

**PCBF Annual General Meeting
April 27, 2016
St Martha's Catholic School
7:00 p.m.**

Board members present: Jean Cooper, Chair
Amanda Milliken, Vice Chair
Darlene Greenlees, Secretary
Colleen Emmerson, Treasurer
Rhonda Evans
Jeff McEwen
Colin Youngman
Ryan Boehme, Councillor, Pittsburgh District

Regrets: Richard Allen, Councillor, Countryside District
Richard Moller

Also in attendance: Eric Bennett, Solicitor for the Board
Rebecca Prophet, Auditor, KPMG
Dawn Ellis-Thornton, Administrative Assistant, Recorder

A special thank-you was extended to Karen Moran, the principal of St Martha's Catholic School for use of the meeting space, and to the Grade 8 students who led the singing of the National Anthem. Ms Moran and the students thanked the PCBF members for the funding for the Outdoor Community and spoke to the items that were purchased through the generous grant.

1. Confirmation of Quorum and Call to Order

The meeting was delayed until quorum (25+ members) could be achieved and was called to order at 7:26 pm by Chair Jean Cooper. The Chair reported there were 29 members attending in person plus 161 acceptable proxies representing 190 in person and by proxy members.

2. Opening Remarks – Chair

Chair Jean Cooper welcomed all in attendance, and introduced the Directors, Board solicitor, auditor, and scrutineers for the evening: Whitney Di Domenico and Shawna Cooper who also served as registrars for the meeting. Marc Leblanc, financial advisor from CIBC Wood Gundy sent his regrets.

The notice of meeting was mailed to over 5,000 member households and posted on the PCBF website as part of the Annual Report in accordance with the by-laws.

3. Adoption of Agenda

Moved (Colin Youngman)/Seconded (Ryan Boehme) CARRIED
That the agenda be adopted as distributed.

4. Review and Approval of Minutes of 2015 Annual General Meeting – April 29, 2015

The draft minutes from the 2015 Annual General Meeting were distributed at the meeting.

John Wilson requested a correction to paragraph 3 and provided the revised wording.

Moved (Colin Youngman)/Seconded (John Wilson) CARRIED
That the minutes be approved as amended.

5. Business Arising from Minutes

There was no business arising.

6. **AMENDMENT TO BY-LAW #9, RESIDENCY RULES FOR COUNCILLORS**

Chair Cooper spoke to the motion to amend By-Law #9, Residency rules for Councillors, as introduced in the Annual Report. In short, the current by-laws mean that some Members are not effectively represented, and a change to the by-laws to remove the residency requirements for the elected representatives for Districts 1 and 12 would raise the profile of the PCBF and allow for issues to be brought forward to the City to fairly represent rural constituents.

The specifically noted provisions of the bylaw have not been amended since the bylaws were first approved. The original intent of the stated requirements at the time are unclear, but it is assumed the provision was inserted to address the possibility that the elected representative for Districts 1 or 12 may not be a resident of the respective Districts since the former municipal election rules allowed persons who reside anywhere in the greater municipality to seek election in any District.

Chair Cooper had sought a legal opinion from the Board's legal counsel, who advised that the Board could approve a motion approving an interim opportunity to vote until an amendment to the by-laws could be brought forward to Members at the Annual General Meeting in April.

Motion:

Whereas By-law 9, Board of Directors, stipulates that "Successors to the first directors shall include those persons elected through the municipal elections as District Councillors for the Districts 1 and 12 to the City of Kingston (following amalgamation), who must be residents of the community formerly known as Pittsburgh Township....as it existed on October 31, 1997.

And Whereas Motion 2015/56 passed at the November 16, 2015 Board Meeting, allowing the Councillors of Districts 1 and 12 to have the opportunity to vote as a member of the PCBF at meetings until the amendment to the PCBF by-laws could be presented to the general membership in April 2016

And Whereas the current by-laws means that a majority of Members are not effectively represented at the meetings of the Board of Directors

Be is resolved that the residency requirements for elected representatives for Districts 1 and 12 be removed by amending PCBF By-law 9 amended the first sentence "Successors to the first directors shall include those persons elected through the municipal elections as District Councillors for the Districts and 1 and 12 (following amalgamation). The continuation of this sentence "who must be residents of the community formerly known as Pittsburgh Township, as defined by the geographic limits of the Township of Pittsburgh, County of Frontenac, and the Province of Ontario, as it existed on October 31, 1997" be deleted.

In the discussion that followed, the Board acknowledged the significant contributions made by both councillors on behalf of PCBF members, and their support in providing a voice for the PCBF at the City Council table.

7. **Voting for Motion**

A break was called in the proceedings at 7:44 p.m. to provide an opportunity for members to vote on the motion. The meeting resumed at 7:50 p.m.

Joyce MacLeod-Kane enquired as to whether the Members would also be voting for directors, but as only two valid nominations were received, the nominees were both acclaimed. The Board has the ability to appoint a third Director at the first Board meeting.

8. **2015 Financial and Investment Statements - Colin Youngman**

The Chair of the Investment Committee, Colin Youngman, reported that the Investment Committee has been very resourceful and managed the Fund well through the turbulent times. The Fund improved by 5.729% in 2015, compared to the TSX which was down 11% for the same period. Funds are approximately 40% fixed assets and 60% equities. To the end of February, the Fund lost about 3% but will likely improve in March.

Moved (Ryan Boehme), seconded (Hazel Lloyd) CARRIED

That the Investment Report be accepted.

9. Auditor's Report - Rebecca Prophet

Rebecca Prophet of KPMG advised that KPMG completed the audit and attended the March meeting to present the draft Financial Statements to the Board. Ms. Prophet stated that the report was consistent with prior years and identified the financial position of the fund as of December 31, 2015. Ms. Prophet reported that all financial statements were in order, it was a clean audit and there were no matters to bring to the Board's attention.

**Moved (Rhonda Evans), seconded (Colin Youngman) CARRIED
That the Auditor's Report be accepted.**

10. Appointment of Auditors

**Moved (Colin Youngman) / Seconded (Amanda Milliken) CARRIED
That KPMG be appointed as auditors for 2016**

Anne Levac is recorded as voting against the motion due to concerns about the recent national report of off-shore hiding of money.

11. Confirmation of Standing Board Policies

An overview of the standing policies that have been adopted by the Board for the effective operation of the Fund were provided to Members on the reverse of the Agenda.

**Moved(Ryan Boehme)/Seconded (Scott Wilson) CARRIED
That the Standing Board Policies for Project/Grants, Scholarships and Spending Authorities be adopted.**

12. Other Business

There was no other business brought forward.

13. Voting Results on the Motion

The Chair announced that the results are: 26 in-person and 122 proxy votes for a total of 148 in favour and three in-person and 39 proxy votes for a total of 42 against.

**Moved (Rhonda Evans) / Seconded (Colin Youngman) CARRIED
That the ballots be destroyed .**

Chair Cooper introduced acclaimed Board members Amanda Milliken and Rodger Compton.

14. Meeting Conclusion

**Moved (Ryan Boehme)/Seconded(Darlene Greenlees) CARRIED
That the meeting be adjourned at 8:02 p.m.**

Chair Cooper thanked Members for their patience while quorum was being achieved.

Jean Cooper, Chair

Minutes prepared by:
Dawn Ellis-Thornton, Recorder