

AIDS Committee of Ottawa Board of Directors Monthly Meeting
June 4th, 2014
6:00 p.m. to 7:54 p.m.

Present: Gord Asmus, Kevin R. Hatt (KRH), Kevin A. Hall(KAH), Jean Chenier, Richard Hubley, Caroline Meguerditchian, Laura Conroy, Greg Whitelock, Irving Rosas-Brugada and Soyini Cornette, Mylan Ly and Khaled Salam [ED]
Regrets: Charles Anyali
Guests: Suzanne Rousson and Marc Brazeau

MINUTES

- 1. Welcome and Check-in:** meeting called to order at 06:00 pm. Gord welcomed ACO guests bookkeeper Suzanne Rousson and accountant Marc Brazeau.
- 2. Approval of Agenda**
 - A few changes were made to the agenda: Presentation of Audit moved to 3, Bylaws Presentation moved to 4, and approval of minutes and remaining items to follow. Agenda approved with amendments. Motion: Jean, seconded KRH. All in favour. Passed.
- 3. Presentation of Audit report:** Marc Brazeau and Suzanne presented the ACO Financial Audit report. Marc Brazeau walked the board members through the content [report attached]. Conclusions: ACO is in good financial standing. Many previously unrecognized revenue has now been recognized and consolidated. Major loss that ACO experienced in the past fiscal year has been related to the ongoing issue with the landlords of 240 Bank Street. Currently, the landlords are seeking to settle out of court which might lead to the recovery of some of the losses which would then be recognized in the next fiscal report. Two amendments were made to the report reflecting a minor typo. Motion to approve the draft financial audit: Richard, seconded KAH. All in favour, passed with amendments. Marc will be present at the AGM on July 2nd to present the report to the membership. A few future suggestions were made to discuss with Khaled: HST returns to be filed; some were left on the table and need to be recovered. Suzanne may need to go through some invoices. Findings will be discussed at the board retreat July 18th.
- 4. Bylaws Presentation –Soyini:** Soyini presented the draft bylaws and walked the board members through some of the changes based on feedback. P.3 observer is chosen as the wording to reflect a non-voting member. P.8 clarifies that in the event of any discrepancies, the English version of the bylaws prevails. Based on feedback from members' meeting clarity was added to the role of an observer during board meetings as well as on p. 18 clarity added around nominating members for directors throughout the year. This version of the bylaws has been submitted to Carter's for review and input. Khaled and KRH will meet with Carter's tomorrow. It was suggested that any feedback board members have to submit to Soyini who will then compile and circulate an electronic version for approval as an electronic vote if the need arises to do so. In the meantime, motion to accept this version of the bylaws: KAH, seconded Mylan; all in favour passed. Soyini will present the bylaws at the AGM. Soyini then apologised as she had to leave the meeting due to conflict.

5. **Approval of May 14 Minutes:** A few minor changes were made to the minutes, typos and agreement on the time notation. Motion to approve the minutes with amendments: KAH, seconded Jean. All in favour. Approved.
6. **Executive committee report –Gord:** AGM preparations are underway. Agenda, letter of invite and notice ready and have been sent for translation. Jean will receive information regarding the package by mid next week so that he can share with members.
7. **Executive Director Report – Khaled:**
 - ACO is on track for the AGM, space and catering booked; notice will be sent out shortly after translation. The notice of the AGM will also be posted on the website. Changes to the bylaws plus financial audited statements, agenda and last years' minutes will be included in the package. Jean will be responsible for dissemination. **Action** by June 12 Khaled to send package content, Gord to send a table of contents for the package to Jean. Whisper translation is available for the AGM through volunteers but will need to be announced at registration. Letter of invitation highlights the details. Two staff members will also be onsite as back up translators in the event that the need arises. We will need to add the approval of letter of continuance on the agenda following the bylaws. There will also be a candle lighting and flower ceremony. KAH suggests Khaled and Haoua connect regarding having a short show HIV related such as spoken word etc... **Action:** Khaled to follow up. Valerie is working on the annual report, Gord and Khaled will look after this and will present a booklet at the AGM.
 - HR updates: position of women's outreach coordinator has been filled by an internal candidate from the harm reduction program. Transition plan in place for her. The harm reduction program position will be posted shortly.
 - Search for space update: space on Main discussion around the offer of lease, 3rd counter offer has been sent on Monday, response expected June 5th. There is a demolition/relocation clause in the lease which we will not approve. Currently trying to agree on term and rate with option to renew with a predetermined rate. Utilities not included. A space was seen on Wellington street, felt not large enough for ACO but is close to transit and has an elevator, offices would need to be restructured. Jean advised on a space at Cooper-Action: Khaled to follow up. Will re-approach the space on Rideau street as well.
 - KRH and Khaled will represent ACO at the CAS annual meeting on Sunday and Monday. Richard and Khaled will represent ACO at the OAN fundraisers skills building meeting and Soyini and Gord will represent ACO at OAN annual members' meeting.
8. **Nominations Committee Report- KRH:** 2 interviews were held recently and both candidates were successful. One has been a board member previously, reference checks occurring currently. Motion: KRH would like to nominate both for the reserve list with one pending reference checks. Seconded: Greg. All in favour - passed.
9. **Finance Committee Report – Richard:** the new report format was reviewed: format now breaks down the report by each of the major areas of expenses. We will soon be looking at the budget and actuals and percentage. **Action** Khaled to request Valerie to present the budget and actual columns for the board.
10. **Policy Committee Report –Richard:** Nothing to report.
11. **Board Liaison Committee Report –Jean:** last attendance was 21, the meetings are well attended and run smoothly. A change to the timing of the meeting was suggested from 2-3 pm

as attendance is not great in the evenings. Action: Jean to discuss with Cory the change in the time. Jean to report regularly on the attendance at the board liaison. Once again, the idea that these meetings would replace the quarterly meetings was discussed.

12. Board Hours - Caroline: Still missing hours from KAH and Irving but to date for the month of May total is 230. Once all hours have been submitted the total will be updated.

13. Other business: Gord requests not to have a July/August meeting of the board but instead have the combined meeting at the board retreat. Board meeting will take place following the AGM to appoint the new exec. All in favour. Passed.

14. Adjournment: Motion: Greg seconded Richard. Meeting adjourned at 7:54 pm.

Date Approved: July 19th, 2014

Signatures: _____ & _____