

PITTSBURGH COMMUNITY BENEFIT FUND

Board of Directors' Meeting
March 27, 2006 – Library – Gore Rd

Present: G. Sutherland (Chair) M. Conner
 R. Stoness C. Cherry
 L. Anderson (recorder) B. MacAdoo
 B. McConnell J. Uliana
 A. Levac L. Foster
 F. Ivimey

1. Call to Order

The Pittsburgh Community Benefit Fund Board of Directors' Meeting was called to order at 7:05 p.m. by the Chair, G. Sutherland.

2. Delegations

2.1 Market Square

In attendance representing Market Square were Peggy Reid and George Hood. Mr. Hood reported that they were trying to raise \$5.4 million and had about \$1.7 million to go. 40,000 to 50,000 people have skated on the rink since it opened. They are trying to create something more than just a rink. He explained that it is the true heart of the community and that many residents of Pittsburgh Township have used the rink. An application was put forth outlining 2 investment opportunities. The first was to fund the gazebo for \$100,000 and the second was a \$50,000 opportunity for seating. Ms. Reid added that the rink and Market Square are used by many people in our community. Residents in the east (Pittsburgh) tend to come to the downtown. The key is that it is free. G. Sutherland asked for more elaboration on the option of the seating. Mr. Hood responded by saying that the seating would be one side or the other. F. Ivimey asked about the money. G. Sutherland responded that it could be up to a five year period.

2.2 LaSalle Secondary School

In attendance representing LaSalle Secondary School was Emily Taylor. Ms. Taylor expressed her pleasure upon hearing that the PCBF was going to contribute to their Great Hall. She wanted to let the Board Members know that the project has been started and that they are very thankful to the Board for their contribution.

3. Approval of Agenda

It was noted that Pecuniary Interest should follow Approval of Agenda.

A motion was made by J. Uliana that the agenda be approved as amended. Seconded by R. Stoness.
APPROVED.

4. Pecuniary Interest

L. Foster is a member of the Fundraising Committee for Market Square; she therefore declared that she would not vote on the funding request for the Square.

5. Approval of Minutes

A motion was made by F. Ivimey that the word “favour” be removed from the fifth motion on page four. Seconded by B. MacAdoo. CARRIED

G. Sutherland noted it had been omitted from the minutes that the Board had agreed to be the Nominating Committee. A motion was made by C. Cherry that this amendment be added to the February 20, 2006 minutes. Seconded by L. Foster. CARRIED.

L. Foster suggested that all members who had expressed an interest in being on the Board should be notified.

6. Business Arising from Minutes

6.1 Web Page

A handout regarding the options of internet companies was distributed. B. McConnell felt Kingston On Line services was the way to go after doing the comparison. The initial cost would be \$2,217. Subsequent years would be \$1,924. This would also include dial-up for Anne Levac. G. Sutherland asked B. McConnell if he will be doing some of the work to facilitate it. B. McConnell agreed to help get the information to Kingston On Line Services. Documents would be prepared and then sent to the internet service where they would be posted on our website. Jeff Szumlanski who was at the meeting as a spectator offered to help saying that he had some web page expertise and the software at home to maintain the website.

A motion was made by R. Stoness to pay \$2,220 to Kingston On Line Services to establish the website in 2006. Seconded by C. Cherry. CARRIED.

6.2 Annual Meeting

a. Mail Rite

G. Sutherland announced that the AGM would be held on April 24, 2006. Mail Rite wants \$1,000 up front for the postage.

A motion was made by B. MacAdoo that \$1,000 be paid to Mail Rite for postage costs. Seconded by M. Conner. CARRIED.

b. Draft Copy Minutes from AGM April 18, 2005

G.Sutherland asked if the minutes of the meetings should be posted on the website prior to being

adopted. L. Foster said they should be circulated as draft.

c. Bylaw Changes

G. Sutherland distributed an email from L. Foster and C. Cherry. The bylaw change request was forwarded to Eric Bennett. The following is Eric's suggestion:

The office of director shall be automatically vacated:

(e) if a director misses three consecutive meetings of the Board of Directors without cause or is absent without cause from fifty per cent plus one (50% +1) of meetings of the Board of Directors held in a calendar year, and if at a regular or special meeting of the Board of Directors, a resolution asking to remove the director of his duties as a director is adopted by a two thirds (2/3) of the directors present. Cause for absence in each case shall be approved by a two thirds (2/3) vote of the directors present at a regular or special meeting of the Board. The director who is subject to removal shall receive notice of the meeting and proposed resolution in accordance with the notice provisions of these bylaws and have the right to attend and to address the Board of Directors.

G. Sutherland asked for a discussion regarding the proposed bylaw change. C. Cherry commented that that director concerned can attend and speak but cannot participate in the vote. Councillors appointed from the city cannot be removed from the Board by the Board. R. Stoness suggested that it should read "elected" member of the Board. G. Sutherland felt that the 2/3 vote is a safeguard.

A motion was made by L. Foster that the proposed bylaw be adopted as presented with the first sentence changed to "if an elected director". Seconded by C. Cherry. CARRIED.

d. Procedures

A. Levac distributed the proxy form, nomination form and new membership form that were to be distributed with the mail out.

A motion was made by A. Levac to adopt the forms as presented. Seconded by J. Uliana. CARRIED.

F. Ivimey distributed the draft copy of the financial statements. Although a partial payment for a project at J.E Horton School had been accounted for, there was no invoice for this amount and the actual payment was outstanding. Fred Ivimey will look into this situation before the AGM mail-outs are completed. F. Ivimey stated that he does not want anything sent out in draft form. There was a discussion about what should be included in the mail out. G. Sutherland would like to have the list of projects funded in 2005 sent with the mail out, and the financial statements handed out at the AGM. F. Ivimey explained that the balance sheet and statement of revenue and expenditures could go in with the mail out along with a note specifying that it is the preliminary balance sheet and statement of revenue & expenditures and that the audited financial statements will be presented at the Annual General Meeting.

G. Sutherland will arrange for 3 scrutineers for the AGM.

A motion was made by F. Ivimey that 4 assistants be hired to work with Lisa Anderson at the AGM and be paid \$50 each. Seconded by L. Foster. CARRIED.

7. Reports

7.1 Chair

G. Sutherland read a letter of resignation from Paul Snyder.

A motion was made by L. Foster to accept the resignation of Mr. Paul Snyder. Seconded by R. Stoness. CARRIED.

G. Sutherland reported that Steve France, Christine Hough, Justin Chenier, John Wilson, Savas Kekkias and Jeff Szumlanski had previously been interested in being on the Board. He would get in contact with them to see if they were still interested and if they were to have them send in a nomination form.

F. Ivimey, C. Cherry and B. McConnell are willing to stand. There are 3 positions open this year for 3 years and with the resignation tonight there will be a 2 year position. G. Sutherland noted that the bylaws call for the Board to put a slate forward.

A motion was made by B. MacAdoo that the Board recommend the 3 members already on the Board. Seconded by M. Conner. CARRIED.

A motion was made by A. Levac that the following be put in the mail out to the members. "The Board recognizes that the election of a Board member is an open process. As per the PCBF bylaws the Board is required to put forth a nominating committee's report. The PCBF Board of Directors has four vacancies for 2006, three 3-year terms and one 2-year term. The Board as a Nominating Committee is putting forth three names, John Uliana, Fred Ivimey and Bryon McConnell who are current Board Members. In the event that one additional nominee is not put forward by the membership, the Board will have the right to appoint one additional member. We would encourage any member interested to put their name forward as a nominee by April 13, 2006." Seconded by L. Foster. CARRIED.

7.2 Vice Chair

J. Uliana reported that 3 sign backs for project funding had been received. The originals were given to L. Anderson and copies to F. Ivimey.

7.3 Treasurer

A motion was made by F. Ivimey to accept the copy of the draft audited financial statements. Seconded by R. Stoness. CARRIED.

A motion was made by F. Ivimey that L. Anderson receives payment for her invoice in the amount of \$722. Seconded by J. Uliana. CARRIED.

F. Ivimey reported that the unrestricted funds for this year were \$211, 287.

7.4 Secretary

L. Anderson reported that the updating of the database was about one third complete. Last year there were 2 mail outs done with 2 different lists. These lists have been combined so that hopefully no members will be missed with this year's mail out. The mail out list is ready to be sent to Mail Rite.

7.5 Investment Committee

No report.

8. New Business

8.1 Projects

J. Uliana reported that the committee had met and had gone through the brochure that was presented by the Market Square fundraising committee. The committee recommended to the Board that they match the amount of monies that were given to the Grand Theatre.

F. Ivimey reported that he was certainly in favour of the project and felt that the more southern part of Pittsburgh Township does tend to spend more time in the downtown area. He recommended that if it is approved that we wait to give the cheque until closer to the end of the year.

A motion was made by J. Uliana to approve \$25,000 a year for 2 years to Market Square. Seconded by C. Cherry. CARRIED.

G. Sutherland felt it is too much money to spend. B. MacAdoo agreed with G. Sutherland.

Scholarship Committee is to be added to the next agenda.

G. Sutherland thanked everyone for all their hard work.

9. Next Meeting - Annual General Meeting – April 24, 2006

10. Adjournment

A motion was made by B. MacAdoo that the Pittsburgh Community Benefit Fund Board of Directors' Meeting be adjourned at 10:00 p.m. Seconded by J. Uliana. CARRIED.

George Sutherland, Chair

Anne Levac, Secretary

