



JEWISH FAMILY AND CHILD SERVICE OF GREATER TORONTO

Jewish Family and Child Service of Greater Toronto

4600 Bathurst Street
Toronto, ON M2R 3V3

T: 416-638-7800
F: 416-638-7943

info@jfindcs.com
www.jfindcs.com

President

Helen Goldlist

Immediate Past President

Sharon List

Vice Presidents

Elliott Peranson
Jonathan Seliger
Mark J. Shiner
Martine Taylor

Treasurer

Barry Eisen

Secretary

Carly Bardikoff

Members at Large

Micki Mizrahi
Harold Rosenfeld

Chief Executive Officer

Talyah Breslin

Gordon S. Wolfe Branch

365 Bloor Street East
Suite 1904
Toronto, ON M4W 3L4

T: 416-961-9344
F: 416-638-7943

York Region Branch

9600 Bathurst Street
Suite 242
Vaughan, ON L6A 3Z8

T: 905-303-5838
F: 416-638-7943

Jerome D. Diamond Adolescent Centre

196 Keewatin Avenue
Toronto, ON M4P 1Z8

T: 416-482-3023
F: 416-482-3014

**Jewish Family & Child Service
2023 Annual General Meeting
Thursday, September 28, 2023– 7:00 pm
Tamari Hall, Lipa Green Building**

Minutes

1. Greetings

Helen Goldlist, Board President, welcomed everyone and called the meeting to order. The Land acknowledgement was read.

2. D’var Torah

Rabbi Weiss delivered the D’var Torah.

3. Greetings from MCCSS, UJA, UW and OACAS

Video messages from Michael Parsa, Minister of Children, Community and Social Services; Adam Minsky, CEO of UJA; Ruth Crammond, Director of Capacity Building and Programs, United Way of Greater Toronto; and Solomon Owoo Interim CEO of OACAS was shared.

4. Approval of Minutes of Last Annual General Meeting

BIRT: We dispense with the reading of the minutes of the last Annual General Meeting held on September 29, 2022 (on file at Jewish Family & Child Service and available upon request), and that the minutes are approved.

MOTION: Lindsay Detsky

SECONDED: Sharon List

CARRIED.

5. Approval of Acts of Board of Directors

BIRT: That all Acts, contracts, by-laws, resolutions, proceedings, payments and appointments enacted, passed, made, done or taken by the Executive Committee, Board of Directors or Officers, since the last Annual General Meeting of the members, be ratified, approved, sanctioned and confirmed.

MOTION: Harold Rosenfeld

SECONDED: Dr. Michael Minden



CARRIED.

Approval of Special resolutions

A special resolution of the Members to approve a Transitional By-law to extend the term of the Immediate Past President was included in the meeting's package available to members of the Agency.

BIRT: We dispense with the reading and approve the special resolution to extend the term of the immediate Past President.

MOTION: Mark Shiner

SECONDED: Dr. Michael Minden

CARRIED.

A copy of the special resolution to approve a Transitional By-law is appended to these minutes as directed.

The second special resolution of the Members is the Articles of Amendment and New By-laws. This resolution was included in this meeting's package available to members of the Agency.

BIRT: We dispense with the reading and approve of the special resolution to approve the Articles of Amendment and the New By-laws.

MOTION: Sharon List

SECONDED: Mark Shiner

CARRIED.

A copy of the special resolution to approve the Articles of Amendment and New By-laws is appended to the minutes as directed.

6. Treasurer's Report

Barry Eisen, Chair of the Finance Committee, tabled the Financial Report.

The following resolutions were presented:

BIRT: The Audited Financial Statements of Jewish Family and Child Service of Greater Toronto for the period, April 1, 2022 to March 31, 2023 be accepted as circulated.

MOVED: Barry Eisen

SECONDED: Talia Rubin

CARRIED.

BIRT: Ernst & Young LLP be appointed as the auditors for the current fiscal year 2023/2024

for Jewish Family and Child Service of Greater Toronto and that the Directors of the Agency are authorized to fix the auditors' remuneration.

MOTION: Barry Eisen

SECONDED: Sharon List

CARRIED.

The complete financial statements are available upon request.

7. Nominating Committee Report

Jeffrey Goldfarb, Committee Chair, presented his committee's report:

Committee members include: Jeffrey Goldfarb (Chair), Helen Goldlist, Sharon List, Dr. Michael Minden, Talia Rubin Ex-Officio: Talyah Breslin

The Nominating Committee reviewed the terms of the current Board of Directors. The Nominating Committee recommends the following persons for re-election for a new 3-year term:

Carly Bardikoff
Sharon List
Mark Shiner
Harold Rosenfeld

The members who are continuing on the Board are:

Ariella Baron
Lindsay Detsky
Barry Eisen
Jeff Goldfarb
Helen Goldlist
Dr. Michael Minden
Micki Mizrahi
Elliott Peranson
Talia Rubin
Jonathan Seliger
Martine Taylor

The member who has completed their term on the Board are:

Andrew Robins

For election to the Board of Directors for the first time:

Stephen Adler
Deborah Jacobs
Sheila Neuburger

BIRT: The Nominating Committee's report and recommendations be approved.

MOTION: Jeffrey Goldfarb

SECONDED: Martine Taylor

CARRIED.

8. Keynote Speaker

Guest Speakers: Dori Ekstein, Vice Chair of the JF&CS Committee for Holocaust Survivors in Need and Holocaust survivor introduced the keynote speaker: Pinchas Gutter. A video featuring a JF&CS client, Holocaust survivor Maria, telling their story was played.

9. Chief Executive Officer's Report

Talyah Breslin delivered her remarks, which are appended to the record.

10. Board President's Remarks

Helen Goldlist delivered her remarks, which are appended to the record.

11. Adjournment of Annual Meeting/Convene Board of Directors Meeting

Helen Goldlist adjourned the Annual Meeting and convened a meeting of the Board of Directors.

MOTION: Martine Taylor

SECONDED: Lindsay Detsky

CARRIED.

12. Election of New Officers and Executive for 2023/2024

Sharon List, President thanked the outgoing President Helen Goldlist.

The slate of Board members to constitute the Officers and Executive Committee for 2022/2023 was presented as below:

President:	Sharon List
Immediate Past President:	Helen Goldlist
Vice Presidents:	Jonathan Seliger, Talia Rubin
Treasurer:	Barry Eisen
Secretary:	Carly Bardikoff
Members at Large:	Mark Shiner, Jeff Goldfarb, Dr. Michael Minden

BIRT: The proposed slate be elected as the Officers and Executive Committee of Jewish Family and Child Service of Greater Toronto for the year 2023/2024.

MOTION: Stephen Adler
SECONDED: Sheila Neuburger
CARRIED.

13. Adjournment of Meeting

BIRT: The meeting be adjourned.

MOTION: Deborah Jacobs
SECONDED: Dr. Michael Minden
CARRIED.

Sharon List wished everyone a Happy New Year.

Please see page 6 for Schedule A.

Schedule A

#3 Special resolution of the Members to approve a Transitional Bylaw to extend the term of the Immediate Past President
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TRANSITIONAL BY-LAW RE EXTENSION OF TERM OF IMMEDIATE PAST PRESIDENT

WHEREAS the directors of the Corporation believe that for purposes of stability it would be in the best interests of the Corporation for the immediate past President of the Corporation to be appointed as the next President of the Corporation and have approved a transitional by-law to permit the immediate past President to be eligible for re-election as a director (the “**Transitional By-law**”);

NOW THEREFORE be it resolved as a special resolution of the members of the Corporation that the Transitional By-law set out below be approved.

TRANSITIONAL BY-LAW

EXTENSION OF TERM OF IMMEDIATE PAST PRESIDENT

WHEREAS section 4.01 of the By-laws of the Corporation amended as of September 27, 2018 (the “**By-laws**”) provides that, at a meeting of the board of directors of the Corporation (the “**Board**”) called immediately after the annual general meeting of the members of the Corporation (“**AGM**”), the Board shall appoint one of the directors of the Corporation (the “**Directors**”) as the President of the Corporation;

AND WHEREAS section 3.02 of the By-laws provides that a Director is eligible to serve two consecutive full terms, after which one year must elapse before the Director may become eligible for re-election, except that:

- a) a Director who is on the Executive Committee of the Corporation in the last year of the Director’s full second consecutive term on the Board shall be eligible for re-election as a Director for one further full term;
- b) a Director who is the President or the Vice-President of the Corporation in the last year of the Director’s full third consecutive term shall be eligible for re-election as a Director for one further full term; and
- c) a Director who is the President of the Corporation in the last year of the Director’s fourth full consecutive term shall be eligible for re-election as a Director for one further full term;

AND WHEREAS the Directors believe that for purposes of stability it would be in the best interests of the Corporation for the immediate past President of the Corporation to be appointed as the next President of the Corporation, notwithstanding that the immediate past President is currently ineligible to be re-elected as a Director at the next AGM.

NOW THEREFORE be it enacted as a By-law of the Corporation as follows:

1. Notwithstanding any provision of the By-laws or any policy of the Corporation, the immediate past President of the Corporation, whose term is expiring at the next AGM, be eligible for re-election as a Director for three (3) additional years, provided that the immediate past President meets the qualifications for being a Director pursuant to the By-laws, including, without limitation, paragraphs a) and b) of section 3.03 of the By-laws, the *Not-for-Profit Corporations Act, 2010* (Ontario), the corporate legislation which governs the Corporation, and any other applicable legislation.
2. The term of all Directors elected or appointed prior to the coming into force of this Transitional By-law shall remain the same and be unaffected except as specifically provided in this Transitional By-law.

#5 Special resolution of the Members to approve Articles of Amendment and New By-laws
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ARTICLES OF AMENDMENT AND NEW BY-LAWS

WHEREAS the Corporation was incorporated under the *Corporations Act* (Ontario) (the “**OCA**”) by Letters Patent dated October 25, 1966, as amended by Supplementary Letters Patent dated the 15th day of May, 2001 (collectively, the “**Letters Patent**”);

AND WHEREAS the current general operating by-law of the Corporation under the OCA is dated September 27, 2018 (the “**Current By-laws**”);

AND WHEREAS the *Not-for-Profit Corporations Act, 2010* (Ontario) (the “**ONCA**”), which came into effect on October 19, 2021 to replace the OCA, now governs the Corporation;

AND WHEREAS it is in the best interests of the Corporation to amend the Letters Patent and replace the Current By-laws to bring them into conformity with the ONCA.

NOW THEREFORE BE IT RESOLVED AS SPECIAL RESOLUTIONS THAT:

1. The draft Articles of Amendment (the “**Articles of Amendment**”) in the form submitted to the members of the Corporation (the “**Members**”), which are to be annexed to the minutes of this meeting as Schedule “A”, are hereby approved;
2. The draft By-laws (the “**New By-laws**”) in the form submitted to the Members, which is to be annexed to the minutes of this meeting as Schedule “B”, is hereby approved and shall take effect as set forth in paragraph 3 below;
3. As of the date that the Certificate of Amendment is issued to the Corporation (the “**Certificate of Amendment**”) by the Ministry of Government Services, the Current By- laws shall be repealed and replaced by the New By-laws; and
4. The directors of the Corporation (the “**Directors**”) are hereby authorized to make such changes and additions to the Articles of Amendment if required to do so by the Ministry of Government Services or by any other government body, provided that any such changes are in keeping with the spirit and intent of such document.