

pcbf

PITTSBURGH COMMUNITY BENEFIT FUND

Minutes from the Board of Director's Meeting

March 17, 2008

Present:

John Uliana	Jeff Szumlanski
Leonore Foster	John Wilson
John Scott	Bryon McConnell
Fred Ivimey	Anne Levac
Joyce MacLeod-Kane	Mae Rombough (recorder)

George Sutherland

Due to a City Council Budget Meeting, Councilors Leonore Foster and Joyce MacLeod-Kane were late arriving

Regrets,

1. Call to Order:

The regular meeting of the Pittsburgh Community Benefit Fund Board of Directors was called to order at 7:12 pm on Mar. 17, 2008 at the Pittsburgh Community Library by the Chair John Uliana

2. Delegations.

2.1 Community Track and Field Facility

Representatives Andre Labrie, and Wess Garrod

The intent of these representatives was to gain permission from the Board of Directors to present a proposal for \$1.5 million dollars at the AGM

They understand the limitation of the board but wondered if presenting the proposal to the Board first would be helpful for everyone involved. There was a general discussion between the Board and the Representatives regarding this request. A deadline for a motion has passed, The Community Track and Field Facility Working Committee should send a Delegation to the Annual General Meeting with a comprehensive business plan outlining the partnerships they have in place and what exactly they are requesting from the PCBF. If this is what they are interested in doing, they must let the Secretary know ASAP in order to be added to the Agenda. Members of the PCBF Board felt it unlikely the membership would vote in favour of spending this amount of money when the zoning has not been changed for the land in question. At this point the Chair thanked Mr. Garrod and Mr. Labrie for their time and information.

3. **Approval of agenda** **Resolution # 2008/22**
Moved by Anne Levac
Seconded by Bryon McConnell
That: The agenda be accepted as presented
Carried
4. **Pecuniary Interest and/or Conflict of Interest**
5. **Approval of Minutes** **Resolution # 2008/23**
Moved by: Bryon McConnell
Seconded by: Anne Levac
That the Minutes of the February 18, 2008 Board of Director's meeting be approved with changes
Carried
6. **Business Arising from Minutes**
7. **By-Law Consolidation Status**
8. **Reports**
- 8.1 **Chair**
- 8.1.1 **Market Square**
The cheque has been signed but no invoice has yet been received from The Market Square Foundation
The Chair is to send corrected name for the plaque to be placed at Market Square.
- 8.1.2 **City Committee Report**
Letter received from the City of Kingston re questionnaire on By-Law 2004-360 (Committee By-law). As the PCBF is an independent Corporation this questionnaire was not returned.
- 8.1.3 **CIBC Signatures** John Uliana (Chair) and Fred Ivimey (Treasurer) signed the necessary papers authorizing the transfer of investment funds from RBC to CIBC Wood Gundy
- 8.1.4 **President's Draft Message**
There was a discussion on the best method of having the proxy votes submitted. The Board decided to have the envelopes addressed to the Secretary in care of Mae Rombough (Administrative Assistant) 33 Ontario St. Apt. 507, Kingston ON K7L 5E5. The Admin.Assist. can then build

the data base as soon as the names arrive making the comparison with the official membership list more efficient

- 8.1.5 **Notice of Motion** Be Advised the undersigned members of the Pittsburgh Community Benefit Fund (the "Fund") will be bringing a motion forward to the Annual General Meeting (AGM) on April 23, 2008

Motion known as France Motion #1

Moved that the Pittsburgh Community Benefit Fund dispense \$223,429 for twenty (20) currently unfunded projects and grant requests (series 7 thru 26 of the project spreadsheet) received for consideration in the 2008 fiscal year that were beyond the Board mandate to only spend on realized interest after recapitalization.

(signed copies on file)

This motion does not include funding for Project/Grant requests series #28 (Track and Field), #29 (Soccer Fields), and #30 (Kingston YMCA pool).

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Resolution 2008/24

Moved by Fred Ivimey

Seconded by: Jeff Szumlanski

Re: Steve France first motion

Move that the Board not take a position on this motion

Yes - 3

No - 7

Motion Lost

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Resolution 2008/25

Moved by George Sutherland

Seconded by Joyce MacLeod-Kane

That the Board not support the France Motion #1

Yes – 7

No - 3

Carried

- 8.1.6 **Notice of Motion** Be Advised the undersigned members of the Pittsburgh Community Benefit Fund (the "Fund") will be bringing a motion forward to the Annual General Meeting (AGM) on April 23, 2008

Motion known as France Motion #2

Moved that the Pittsburgh Community Benefit Fund revise its investment strategy so as to seek a minimum return of 5% of capital annually and to disburse as benefactions an amount equal to at least 5% of capital annually, without adjustment for inflation.

(signed copies on file)

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Resolution 2008/26

Moved by George Sutherland
Seconded by Fred Ivimey
That the we not support the France Motion #2

Yes – 9
No - 1

Carried

- 8.17 **Notice of Motion** Be Advised the undersigned members of the Pittsburgh Community Benefit Fund (the “Fund”) will be bringing a motion forward to the Annual General Meeting (AGM) on April 23, 2008

Motion known as Drynan Motion

Motion to amend the Pittsburgh Community Benefit Fund By-laws by adding a sub-clause to section 19 as follows: “Any funding of projects by the Fund outside the geographic limits of the former Township of Pittsburgh shall be brought to the membership at a general meeting for approval”

Moved by John T. Drynan
Seconded by Don Weiss

Transcription of the original letter
April 26, 2007
Pittsburgh Community Benefit Fund
P.O. Box 5
Joyceville, ON K0H 1Y0

Attention: Chairman John Uliana

In response to your direction at the Pittsburgh Community Benefit Fund meeting of April 25/07 I submit my motion as to the following:
Whereas the Pittsburgh Board has approved \$100,000.00 (one hundred thousand dollars) over two years to fund The Grand Theatre and Market Square leaving our Benefit Fund short of moneys to supply funding for our annual Senior Christmas Dinner and other worthy causes that the fund was primarily designed for, and
Whereas the tax payers of the Community Benefit Fund are residents of Kingston and already pay taxes to support Kingston expenses

I therefore make the following motion that funding outside the Pittsburgh area from the Pittsburgh Community Benefit Fund's interest be brought to the general membership for approval

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Resolution 2008/27

Moved by Fred Ivimey
Seconded by Leonore Foster
That the we not support the Drynan motion

Carried

- 8.2 **Secretary and AGM Preparations** - Anne is waiting for an email back from Lisa Anderson regarding a planning meeting. She is will also be contacting LaSalle Secondary School regarding the room and microphone.

Moved by: Anne Levac

Resolution 2008/28

Seconded by: Leonore Foster

That the mail-out as approved by the PCBF Board, be mailed to all residents of the former Pittsburgh Township via unaddressed mail delivery to a maximum cost of \$7,000.00 and that, if pre-postage is required the Treasurer be authorized to provide “up front” funds as necessary

Carried

- 8.3 **Vice Chair:**

Notice of Motion Be Advised the undersigned members of the Pittsburgh Community Benefit Fund (the “Fund”) will be bringing a motion forward to the Annual General Meeting (AGM) on April 23, 2008

Motion to amend the Pittsburgh Community Benefit Fund By-laws by adding subsection 19.1 as follows:

“Any single expenditure by the Board in excess of \$500,000, will require prior approval by the membership of the PCBF at a general meeting.”

Comments from the Board of Directors

The Board conducts its business with the understanding that a resolution passed in May 2000, established an expressed limit from the community, the membership of the Pittsburgh Community Benefit Fund. The resolution setting the \$500,000 limit was accepted as normal practice by succeeding Boards. However, the formal knowledge capture of this limit has not been formally merged into the Bylaws of the Corporation. Therefore, the intent of this motion is to formally capture the intent of the past resolution by formally including it within Section 19 of the Bylaws.

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Resolution 2008/29

Moved by Jeff Szumlanski

Seconded by George Sutherland

Move to formalize the \$500,000.00 limit as a By-Law Amendment

Yes – 10

No - 0

Carried

Moved by Jeff Szumlanski

Resolution 2008/30

Seconded by Anne Levac

To formalize the Membership By-Law amendments as written by the Board Solicitors

Carried

- 8.4 **Treasurer:** Discussion draft copies of financial statements (attached Official minutes) The Treasurer will be reviewing the statements with the accounting firm.
Chair questioned whether the auditor could meet with the Board to explain the financial statement AGM. It was suggested that the audited statements be available at the AGM and also posted on the webpage.

Moved by **Resolution # 2008/31**
Seconded by
That: the financial report be accepted as presented and that the following cheques be approved for payment

Mae Rombough	\$375.00
Joyceville Women's Institute	\$3025.00
Barriefield Rock Garden	\$6000.00
Eric Van Aerde	\$150.00

Carried

- 8.5 **Investment Committee :**

Moved By George Sutherland **Resolution # 2008/32**
Seconded by John Scott
That: the Chair or the Treasurer be authorized to have signing authority for the investment accounts

Carried

- 8.6 **Nominations Committee:**

Moved by: George Sutherland **Resolution # 2008/33**
Seconded by: John Wilson
That Sue McNally, Jeff Szumlanski, Richard Moller, John Uliana, Hazel Lloyd, Steve France, Jean Cooper, Barb Potter are recommended as nominees for AGM 2008

Carried

- 8.7 **Scholarship Committee**
Bryon McConnell reported he will be picking the applications at the Post Office after the April 5th deadline. He will meet with Anne and the committee after that date

- 8.8 **By-law Ambiguities Committee**

9. **New Business**

- 9.1 The Board has received complimentary tickets for the opening of the Grand Theatre

Moved by: Joyce MacLeod-Kane **Resolution 2008/34**
Seconded by: John Scott

That Anne Levac, as a Thank-you, be given 2 tickets for the Dinner and Show to the Opening of the Grand Theatre

Amended to read one ticket for Anne Levac and one ticket for John Uliana

Some members of the Board felt Board Members should not accept tickets to events funded by the Fund. As Anne will no longer be on the Board at the time of the Opening, it shouldn't be an issue. General discussion on this point before the vote

Yes – 8

No -- 2

Carried

9.2 There was a short discussion on the timing for information being placed on the web page, as per previous Board decision information such as minutes etc. are available for the public as soon as they are approved.

10. Next Meeting April 23 AGM hold 21st open in case we need a meeting

11. Adjournment 11.20

Anne Levac - Secretary

John Uliana - Chair