

PITTSBURGH COMMUNITY BENEFIT FUND

**Minutes from the Board of Director's Meeting
February 23, 2009**

Present:

John Wilson Jeff Szumlanski
George Sutherland Bryon McConnell
Hazel Lloyd Jean Cooper
Dawn Ellis-Thornton (recorder)

Joyce MacLeod-Kane arrived at 7:38 pm

Regrets:

Peter Dunnett Leonore Foster
John Scott

1. Call to Order

The regular meeting of the Pittsburgh Community Benefit Fund Board of Directors was called to order at 7:11 pm on Monday, February 23, 2009 at the Pittsburgh Township Library, by the Chair John Wilson.

2. Proof of Notice

Provided

3. Pecuniary Interests/Conflict of Interest

None reported

4. Approval of Agenda

Add:

8.5.1 Web page

Moved by: George Sutherland

Resolution 2009/27

Seconded by: Hazel Lloyd

That we approve the agenda as amended.

CARRIED

5. Approval of Minutes - Monday January 19, 2009

Moved by: George Sutherland

Resolution 2009/28

Seconded by: Jeff Szumlanski

That the minutes be accepted as amended.

CARRIED

6. Business Arising

a. Plaque update will be addressed during regular reports

7. Reports

7.1 Chair

Dr Wilson reported that he is still trying to contact the gentleman about the rock. It was suggested that the Board wait until the snow is gone to find a suitable rock.

Moved by: John Wilson **Resolution 2009/29**
Seconded by: Jeff Szumlanski
That the report be accepted.

CARRIED

7.2 Investment/Finance Committee

George Sutherland reported that the next Investment/Finance Committee meeting is scheduled for March 30th, after which time an update will be available.

There was discussion about posting the most current investment policy on the PCBF website, making it available to members before the Annual General Meeting (AGM). Jeff Szumlanski commented that the public can't provide feedback if they don't see the document, and noted that the financial statements are already posted on the website. George Sutherland noted that the Chair will address in the newsletter.

Moved by: Jeff Szumlanski **Resolution 2009/30**
Seconded by: Bryon McConnell
That in keeping with proper corporate governance and our commitment to openness and transparency, I move that the investment policy be put on website.

CARRIED

Moved by: Jeff Szumlanski **Resolution 2009/31**
Seconded by: Jean Cooper
That the Investment Report be accepted.

CARRIED

7.3 Projects Chair

The Projects Committee met and reviewed the projects that were submitted for funding consideration. The Committee made a motion to support only the top three projects: Barriefield Rock and the two Women's Institute functions. The Committee made a second motion to support Point St Mark Playground project although the expense was originally outside the funding envelope, but may now be feasible based on new information.

Moved by: Jean Cooper **Resolution 2009/32**
Seconded by: George Sutherland
That the first three recommendations be accepted.

CARRIED

Bryon McConnell declared a conflict of interest and removed himself from discussion on the Point St. Mark Playground project. A discussion on disappearing quorum ensued, as quorum for this Board meeting was just met, but the issue was resolved when Joyce MacLeod-Kane arrived at 7:38 pm. For future clarification, Dr. Wilson will print and distribute quorum and conflict of interest guidelines.

The motion to consider Point St. Mark Playground was discussed and will be deferred to the next meeting to give Board members time to review the proposal. Copies will be distributed prior to the next meeting.

Moved by: George Sutherland **Resolution 2009/33**
Seconded by: Hazel Lloyd

That the discussion on Point St. Mark Playground project be deferred to the next Board Meeting.

CARRIED

The Board discussed the procedures governing the approval process for funding projects. It was agreed that the Committee will bring forward the list of projects and recommendations to the Board to review at the next meeting, to formally document the decision of the Board. George Sutherland and John Wilson will formalize the list and bring back to the table.

Moved by: George Sutherland **Resolution 2009/34**
Seconded by: Jean Cooper

That the list of other projects and Committee recommendations be brought to the next Board meeting for decision.

CARRIED

Joyce MacLeod-Kane reported that she recently attended Pittsburgh Women's Institute dinner, where the organizers expressed their appreciation to the PCBF, and acknowledged that without this funding, the dinner would not be possible.

Moved by: Joyce MacLeod-Kane **Resolution 2009/35**
Seconded by: Jean Cooper

That the Projects Report be accepted.

CARRIED

7.4 **Treasurer**

Jeff Szumlanski inquired if the Treasurer Report could be moved ahead on the agenda to improve information flow.

Mr. Szumlanski reported that KPMG has not yet completed the 2008 audit as not all financial information was yet available. He is still working with KPMG in regards to the draft statements. KPMG is still trying to confirm additional income in the form of accrued interest on strip bonds that may not have been reported on the CIBC Wood Gundy statements. After discussion, Dr. Wilson suggested that it might be worthwhile re-evaluating the project submissions/applications based on the knowledge there may be additional unrestricted funds in 2009 available for the community. Jeff Szumlanski advised that KPMG is hoping to have draft 2008 financial statements ready for the March Board meeting.

Moved by: Jeff Szumlanski **Resolution 2009/36**
Seconded by: George Sutherland
That the following invoices be paid

1)	Dawn Ellis-Thornton	\$ 255.00
2)	City of Kingston Taxes	\$1862.39

CARRIED

Moved by: George Sutherland **Resolution 2009/37**
Seconded by: Joyce MacLeod-Kane
That the Treasurer's report be accepted as presented.

CARRIED

7.5 **Secretary**

George Sutherland reported that he met with Dawn Ellis-Thornton to review the draft by-laws, 2008 AGM and January Board minutes. The draft AGM minutes were brought to this meeting for Board review and approval.

7.6 **Soccer Fields Update**

George Sutherland reported that he has made several calls since last meeting, and that he and Leonore Foster met with City staff to enquire as to the status of project. In brief, the Soccer Field Sub-Committee met earlier this evening, and proposed a list of items to address at their March 5th meeting with the City and lawyers. As the soccer field project is still in negotiations, the Board discussed how to deal with this issue procedurally with regards to the motion made at the 2008 AGM. It was suggested to advise members that the item will be on the agenda, and that detailed information would be distributed one hour prior to the meeting, if available. Due to timelines, Council might not have an opportunity to discuss prior to the AGM, and the Board is concerned about breaking the rules of negotiation. The Board discussed the option of holding a Special General Meeting in June if required.

After discussion, it was agreed that the Board will clarify the Soccer Field motion at the March Board meeting, in time for the March 18th mailing deadline.

8. New Business

8.1 **Preparation for AGM**

Information is already posted on the website, citing an April 10th deadline for nominations. As this date is Good Friday, it was agreed to move the date ahead to April 9th at noon.

Motions and nominations that are received in time will be included in the newsletter. To comply with the 21 day notice period for membership, the newsletter needs to be mailed by April 1st. To meet this deadline, Digi-graphics require the final document by March 19th. The Board will discuss the draft at the next meeting, and George Sutherland and Dawn Ellis-Thornton will finalize afterwards.

Moved by: **George Sutherland** **Resolution 2009/38**
Seconded by: **Jeff Szumlanski**
That notices of motions for the AGM need to be to the Secretary by March 13, 2009 at 2 p.m.

Joyce MacLeod-Kane moved an amendment to deliver motions to either the Secretary or Chair. Motion without Seconder Failed.

ORIGINAL MOTION CARRIED

Let it be recorded that Joyce MacLeod-Kane opposed this motion.

AGM deadlines need to be posted on the website as soon as possible. Motions will be posted after the March 16th Board Meeting.

It was suggested to manage the size of the mail-out this year to reduce costs. Newsletter content was discussed and Dr. Wilson read a draft of his Chair report. It was suggested to include a summary of the projects supported by the Board last year, including bursaries, and the confirmed 2009 projects.

8.2 AGM Draft Minutes

Draft Minutes from the 2008 AGM were previously emailed and copies distributed at the Board meeting. The Board reviewed the draft Minutes to ensure accuracy, and agreed to bring them forward to the 2009 AGM for approval.

Moved by: **Bryon McConnell** **Resolution 2009/39**
Seconded by: **Joyce MacLeod-Kane**
That the draft minutes be posted on the PCBF website.

CARRIED

8.3 Nominating Committee

In Item 7.2 of the January 19, 2009 Minutes, George Sutherland was to contact John Scott to confirm his interest in serving on the committee again this year. Mr. Sutherland reported that Mr. Scott is not interested. It was noted that it is a legal requirement of the Board to seek people. John Uliana, as Past-President, will be Chair, plus three other members are required for the Nominating Committee. After discussion, George Sutherland, Hazel Lloyd and Bryon McConnell offered to serve on the Committee.

Moved by: **Jeff Szumlanski** **Resolution 2009/40**
Seconded by: **Bryon McConnell**
That the Nominating Committee consist of John Uliana, George Sutherland, Hazel Lloyd and Bryon McConnell.

CARRIED

Dr. Wilson will communicate the names to John Uliana.

8.4 Approval of By Laws

The approval of the Draft By-Laws was deferred from the January meeting. Dawn Ellis-Thornton updated the Board on the amendments made at the 2008 AGM, which have been incorporated in to the draft. With the exception of a few minor revisions, the Board approved the draft document.

Moved by: **Bryon McConnell** **Resolution 2009/41**
Seconded by: **Joyce McLeod-Kane**
That the By-laws, as corrected, be posted on the website.

CARRIED

Dawn Ellis-Thornton to print two official copies for the Board and PCBF lawyer; which will be signed by the Chair and Secretary, and embossed with the PCBF stamp. It was agreed that the unsigned digital copy will be sufficient for the website.

8.5 Website

The Board discussed off-loading the duties of maintaining the PCBF website and email account from Jeff Szumlanski to Dawn Ellis -Thornton. Jeff Szumlanski will provide the AA with a brief tutorial and access passwords. Dawn Ellis-Thornton will pay for Freewebs charges on her personal credit card, and bill back to the PCBF.

Moved to: **George Sutherland** **Resolution 2009/42**
Seconded by: **Jean Cooper**
That the ongoing maintenance of the website and email account be added to the Administrative Assistant duties.

CARRIED

The website will be updated with the January 2009 minutes and the list of Directors will be updated, showing John Wilson as Chair and Jean Cooper as Vice-Chair.

9. **Next Meeting** Monday, March 16 , 2009 7:00 pm

10. Adjournment

Moved by: **Joyce MacLeod-Kane**
Seconded by: **Bryon McConnell**
That we adjourn 9:18 pm

Resolution 2009/43

CARRIED

George Sutherland – Secretary

John Wilson – Chair