

MOTION



North Bay, ON January 31, 2023

Subject: Castle Arms

Res. 2023-

Moved by Councillor: Vrebosch

Seconded by Councillor: Bain

Whereas as per the Castle Arms Organizational Profile found on the Castle Arms website:

"Cassellholme was originally built in 1924 with funding from 23 participating municipalities of Nipissing. We continue to receive approximately 17% of our operating budget from nine of those municipalities. Shortly after the current building was constructed in 1962, the District of Nipissing was split and Cassellholme was designated as the District Home for East Nipissing. In 1986, the Board of Management created the non-profit seniors' apartment corporation called Castle Arms. Today, these five buildings are home to more than 250 active seniors in North Bay and Mattawa";

And Whereas in the posted Non-Consolidated Financial Statements for the year ended December 31, 2020 of the East Nipissing District Home for the Aged ("Cassellholme"), the notes to the financial statements state:

"The Board of Directors of the Home controls Castle Arms and the Board of Directors of the Home has majority representation on the Board of Directors of Castle Arms. Castle Arms is incorporated without share capital under the laws of the Province of Ontario as a non-profit organization and its primary purpose is to provide housing to senior citizens on a rent-geared-to-income basis.";

And Whereas the Board of Management for the District of East Ferris ("Cassellholme Board of Management") consists of seven members and the area they represent with two members at large appointed by the Lieutenant Governor in Council and three members appointed by the municipal council of the City of North Bay, one member appointed jointly by the municipal councils of the Town of Mattawa, the Township of South Algonquin, the Township of Calvin, and the Township of Papineau-Cameron and one member appointed jointly by the municipal councils of the Township of Bonfield, the Township of Chisholm, the Township of East Ferris and the Township of Mattawan, (collectively the "Municipal Members");

And Whereas historically the members of the Cassellholme Board of Management have been the same members of the Castle Arms Board of Management;

And Whereas at the Castle Arms Board meeting held on June 17, 2021, it was moved and approved that the Castle Arms Board approve an Ad Hoc committee to review, reform, and modernize the By-Laws and Governance materials of the Board and that the suggested changes to the Board By-Laws be brought back to the Board for approval tentatively at the end of the summer;

And Whereas at the Castle Arms Board meeting on September 23, 2021, the Castle Arms Board approved the resignation of Alan McDonald and the appointment of Bill Vrebosch, of the City of North Bay, Area 1 Member, effective September 23, 2021;

And Whereas at the same meeting of the Castle Arms Board on September 23, 2021, the Castle Arms Board accepted the resignation of Mayor Dean Backer of the Town of Mattawa, Area 2 Member, effective September 21, 2021;

And Whereas at the October 28, 2021 meeting of the Castle Arms Board, the resignations of Terry Kelly of the Municipality of East Ferris, Area 3 Member, effective September 28, 2021 and the resignation of Bill Vrebosch, Area 1 Member, effective October 26, 2021 were announced and accepted;

And Whereas at the meeting on October 28, 2021, item 6.1, the Castle Arms Board approved the revised Castle Arms By-Laws adopted from the Cassellholme By-Laws, approved on August 26, 2021;

MOTION

And Whereas at the same meeting on October 28, 2021, item 8.1, the Board was advised that effective three (3) years from October 19, 2021, the Cassellholme and Castle Arms Boards must have separate Board Members. The Cassellholme Board is mandated by the Ministry to have Members represented from the Area Municipalities, so the Cassellholme Board cannot be changed. The Castle Arms Board of Management will advertise for the three (3) open vacancies with a media release to be sent out to request volunteers to sit on the Board. The current Board Members will select Members from applications received. It was suggested to hold off for a month before advertising;

And Whereas the Minutes of the October 28, 2021 meeting of the Castle Arms Board does not identify the legislation nor the section of the legislation requiring that the Cassellholme Board and Castle Arms Board must have separate Board Members;

And Whereas at the November 30, 2021 City of North Bay Council meeting, Dave Mendicino was appointed to represent the City of North Bay on the Cassellholme East Nipissing Home for the Aged Board;

And Whereas at the Castle Arms Board meeting on November 25, 2021 the board approved the CEO to make the necessary changes to ensure compliance with the most recent changes to the Ontario Not-for-Profit Corporations Act (ONCA) and commence the recruitment process for the current Board vacancies.

And Whereas at the December 14th, 2021 Special Board of Management Meeting of Cassellholme, the Cassellholme Board of Management accepted the appointment of Dave Mendicino, of the City of North Bay, Area 1 Member, effective November 30, 2021 for a term to expire November 14, 2022;

And Whereas Cassellholme Board of Management meetings took place on November 25, 2021, December 14, 2021, January 6, 2022 and January 27, 2022 and Castle Arms Board meetings took place only on November 25, 2021 and January 27, 2022;

And Whereas at the January 27, 2022 meeting of the Castle Arms Board, newly appointed Mayor Gail Degagne of Chisholm and Councillor Dave Mendicino, being members of the Cassellholme Board of Management, were denied access to the Castle Arms Board meeting as board members and could only attend as guests;

And Whereas there has been no communication or consultation with the City of North Bay or any of the other eight (8) Member Municipalities prior to amendment of the Castle Arms by-law and corporate governance;

And Whereas it appears that the Member Municipalities no longer have representation on the Castle Arms Board;

Therefore Be It Resolved that the Council of the City of North Bay direct:

- (a) that a copy of this motion be sent to all Member Municipalities;
- (b) the Interim Chief Administrative Officer to retain appropriate advisors with legal and financial expertise to review the amendment of the By-Law of the Castle Arms Board, including the requirement that the Castle Arms Board and the Cassellholme Board of Management have different board members, and make recommendations;
- (c) notify and invite all of the Member Municipalities to participate in the review and update them as appropriate; and
- (d) the findings of the review are to be reported to the Council of the City of North Bay and the Member Municipalities.

Carried

Carried as amended

Lost

Conflict_____

Endorsement of Chair

Record of Vote (*Upon Request of Councillor* _____)

Signature of Clerk_____