

PITTSBURGH COMMUNITY BENEFIT FUND

**Minutes from the Board of Director's Meeting
FEBRUARY 21, 2011**

Present:

| | |
|--------------------------------|---------------------------|
| John Wilson | George Sutherland |
| Savas Kekkas | Richard Moller |
| Peter Dunnett | Dave Campbell |
| Jean Cooper | Brian Reitzel, Councillor |
| Dawn Ellis-Thornton (recorder) | |

Regrets:

| | |
|-------------|------------------------|
| Gary Shultz | Jeff Scott, Councillor |
| Dan Hrechka | |

1. Call to Order

The regular meeting of the Pittsburgh Community Benefit Fund Board of Directors was called to order at 7:02 pm on Monday, February 21, 2011 at the Pittsburgh Township Library, by Chair John Wilson.

The Chair welcomed the representatives from the various organizations making presentations for grant funding to the meeting.

2. Proof of Notice

Provided

3. Pecuniary Interests/Conflict of Interest

Dave Campbell declared a relationship with two of the presenting organizations: he is a member of the Army Navy Air Force Veterans and his sister is making a presentation on behalf of the Pittsburgh Community Gardens.

4. Presentations for Funding Requests

Five groups attended the Board meeting to make presentations for 2011 funding requests: Army, Navy, Air Force Veterans (President Jack O'Brien and 2nd Vice-President Jim Pine); St. John's Presbyterian Church (Steven Silver, Bruce Higgs, Ms. Van Horne); Pittsburgh Community Garden Project (Melanie Kerr); Holy Name of Jesus Church (Father John Gillis); and Joyceville Public School (Principal Scott Morency). Presenters fielded questions from the Board.

5. Approval of Agenda

Resolution 2011/10

Moved by: George Sutherland

Seconded by: Peter Dunnett

That the agenda be approved as distributed.

CARRIED

6. **Approval of Minutes - Monday, January 17, 2011**

Moved by: Dave Campbell

Resolution 2011/11

Seconded by: Brian Reitzel

That the minutes be adopted as amended

CARRIED

7. **Business Arising From Minutes**

There was no business arising from the minutes.

8. **Reports**

8.1 **Chair**

- Chair John Wilson reported that a letter was received from the Pittsburgh Women's Institute advising that they weren't able to spend their grant last year and are requesting to spend in May, 2011. This issue will be addressed under the "Projects" agenda item.
- Peter Dunnett and John Wilson met with City representatives Neal Unsworth, Manager, Parks Development and Kristine Hebert, Parks and Open Space Planning Co-ordinator, to start discussions regarding the motion to investigate improvements to Grass Creek Park, passed at the 2010 Annual General Meeting.
- The Process Committee met with Eric Bennett, Legal Council. Discussions will be reported under the "Process Committee" agenda item.

8.2 **Secretary**

- George Sutherland reported on correspondence received:
 - a. invoice received from the City of Kingston for the first installment for the soccer fields project. A motion to approve the \$73,400 payment will be required during the Treasurer's report.
 - b. letters from Thomson, Jemmett and Vogelzang (TJV) and Upper Canada Commercial Insurance Group (UCCIG) advising that TJV sold their commercial lines broker business to UCCIG. Insurance coverage will still be provided by the same agents at the same location.
 - c. A letter received from Jean McLean, President of the Pittsburgh Women's Institute, which will be addressed under the "Projects" agenda item.
 - d. Letter received from St. Lawrence College, (SLC) thanking Savas Kekkas for attending the November 10th Student Recognition Night. The SLC request for further investment to the student award program will be addressed under the "Scholarship" agenda item.

8.3 **Treasurer**

Moved by: Richard Moller

Resolution 2011/12

Seconded by: Savas Kekkas

That the following invoice be paid:

- | | | |
|----|--|----------|
| 1) | Dawn Ellis-Thornton, administrative services | \$427.50 |
| 2) | City of Kingston – first installment for soccer fields | \$73,400 |

CARRIED

Moved by: Richard Moller

Resolution 2011/13

Seconded by: Jean Cooper

That \$100,000 be transferred to the TD bank account.

CARRIED

Richard Moller advised that KPMG is currently working on the audit, and has received all pertinent documents. KPMG has requested a new reporting process whereby they would present the audit reports to the PCBF Directors for adoption at a Board meeting prior to the Annual General Meeting. Richard Moller is to contact KPMG regarding attendance at the March meeting and advise John Wilson of the outcome.

8.4 **Investment and Finance Committee**

George Sutherland reported on the Investment/Finance Committee meeting that was held in January. The Committee reviewed the financial position and approved two investments of \$25,000 each. The January financial reports were received and all of the investments are up, except for one. The portfolio range has now reached the minimum exposure of 40% as established in the Investment Policy Statement. The next Investment/Finance Committee meeting is scheduled for April 5, 2011.

8.5 **Projects Chair**

The Board sought legal advice regarding funding levels for the four groups who had funding approved at the 2010 Annual General Meeting. Eric Bennett, Board Legal Councilor, did confirm that, while these groups have been pre-approved for ten years, the Board still has the responsibility for the funds and the groups still need to be accountable for their grants. Future support may be refused if they fail to demonstrate accountability in accordance with funding guidelines.

Dave Campbell advised that the Projects Committee met on January 30 to review the project submissions, and reported on their recommendations. The Board discussed each of the submissions, but deferred final decisions until the March meeting when the financial statements will be available

- a. **Joyceville Women's Institute**: it was discussed to fund to level approved at the 2010 Annual General Meeting.
- b. **Joyceville Public School**: it was discussed to approve a partial grant on the condition that the school also request fundraising dollars from the Parent Council.

- c. **Children's Living Heritage Program**: it was discussed to decline this project request.
- d. **Barriefield Rock Garden**: it was recommended that the Board send a letter asking them to resubmit their budget based on renting equipment rather than purchasing. The Board discussed the original intent of the project, which was to maintain the plants and rock garden, and to create a summer job for a student.

Moved by: George Sutherland

Resolution 2011/14

Seconded by: John Wilson

That the Board send a letter to the Rock Garden requesting they resubmit their proposal with a revised budget, and request a revenue and expenditure statement for the 2010 funding.

CARRIED

- e. **Sheep Dog Trials**: it was recommended that correspondence be sent to the City of Kingston, Attention Neal Unsworth. Dawn Ellis-Thornton read the letter that was sent to the City of Kingston for the Sheep Dog Trials requesting 2010 income and expenditure statements from their respective 2010 function/event. A similar letter was sent to the Pittsburgh Women's Institute.
- f. **Pittsburgh Community Garden Project**: it was discussed to match the funding provided by the City of Kingston for the first year, and request that the applicant submit another funding request next year as the project grows. George Sutherland offered to donate trees to help defray the cost of the raised garden beds.
- g. **St. John's Presbyterian Church Energy Restoration**: The Board discussed the merits of the project and heritage considerations that impacted on the church's ability to access energy grants and funding, and considered approving a partial grant based on available funds.
- h. **Army, Navy, Air Force Veterans**: it was discussed to match funds already raised by the ANAF towards the purchase of the stove.

It was also suggested that the Board develop a disbursement policy to advise organizations of the fundraising requirements in advance.

- i. **Holy Name of Jesus Church**: The Board considered approving a partial grant based on available funds.
- j. **Pittsburgh Women's Institute**: The PWI advised that as they were unable to host a Seniors' Christmas dinner, they are now organizing a dinner in May. They also communicated their wish to host a Christmas dinner in 2011.

The Board discussed this issue at length and agreed that the PCBF will only fund one function each year. Since the PWI did not use the 2010 grant for the intended purpose, it should have been returned. However, as funding for a 2011 event is available, the Board will, this time only, allow them to retain the cheque

issued in November, 2010 rather than collecting it and issuing a new cheque for the 2011 function. Future occurrences may impact on their ability to receive funding in the future.

Moved by: Peter Dunnett
Seconded by: Brian Reitzel

Resolution 2011/15

That the Board forward a letter to the Pittsburgh Women's Institute clarifying the Board's position as discussed, and request the PWI clarify which event these funds are to be applied against.

CARRIED

8.6 **Scholarship Chair**

Peter Dunnett advised that the scholarship application package has been posted on the PCBF website, with a deadline of April 8, 2011. In order to maximize the impact of the scholarships, the request for additional funding from St. Lawrence College has merit and will be discussed at the next Board meeting. The Board also stipulated that any additional funding be matched by the Province per the original legacy gift that was established in 2005. Peter Dunnett will contact SLC to determine whether the funding augmentation could be ongoing or whether this was a one-time request.

8.7 **Parks Committee**

John Wilson and Peter Dunnett met with City representatives, Neal Unsworth and Kristine Hebert. The City wishes to gain input from the whole of Kingston and devise an overall plan to include the most recently acquired land next to the original Grass Creek Park. It was considered inappropriate to go ahead before an overall plan was in place. Neal Unsworth, Manager for Parks Development, agreed to make a short presentation at the Annual General Meeting to make members aware of City input. There will be no motion possible at the AGM because City Council approval and budget must be in place before an agreement can be reached, the same process as for the Soccer Field.

A committee was set up and negotiations are underway as directed at the 2010 AGM. However, negotiations are incomplete at this time.

8.8 **Process and Procedures Committee**

Chair Wilson reported that the Committee has reviewed the proxies and Section 31 of the PCBF Bylaws which allow Directors to prescribe the form of proxy. Section 84 of the Corporations Act of Ontario also refers to the form of proxy.

In response to concerns raised by members, the Committee made the following recommendations to the Board regarding changes to the form of proxy. The first is to allow members to instruct whether their vote should be for, against or withheld for each motion. Boxes will be included to convey instructions on whether or not to vote on amendments or other items that arise at the meeting. Further, the Board should consider imposing a limit on the number of proxies to

encourage attendance at AGM. Legal Council advised that the number may be limited as long as it's not unreasonable. The overall changes would provide more control for each member over how they are represented.

The Board also discussed the method to submit proxies.

Moved by: George Sutherland **Resolution 2011/16**
Seconded by: Peter Dunnett
That the Board adopt the format for the proxy forms for the 2011 AGM as proposed by the Process and Procedures Committee.
CARRIED UNANIMOUSLY

Moved by: George Sutherland
Seconded by: Peter Dunnett
That the Board propose a limit of fifteen (15) proxies for any one proxy holder.

Amendment Moved by: Richard Moller **Resolution 2011/17**
Seconded by: Jean Cooper
That the limit be amended to twenty (20)
AMENDMENT WAS CARRIED

A recorded vote on the amendment was requested.

Motion as Amended was Recorded:
George Sutherland – yes
Richard Moller – yes
Jean Cooper – yes
Savas Kekkas – yes
Peter Dunnett – yes
Dave Campbell – yes
Brian Reitzel – yes
John Wilson - yes

MOTION AS AMENDED WAS CARRIED UNANIMOUSLY
Resolution 2011/18

Moved by: Peter Dunnett **Resolution 2011/19**
Seconded by: Savas Kekkas
That proxies must be received at the PCBF post office box address, PO Box 5, Joyceville, Ontario, K0H 1Y0 no less than 48 hours before AGM in accordance with the law and that proxies must be mailed in to arrive no less than 48 hours before the Annual General Meeting.

Amendment Moved by: Richard Moller
Seconded by: Brian Reitzel
That members be permitted to drop proxies off at a designated location any time up the deadline in addition to mailing them in.

After discussion, it was agreed that a clear warning be included on the proxy form advising members to allow for postal delay, as per legal advice. The

newsletter is provided twenty-one days in advance, allowing sufficient lead time to mail completed proxies.

A recorded vote on the amendment was requested.

AMENDED MOTION LOST

Recorded vote on amendment:

Richard Moller – yes

Jean Cooper – yes

Savas Kekkas – no

Peter Dunnett – no

Dave Campbell – no

Brian Reitzel – no

John Wilson - no

George Sutherland - no

ORIGINAL MOTION WAS CARRIED UNANIMOUSLY

9. **NEW BUSINESS – PREPARATIONS FOR ANNUAL GENERAL MEETING**

The date for the AGM was discussed, with due consideration given for receipt and processing of proxies.

Moved by: George Sutherland

Resolution 2011/20

Seconded by: Brian Reitzel

That the date of the Annual General Meeting be moved to Monday, April 18, 2011 at 7:00 p.m.

CARRIED

The deadline for receipt of proxies will be Thursday, April 14, 2011 as specified by the by-laws, and the deadline for receipt of nominations will be April 8, 2011.

Moved by: George Sutherland

Resolution 2011/21

Seconded by: Brian Reitzel

That the Board accept nominations up to April 8, 2011, to be received at P.O. Box 5, Joyceville, Ontario, K0H 1Y0.

CARRIED

Moved by: Richard Moller

Resolution 2011/22

Seconded by: Savas Kekkas

That Brian Reitzel, George Sutherland and Dave Campbell be appointed to the Nominating Committee.

CARRIED

The Nominating Committee will be Chaired by Past President John Uliana, and will meet the second week of March. Four vacancies need to be filled to replace Peter Dunnett, Jean Cooper and Savas Kekkas, and Dan Hrechka who resigned from the Board. The nomination form will be finalized and posted on the PCBF website.

In order to meet publishing and by-law deadlines, the newsletter needs to be finalized and forwarded to the printer by March 19, 2011.

10. **NEW BUSINESS – MOTION TO REMOVE AN ELECTED DIRECTOR**

Moved by: Richard Moller

Resolution 2011/23

Seconded by: Brian Reitzel

Whereas Dan Hrechka has without cause failed to attend three consecutive meetings of the Board of Directors,

And Whereas Dan Hrechka was absent without cause from over fifty percent of the meetings of the Board of Directors held during the year 2010,

Be it resolved that pursuant to paragraph 10(g) of the Pittsburgh Community Benefit Fund By-laws, the Board of Directors shall vote on a motion to remove Dan Hrechka from the Board of Directors at their next meeting.

Be it further resolved that should the motion to remove Dan Hrechka be passed, the Board of Directors shall declare the position open for election at the next Annual General Meeting.

Be it further resolved that the Secretary shall cause the notices required by paragraph 10(g) of the By-laws to be issued.

CARRIED

Dawn Ellis-Thornton to contact Dan Hrechka to advise him of this motion.

11. **Next Meeting** is scheduled for Monday, March 14, 2011 at 7:00 pm.

12. **Adjournment**

Resolution 2011/24

Moved by: Jean Cooper

Seconded by: Richard Moller

That we adjourn at 10:10 pm

George Sutherland – Secretary

John Wilson – Chair