



Agency Integration Backgrounder

In an effort to strengthen our ability to deliver quality mentorship programs to children and youth in our communities, Big Brothers Big Sisters agencies of Ajax-Pickering, Oshawa-Whitby, and Northumberland County have undertaken a thorough and strategic approach to examining the feasibility of integrating operations.

After engaging in a year-long process of review, all three agencies agree that a merger of the will allow for improved sustainability and a greater ability to expand and enhance programs. The Boards of Directors of the three agencies feel strongly that this merger will benefit the many stakeholders of the agencies, the communities we serve and in particular the children and youth that we serve.

A merger will allow us to achieve a variety of positive outcomes including:

- Increase effectiveness
- Improve service delivery
- Expand programs
- Achieve economies of scale
- Share administrative functions and costs
- Achieve greater visibility for the programs
- Increase resources
- Engage in valuable partnerships
- Ensure sustainable delivery in an increasingly challenging fundraising climate

Our communities in Northumberland County and Durham Region have seen continued increased growth, and the local Big Brothers Big Sisters agencies have seen a similar growth in demand for the programs we deliver. At the same time, the ability of our agencies, like many charities throughout Canada, to raise funds from donations, events and grants has become increasingly challenging and takes ever more resources and time. Mergers like the one recommended can provide significant economies of scale and cost reduction which enable the resources to be more efficiently applied to the programs and the children and youth they serve.

The merger plan is for the three agencies to come together and operate as one Big Brothers Big Sisters agency spanning the communities of Oshawa, Whitby, Ajax, Pickering and Northumberland County. A Board of Directors with representation from all of those communities will govern the agency, and the staff from those former agencies will continue their work in the merged agency.

Committed to undertaking due diligence, representatives from the Boards of Directors and senior staff from the three agencies have worked as a close team over the past 12 months to review the wide variety of integration options and to discuss and arrive at a common set of recommendations regarding this alliance. They have used the advice of legal and accounting specialists, Big Brothers Big Sisters Canada and the experience of other agencies who have gone through similar processes including the United Way and other Big Brothers Big Sisters agencies.

The Boards of all three agencies have approved a Memorandum of Understanding that outlines the objectives and commitments related to the merger. This includes identifying the following:

- Big Brothers Big Sisters will maintain a community presence and office space in each region (Northumberland & Durham)
- All communities will continue to receive services
- Funds raised locally will be used to support local programs and services
- There is an emphasis on improving effectiveness and quality in service delivery and efficiencies in fundraising and administration
- We are committed to ensuring that all current permanent employees will continue to be employed

Throughout the long process, the key driver was always the dedication to meeting the mentorship needs of the children and youth of our communities. The recommendation to merge these agencies best meets that objective.

Resolution

The purpose of this meeting is to consider and vote upon the following special resolution, passed by the Board of Directors on February 3, 2016, for recommendation to the Members of the NORTHUMBERLAND BIG SISTERS BIG BROTHERS (“the Corporation”):

BE IT RESOLVED THAT:

1. The amalgamation of the Corporation BIG BROTHERS BIG SISTERS OF AJAX-PICKERING and BIG BROTHERS BIG SISTERS OF OSHAWA-WHITBY, is approved in accordance with the terms of a Memorandum of Understanding, approved by the Board of Directors on February 3, 2016, among the Corporation, BIG BROTHERS BIG SISTERS OF AJAX-PICKERING, and BIG BROTHERS BIG SISTERS OF OSHAWA-WHITBY (the “Amalgamation”); and
2. The said Memorandum of Understanding, is approved substantially in the form provided to the members, together with such changes as may be required by the Office of the Public Guardian and Trustee (Ontario), the Canada Revenue Agency, and/or the Minister of Government Services; and
3. The Corporation is authorized to enter into and adopt such other documents as are necessary to effect the Amalgamation, including documents relating to the dissolution of the Corporation; and
4. The Officers of the Corporation are authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the Amalgamation.