

PITTSBURGH COMMUNITY BENEFIT FUND

Minutes from the Board of Director's Meeting FEBRUARY 20, 2012

Present:

Jean Cooper, Chair	Darlene Greenlees, Secretary
Amanda Milliken, Vice Chair	Richard Moller, Treasurer
Dave Campbell	Jeff McEwen
Gary Shultz	George Sutherland
John Wilson	Brian Reitzel, Councillor
Dawn Ellis-Thornton (recorder)	

Regrets: Jeff Scott, Councillor

Also in attendance:

Holy Name of Jesus Church:
Father Wes Chochrek
Pat Stenson
John Uliana
Peter Finnegan

Ecole Sir John A Macdonald Public School (new school in Kingston East)
Steve Hedderson
Dan Faux
Rebecca Puddephatt

1. **Call to Order**

The regular meeting of the Pittsburgh Community Benefit Fund Board of Directors was called to order at 7:00 pm on Monday, February 20, 2012 at the Pittsburgh Township Library, by Vice-Chair Amanda Milliken. Chair Jean Cooper arrived at 7:31 pm.

2. **Proof of Notice**

Notice was provided to Directors per the Bylaws.

3. **Pecuniary Interests/Conflict of Interest**

None reported

4. **Approval of Agenda**

Moved (Gary Shultz)/Seconded (Richard Moller)/CARRIED

That the agenda be approved as distributed.

Resolution 2012/06

5. **Presentations For Funding Requests:**

Two groups attended the Board meeting to make presentations for 2012 funding requests:

John Uliana, Chair of Finance Committee presented on behalf of Holy Name of Jesus Church, elaborating on their \$35K funding request. Gary Shultz advised that the Project Committee is recommending a grant of \$25K, paid over two years, to be voted on later in the meeting by the Board.

Principal Steve Hedderson presented on behalf of Sir John Macdonald School, the new Elementary School in Kingston East. Mr. Hedderson provided background on the planning process for new school, and advised that outdoor equipment is not included in the school funding but is dependent on school and parent fundraising. Presenters confirmed that the sun shelter situated at JE Horton School that was previously funded by the PCBF will be moved to the new school. Other playground equipment from the existing schools does not meet safety standards. Gary Shultz advised that the Project Committee is recommending a grant of \$252,008, phased in over three years, based on several conditions to be accepted by the Limestone School Board. This will be voted on later in the meeting.

Presenters were advised that confirmations will be forthcoming on February 21 after the Board has opportunity to discuss and vote.

Chair Jean Cooper arrived at 7:31 pm; the Chair was turned over to Ms. Cooper at that time.

6. **Projects**

Gary Shultz summarized the recommendations of the Project Committee, which were voted on by the Board. The annual projects, Joyceville Women's Institute [\$3,069], Pittsburgh Women's Institute [\$3,069], Barriefield Rock Gardens [\$6,138], Sheep Dog Trials \$10,230], year 3 of the five year commitment to the Soccer Fields [\$73,400], and St Lawrence College matching scholarships [\$50,000].

Moved (Gary Shultz)/Seconded (George Sutherland)/CARRIED

That the annual projects plus the \$50,000 scholarship endowment, with a total value of \$145,906 be approved.

Resolution 2012/07

Moved (Gary Shultz)/Seconded (Richard Moller)/CARRIED

That the commitment made last year to fund a second \$6,000 to the Energy Restoration of St. John's Presbyterian Church be confirmed. Jean Cooper declared a conflict.

Resolution 2012/08

Moved (Gary Shultz)/Seconded (Amanda Milliken)/CARRIED

That the Board approve a grant of \$25,000 to Holy Name of Jesus Church, payable in equal installments over two years, provided they continue to fundraise.

Resolution 2012/09

Moved (Gary Shultz)/Seconded (Richard Moller)/CARRIED

That the Board does not approve the funding request for \$45,000 for a generator made by Fairfield Manor East as they are a private, for profit organization.

Resolution 2012/10

Moved (Amanda Milliken)/Seconded (Gary Shultz)/CARRIED

That the Board grant \$1,500 to the Joyceville Public School Memorial Garden. Jeff McEwen declared a conflict.

Resolution 2012/11

Moved (Gary Shultz)/Seconded (Amanda Milliken)/CARRIED

That the Board does not approve the funding request made by LaSalle Secondary School for \$4,700 to fund the café as the Board has previously funded several projects for the school.

Resolution 2012/12

Moved (Gary Shultz)/Seconded (George Sutherland)/CARRIED

That the Board grant \$2,790 to the Pittsburgh Community Garden project. Dave Campbell declared a conflict.

Resolution 2012/13

It was noted that Pittsburgh Gardens donate food to the food bank, and are looking to expand the gardens.

Moved (Gary Shultz)/Seconded (Richard Moller)/CARRIED

That the funding for the playground development at Ecole Sir John A Macdonald Public School be subject to approval of a joint land agreement between the Limestone District School Board and the residents of Kingston East, and is further subject to the Limestone District School Board approving the three-year payment schedule and accepting the 2012 and 2014 payments without interest from the PCBF; that the playground be made available to the general community for use during non-school hours; and that there be an open public tender for the purchase and installation of the playground development.

Resolution 2012/14

Gary Shultz to follow-up with the school regarding the conditions.

New funding approvals for 2012 total \$147,240.

Richard Moller provided an update to the bursary funding to St. Lawrence College that was approved by the membership at the 2011 Annual General Meeting. The College has advised that the Province may cut back on the amount they will give to the College; the Board's commitment is to provide matching funds. More to follow.

Darlene Greenlees requested a financial report from the Army Navy Air Force Club as it hasn't been provided yet. Gary Shultz to follow-up.

Brian Reitzel commended Gary Shultz and the Project Committee for their efforts.

6. **AGM Motion by Joyce MacLeod-Kane**

This item has been removed from the agenda as Ms. MacLeod-Kane was not in attendance.

7. **Board Insurance Coverage**

Richard Moller met with the insurance agent from Upper Canada Insurances to get clarification on the Board's insurance policy, specifically, comprehensive crime and counselors/board members accident insurance. It was recommended that the City solicitor be contacted to confirm in writing that the general liability is covered by the City as owners of the building where the Board meetings are held. As the comprehensive crime clause covers employee embezzlement, not Director or contracts, it was questioned why coverage is required. Richard Moller will follow up with the City.

Total invoice for general liability is \$7,387, less 10% discount offered by Upper Canada Insurances. Due to the dollar value, Richard Moller will request they obtain and provide a total of three quotes through different brokers, as well as contact independent brokers for quotes.

5. **Approval of Minutes - Monday, January 16, 2012**

Item 9, 2012 Annual General Meeting. The date of the Annual General Meeting was changed to Wednesday, April 18, 2012 as LaSalle Secondary is not available on Monday, April 15.

Item 7.3 – remove duplication

Moved (Amanda Milliken)/Seconded (Brian Reitzel)/CARRIED

That the minutes be adopted as amended.

Resolution 2012/15

6. **Business Arising From Minutes**

- Refreshments for AGM. Quotes were obtained from the Hospitality and Tourism Course at LaSalle Secondary for refreshments.

Moved (Gary Shultz)/Seconded (Darlene Greenlees)/CARRIED

That Dawn Ellis-Thornton contact LaSalle Secondary to confirm the coffee/ tea/ punch/ sweets option.

Resolution 2012/16

8. **Reports**

8.1 **Chair – Jean Cooper**

Ms. Cooper reported on correspondence received from the City regarding the Grass Creek Park Committee. Although the Board was originally told they could have four representatives on the Committee, in fairness to the ratio relative to total number of representatives, the number has been decreased to two. Jean Cooper and Amanda Milliken will represent the Board on the Committee and others can participate and provide input in the Open Forum. Brian Reitzel will also sit on the Committee as the district councilor. No date has been set for the first meeting, but will probably be scheduled for late April.

8.2 **Secretary – Darlene Greenlees**

Letters of appreciation was received from the Army Navy Air Force Club and Joyceville Women's Institute.

8.3 **Treasurer – Richard Moller**

The Treasurer reported having made the following standing payments:

- \$576.96 to Dawn Ellis-Thornton for administration services

8.4 **Investment Committee – George Sutherland**

- The next meeting of the Investment Committee is tentatively scheduled for April 10th. Date to be confirmed.

8.5 **Projects Chair – Gary Shultz**

- Previously reported.

8.6 **Scholarship Chair**

Dawn Ellis-Thornton was requested to send an email with a copy of the application package to the school's guidance councilors. Deadline for applications is April 6th.

8.7 **Parks Committee – Jean Cooper**

- Previously reported.

8.8 **Process and Procedures Committee**

- Nothing to report.

9. **Review of By-laws**

Draft by-laws were presented at the January meeting, and Directors were requested to provide feedback or comments. The Board held an open discussion on the proposed revisions. Once draft is finalized and approved, it will be presented to Legal Counsel for advice.

Revisions were reviewed in sequence, numbering is based on draft revised copy previously distributed.

1. Item 5: reference to first meeting of the members after issue of Letters Patent is redundant. Approval to remove given.
2. Item 7: Richard Moller to confirm with lawyer if ex-officio members may or may not be voting members.
3. Item 7/8: refers to the constitution of the first Board. Approval to remove given.
4. Item 8: refers to electoral boundaries, and allows for flexibility if district boundaries change. Approval to amend given.
5. Item 9: clarifies three year terms for Board members. Approved.
6. Item 10: Removal of backgrounder on terms for Board members. District councilors are on the Board for duration of their term, by virtue of their position. Approved.
7. Item 11: removal of word "additional" to be consistent with Item 9. Approved.
8. Item 12: limiting Directors to two term limit. After considerable discussion, it was agreed that the Notice of Motion presented by Joyce MacLeod-Kane at the 2011 Annual General Meeting should carry on with the process that the member started.

Move (George Sutherland)/Seconded (John Wilson) CARRIED

That the section referring to term limits be removed from the draft by-laws, and left as a separate motion for the AGM.

9. Item 16: refers to historic information and processes. Approval to remove given.
10. First Item 18 – refers to Nomination Committees. The Board discussed the process currently in place.

Moved (George Sutherland)/Seconded (Brian Reitzel)/CARRIED

That the Nomination Committee be kept, but the reference to the first president in the middle sentence be removed.

Resolution 2012/17

11. Second Item 18: refers to the establishment of standing committees. After discussion it was agreement to remove the wording "and up to two other members appointed by the Board of Directors" from the first sentence.
12. Item 19: refers to Finance Committee. Approval given to delete the second sentence referring to the appointment of additional members.
13. Item 20: refers to the Investment Sub-Committee. In the discussion that followed, the roles of the Treasurer, Finance Committee and Investment Committee were discussed.

Moved (Richard Moller)/Seconded (Amanda Milliken)/LOST

That paragraph 20 be accepted as written.

Resolution 2012/18

Recorded vote requested.

For
Darlene Greenlees
Richard Moller
Jean Cooper

Against
Dave Campbell
John Wilson
George Sutherland

Abstained
Jeff McEwen

Amanda Milliken

Brian Reitzel

14. Item 27A: to incorporate the existing spending authority for the President for single non-recurring expenditure not to exceed \$500. Approved
15. Item 28A: to incorporate the existing spending authority for the Treasurer for recurring expenses on behalf of the Corporation up to 1% of the Board's maximum spending authority, or \$5,000, and report back to the Board at the following meeting. Approved.
16. Item 32: Special General Meetings. Amended to increase minimum number of members for quorum from five (5) members to twenty-five (25) members to be consistent with other organizations. Approved.
17. Item 36: Proxies. The revised by-laws included the sentence "The Board shall in no way limit the number of proxies by members." John Wilson stated that the lawyer advised that the attempt to limit proxies in 2011 was its one chance and if it failed, it couldn't be challenged again. Members voted against that motion at the 2011 AGM. Richard Moller will ask the lawyer for confirmation and will delete the sentence if it is deemed unnecessary. It was confirmed that all proxies are verified by the Administrative Assistant prior to each year's AGM.
18. Approval given to remove all references to amendment dates.

10. Preparations for the Annual General Meeting

- LaSalle has been booked and quotes for refreshments have been received.
- The printer has advised that they need to receive the final draft of the Annual Report by Friday, March 9th.
- Draft proxy form was distributed at the meeting for review and approval. Deadline was changed to Monday, April 16th per the by-laws.

Moved (Amanda Milliken)/Seconded (Richard Moller)/CARRIED

That the proxy form be accepted as amended. Dawn Ellis-Thornton to post on the PCBF website.

Resolution 2012/19

11. Nominating Committee

Draft nomination form was distributed and approved at the meeting. The deadline for nominations is April 8th – all nominations received prior to March 8th will be included in the Annual Report. All names will be posted on the website after the April deadline.

The Nomination Committee was struck at the meeting – members include John Wilson (Committee Chair), Brian Reitzel, George Sutherland, Amanda Milliken and Darlene Greenlees. The Committee will meet at 6:45 pm March 5th.

12. New business

There was no new business to discuss.

13. **Next Meeting** is scheduled for Monday, March 5, 2012 at 7:00 pm in order to meet the printer's deadline to receive the Annual Report pdf document.

14. **Closing the Meeting**

Moved (Dave Campbell)/Seconded (Richard Moller)/CARRIED

That the meeting be closed at 9:41 pm.

Resolution 2012/20

Darlene Greenlees – Secretary

Jean Cooper – Chair