

**PITTSBURGH COMMUNITY BENEFIT FUND**

**Minutes from the Board of Director's Meeting  
March 14, 2011**

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

Also in attendance:    John Uliana, Chair, Nominating Committee

**Regrets:**        Jeff Scott, Councillor

**1.      Call to Order**

The regular meeting of the Pittsburgh Community Benefit Fund Board of Directors was called to order at 7:05 pm on Monday, January 17, 2011 at the Pittsburgh Township Library, by Chair John Wilson.

**2.      Proof of Notice**

Provided

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

None reported.

**4.      Approval of Agenda**

**Resolution 2011/25**

**Moved by:**              George Sutherland  
**Seconded by:**        Savas Kekkas  
**That** the agenda be approved as amended.

**CARRIED**

**5.      Report from Nominating Committee – John Uliana**

The Nominating Committee fulfilled its mandate to ensure sufficient nominees are received to fill the four (4) rotating vacancies on the Board. Seven (7) names have been brought forward: Ryan Boehme, Jean Cooper, Dr. Peter Dunnett, Hazel Lloyd, Amanda Milliken, Savas Kekkas and Colin Youngman. The Nominating Committee unanimously recommends that these names be put forward to the membership for consideration and vote.

**Moved by:**              George Sutherland                              **Resolution 2010/26**  
**Seconded by:**        Brian Reitzel  
**That** the Board accept the Nominating Committee report and accept the seven names as submitted.

**CARRIED**

6. **Presentation**

Frontenac County Schools Museum – Board member Linda Silver and Vice-President Jim Reynolds made a presentation to the Board and responded to questions from the Directors.

7. **Approval of Minutes - Monday, February 21, 2011**

**Moved by:** Jean Cooper **Resolution 2011/27**  
**Seconded by:** Gary Shultz  
**That** the minutes be adopted as amended.

**CARRIED**

8. **Business Arising From Minutes**

Item 8.5 (d, j) Correspondence will be addressed in the Projects report.  
Item 10 Letter of resignation was received from Dan Hrechka, and it was recommended that the February 21, 2011 motion be withdrawn.

**Moved by:** George Sutherland **Resolution 2011/28**  
**Seconded by:** Dave Campbell  
**That** the Board accept the letter of resignation from Dan Hrechka.

**CARRIED**

9. **Reports**

9.1 **Chair**

Chair Wilson reported that the Heather Grant from the Barriefield Rock Garden has responded to his letter requesting they resubmit their funding proposal for 2011, per Resolution 2011/14, passed at the February 21, 2011 Board meeting. This letter will be addressed in the Projects report.

9.2 **Secretary**

George Sutherland reported on correspondence received and sent:

- Second invoice from the City of Kingston for the soccer field payment. Richard Moller advised that the funds have been transferred into the TD account and the cheque is available for second signature tonight.
- one scholarship has been received to date.
- The funding follow-up letter sent to the Pittsburgh Women's Institute was read to the Board.

9.3 **Treasurer**

**Moved by:** Richard Moller **Resolution 2011/29**  
**Seconded by:** Brian Reitzel  
**That** the following invoice be paid:

- 1) Dawn Ellis-Thornton, administrative services \$412.50

**CARRIED**

Richard Moller reported that he met with KPMG earlier in the day and tabled the draft 2010 audited financial reports. Mr. Moller reviewed the key information on the statements, and advised that there will be approximately \$110,000 available for projects this year, including recapitalization. It was noted that the dollar value of the committed projects for 2011 is in excess of \$110,000.

The Treasurer will email the draft reports to the Board for review and requested comments by March 21, 2011. The Chair and Treasurer will then sign the financial position sheet if there are no concerns raised. The Board discussed the process to approve the draft reports and the role of members in appointing the auditor at the Annual General Meeting

The Board discussed the acquisition of financial software that would benefit future audits. Chair Wilson will contact the former Treasurer to request the return of the Quickbooks software, and Richard Moller will contact Wood Gundy to enquire whether there is a software package that will interface with their records.

**Moved by:** Brian Reitzel **Resolution 2011/30**  
**Seconded by:** Dave Campbell

**That** the Board accept the audited reports from KPMG to present to the membership at the Annual General Meeting, pending any objections received in the next week.

**CARRIED**

#### 9.4 **Investment**

George Sutherland advised that the Investment Committee has not met in the last month, but he has had several discussions with the financial advisor. The bottom line is the markets are below what they were at beginning of January, which reinforces the importance of the Rainy Day Fund. The next Investment Committee meeting will be held on Tuesday, April 5, 2011. Dawn Ellis-Thornton will send an email reminder to committee members.

#### 9.5 **Projects Chair**

Gary Shultz expressed his appreciation to Dave Campbell for presenting the Projects Report at the February meeting. The Board discussed each of the project submissions at length, and passed the following motions based on their recommendations.

**Moved by:** Gary Shultz **Resolution 2011/31**  
**Seconded by:** Jean Cooper

**That** the Board approved the following grants:

Pittsburgh Community Garden in the amount of \$750; and  
Army Navy Air Force Veterans in the amount of \$7,000 for the stove

**CARRIED**

**Moved by:** Gary Shultz **Resolution 2011/32**

**Seconded by:** Savas Kekkas

**That** the Frontenac County Schools Museum, and the additional funding requests for both the Barriefield Rock Garden and Joyceville Women's Institute be declined.

**CARRIED**

Councillor Brian Reitzel will look into possible funding support from the City for the Schools Museum.

**Moved by:** Gary Shultz **Resolution 2011/33**

**Seconded by:** Richard Moller

**That** the Board send a letter to both St. John's Presbyterian and Holy Name of Mary Churches advising that the Board will consider a project application in 2012 based on matching fundraising efforts at their respective churches.

**CARRIED**

The Board deferred the decision for Joyceville Public School until Gary Shultz has an opportunity to contact the Principal and request that they access matching funding from their parent council.

Cover letters and contracts will be mailed for each of the approved applications, including those approved by motion at the 2010 Annual General Meeting. Letters of regret will be mailed to those projects that were declined. The revised funding contract was reviewed at the meeting.

#### 9.6 **Scholarship Chair**

Dr. Peter Dunnett reported on his conversation with St. Lawrence College regarding their request that the Board consider increasing the amount of the endowment to the College. The benefits of the additional endowment were discussed and the Board agreed that the request has merit. It was agreed to put a motion forward to the members at the Annual General Meeting, which would ensure the monies would be expended from the principle, not from the annualized operating budget.

**Moved by:** George Sutherland **Resolution 2011/34**

**Seconded by:** Jean Cooper

**That** the membership at the Annual General Meeting support an endowment at St Lawrence College for \$50,000 on the condition that the College secure matching funds from the Province.

**CARRIED UNANIMOUSLY**

#### 9.7 **Parks Committee**

Chair Wilson reported that the City has advertised for volunteers to participate on a working group related to Grass Creek Park that will include up to four members of the PCBF. Brian Reitzel advised that this visioning exercise is part of a multi-year plan that will tie into other City parks.

## 9.8 Process and Procedures Committee

- A copy of the new revised proxy form was distributed for information and comment. The final copy will be presented to the lawyer before it is distributed with the newsletter.
- Motions for the 2011 Annual General Meeting and the Board's position on each were discussed and approved:

### Motion 2011-1

#### Whereas:

Henry Martyn Robert (1837-1923) US Army major first published his 50 page "Robert's Rules of Order" in 1876. The Rules were written for the U.S. House of Representatives. Robert's Rules now contain 643 pages of text, plus tables and index, is written in archaic language and the material is not organized nor indexed for simple search. A pocket version is NOT itself the rulebook. The 2004 versions states " For one who will brave it, RONR is written to serve as a self-explanatory text that can be read through, with topics presented in an order that will best convey an overall understanding of the entire subject matter. You need not apologize, however, if you find that to be a bigger project than you would like to take on at this point"

#### And whereas:

Wainberg's Society Meetings (including Rules of Order) "applies to all incorporated and unincorporated organizations without share capital incorporated under CCA (Canada Corporation Act) or OCA (Ontario Corporation Act)" and "is intended to be a manual, to be referred to before or during the course of a meeting for quick, ready answers." It is well organized and highly cross-referenced and detailed with an index giving exact page numbers.

#### And whereas:

The PCBF Solicitor supports this choice:

**It is moved** that section 35 of our current by-laws be removed and replaced by "The FUND adopts and declares that Wainberg's Society Meetings including Rules of Order (latest edition) shall govern the affairs of the FUND and the conduct of all meetings, provided that any of the rules therein may be altered by an amending by-law passed in accordance with the letters patent or existing by-laws".

**It is further moved** to remove the sentence "For all matters of procedure, Robert's Rules of Order shall be followed" from Section 9.

**Moved by:** Gary Shultz  
**Seconded by:** John Wilson

**Resolution 2011/35**

**CARRIED**

**MOTION 2011 – 2**

**Whereas:**

The Pittsburgh Community Benefit Fund Bursary was established in 2005 with a gift of \$50,000 from the PCBF;

**And Whereas:**

St. Lawrence College obtained matching funds under a provincial initiative resulting in a defined endowment of \$100,000 which is now earning income each year to finance the “Pittsburgh Community Development Fund Bursary Award”;

**And Whereas:**

As this fund is endowed, the legacy of the PCBF gift will continue to be realized for generations to come:

**It is moved** that the membership at the Annual General Meeting support an endowment at St Lawrence College for an additional \$50,000 on the condition that the College secure matching funds from the Province.

**Moved by:** George Sutherland  
**Seconded by:** Jean Cooper

**Resolution 2011/36**

**CARRIED**

**MOTION 2011 - 3**

**Whereas:**

Section 31 of the PCBF By-laws allows Directors to prescribe the form of proxy;

**And Whereas:**

Section 84 of the Corporations Act of Ontario provides that the form of proxy may contain restrictions, limitations or instructions as to the manner in which the membership rights in respect of which the proxy is given are to be voted;

**And Whereas:**

There have been ongoing concerns from the membership over a number of years regarding the use of proxies at the Annual General Meeting;

**And Whereas:**

The PCBF By-laws and the Corporations Act of Ontario requires that all members have the right to vote by proxy;

**It is moved** that Section 31 of the PCBF By-laws be amended by adding the sentence “No individual may hold more than twenty (20) proxies.

**Moved by:** George Sutherland  
**Seconded by:** Gary Shultz

**Resolution 2011/37**

**CARRIED UNANIMOUSLY**

10. **Preparations for the Annual General Meeting**

**Moved by:** George Sutherland

**Resolution 2011/38**

**Seconded by:** Richard Moller

That the Board approve up to \$6,000 for the production, preparation and mailing costs associated with the annual newsletter.

**CARRIED**

**Moved by:** George Sutherland

**Resolution 2011/39**

**Seconded by:** Brian Reitzel

**That** the draft minutes from the 2010 Annual General Meeting and the draft 2010 Financial Statements be posted on the [www.pcbf.org](http://www.pcbf.org) website to coincide with the distribution of the newsletter.

**CARRIED**

11. **Next Meeting** is the Annual General Meeting, scheduled for Monday, April 18, 2011 at 7:00 pm.

12. **Adjournment**

**Resolution 2011/40**

**Moved by:** Brian Reitzel

**Seconded by:** Gary Shultz

**That** we adjourn at 9:05 pm

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George Sutherland – Secretary

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John Wilson – Chair