there have been no changes since the last meeting.	
	5. Castle Arms Operations	
	5.1 Castle Arms Operations Update See Operations Report included in package. Jamie added that a rod iron fence will be installed adjacent to the DND property to reduce the traffic of people loitering on the Castle Arms property. Currently police are being called at least once a day due to this issue.	
	5.2 Financial Update: Update included in package.	
	<i>“Moved by Sherry Culling and seconded by Mark King that the Board approved the Q1-2022 Budget to Actuals for Castle Arms I, II, III, as presented.”</i>	
	Res. #21-22 <u>Carried</u>	
	<i>“Moved by Sherry Culling and seconded by Chris Mayne that the Board approved the Q1-2022 Budget to Actuals for Castle Arms IV, as presented.”</i>	
	Res. #22-22 <u>Carried</u>	
	<i>“Moved by Sherry Culling and seconded by Mark King that the Board approved the Q1-2022 Budget to Actuals for Castle Arms Mattawa, as presented.”</i>	
	Res. #23-22 <u>Carried</u>	
	6. New Business - IN-CAMERA	
	6.1 Contract 6.2 Personal Matter – Board Member 6.3 Legal Matter - Bylaw	
	<i>“Moved by Mark King and seconded by Sherry Culling that the Board proceed to an In-Camera Session at 6:14 p.m.”</i>	
	Res. #24-22 <u>Carried</u>	
	<i>“Moved by Sherry Culling and seconded by Mark King that the In-Camera Session be adjourned at 6:56 p.m.”</i>	
	Res. #25-22 <u>Carried</u>	
	6.3 Following the In-Camera discussion, the Resolution below, was approved by the Board	
	<i>“Moved by Mark King and seconded by Sherry Culling that the Board approve to amend Bylaws Sections 6 & 7 and replace with new wording as provided below, by John D’Agostino’s Associate Lawyer, Anna Fitzsimmons, as of April 27, 2022 and that the Board be constituted with 5 members.”</i>	
	ARTICLE 6. - BOARD OF MANAGEMENT 6.01 Board of Management The Castle Arms Apartment Corporation shall be managed by a Board of Management of five (5) members.	

ARTICLE 7. - MEMBERS OF THE BOARD

7.01 Members of the Board

- a) All members appointed must be at least 18 years of age, not be undischarged bankrupt, an individual who has not been found incapable of managing property under the Substitute Decisions Act, 1992 (Ontario) or the Mental Health Act (Ontario), and an individual who has not been found incapable by the court in Canada or elsewhere;
- b) Members will hold office for a two (2) year term beginning at the first meeting of the year and ending in the last meeting of the year; and
- c) Members in good standing at the expiration of their term of office may be reappointed for a further term.

7.02 Termination of Office

The office of a Member shall automatically be vacated if:

- a) the Member becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an assignment in bankruptcy or is declared insolvent;
- b) an order is made declaring the Member to be a mentally incompetent person or incapable of managing his or her affairs;
- c) the Member, by notice in writing to the Board of the Corporation, resigns his or her office, which resignation shall be effective at the time it is received by the Board of the Corporation or at the time specified in the notice, whichever is later;
- d) the Member ceases to have the qualifications for Members set out in Section 7.01;
- e) the Member dies;
- f) the Board, in its discretion, declares the elected Member's seat vacant because:
 - (i) the Member has failed to comply with the Corporation's By- laws, policies or procedures, including without limitation, the confidentiality, conflict of interest and standard of care provisions contained in these By-laws; or
 - (ii) two thirds of votes were cast by the Board for the removal of the Member.

7.03 Disciplinary Act or Termination of Membership for Cause

- a) Upon fifteen (15) days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the Corporation's By- laws, policies or procedures, including without limitation, the confidentiality, conflict of interest and standard of care provisions contained in these By-laws;
- b) The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five (5) days before the end of the fifteen (15) day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership

Res. #26-22

Carried

B. CORRESPONDENCE

No items noted

C. REQUEST FOR FUTURE AGENDA ITEMS

No items noted

D.	DATE OF NEXT MEETING	
	Next Meeting – Wednesday May 25, 2022 @ 5:00 p.m. or at the call of the Chair	
E.	ADJOURNMENT	
	<p><i>“Moved by Mark King and seconded by Sherry Culling that the meeting be adjourned at 7:00 p.m.”</i></p> <p>Res. #27-22 <u>Carried</u></p>	

Secretary

Chairman

Board of Management Meeting - April 27, 2022
Jennifer Carriere - Castle Arms Operations Coordinator
Billy Brooks - Chief Financial Officer & IT

❖ CASTLE ARMS UPDATE (Jennifer Carriere, Operations Coordinator):

❖ 2022 Ontario Renovates

New carpet installation in the common hallways of CA1, 2 & 3 is currently underway. The new carpeting looks great and tenants have been very positive in their response to the change.

❖ Staffing Changes

We are without a full time maintenance person again. Terry Larue is off indefinitely at this point. We have an agreement with AGB Construction to provide the regular maintenance in our buildings and our electrical, plumbing and HVAC contractors complete the work that cannot be done by AGB Construction. The arrangement is working well for now and tenants are pleased with the work being completed.

Susan Newman has resigned from her position as Property Management Clerk. We have hired Jillian Duchesne to fill that roll as the Health & Wellness Coordinator, as well as introduce activities and processes to ensure the well-being of our tenants. Her full-time position has been well received by everyone. Jillian is a very pleasant addition to our team. Her training is progressing well.

❖ Peridot Solutions

Castle Arms has accepted the help of Peridot Solutions to conduct surveys and focus groups to inform our efforts when creating activities for our tenants. The study is complete and Peridot Solutions are compiling the results. The report will be sent to us by the end of April. They will also provide funding recommendations based on the findings and are available to complete proposals for funding if we would like to engage them for that. Peridot Solutions has an excellent track record in securing funding for local organizations. We will make that decision based on funding available and complexity of the applications.

❖ Apartment Cleaning

Our housekeeping staff will return to annual apartment cleaning this year. This was paused for the last 2 years because of the pandemic. We feel it is an important service for our tenants and with restrictions at their current level we are able to resume.

❖ Telephone Provider Change

Castle Arms has changed the provider of our telephone services. Although there were some unforeseen issues in the process, the changeover is now complete.

❖ CA2 Elevator

One of the elevators in CA2 is out of service due to a leaking cylinder. The cylinder is leaking oil into the ground below the elevator. We currently have one quote from TK Elevator and we are seeking quotes from 2 other sources. This will have a price tag in the range of \$120,000. An update will be reported to the Board at the next meeting.

❖ FINANCIAL UPDATE (Billy Brooks, Chief Financial Officer & IT):

❖ Castle Arms I, II, III

Currently in a deficit position at March 31, 2022 of \$43,106 (7% of YTD revenues). This deficit is considered temporary due to elevated service contract costs relating to snow removal and telephone service agreements, as well as utilities including natural gas. Both Service Contracts and Utilities YTD budget figures are pro-rated on a straight-line basis, despite actual costs fluctuating higher during winter months. These costs are expected to level out compared to budget throughout the summer months as in previous years.

❖ Castle Arms IV

Currently in a deficit position at March 31, 2022 of \$6,042 (3.7% of YTD revenues). This deficit primarily relates to similar factors as Castle Arms I, II, & III as is expected to be brought in line with budget during the summer months.

❖ Castle Arms Mattawa

Currently in a deficit position at March 31, 2022 of \$2,006 (6.6% of YTD revenues) due to both a temporary subsidy adjustment for rent supplement, as well as elevated service contract costs due to the same factors as explained above for other buildings.