

AIDS Committee of Ottawa Board of Directors Special Meeting

June 10th, 2014

6:00 p.m. to 7:00 p.m.

Present: Gord Asmus, Kevin R. Hatt (KRH), Kevin A. Hall(KAH), Jean Chenier, Richard Hubley, Caroline Meguerditchian [via phone], Laura Conroy, Greg Whitelock, Irving Rosas-Brugada, Soyini Cornette [via phone], Mylan Ly, Khaled Salam [ED]

Regrets: Charles Anyali, Richard Hubley

MINUTES

- 1. Welcome and Check-in:** meeting called to order at 06:00 pm.
- 2. Complaint against board members:** Conflict for Khaled to take lead as such he will report 1 page complaint received on Friday: Support manager- participant came in on Thursday and made a complaint to one of the support workers Sonya took this report. Complaint is against the board went to Cory then to Khaled dated June 5th letter read by Khaled: the complainant is filing a complaint against a board member that he had witnessed shoplifting in 2010. The complainant that proceeds to say that he was threatened by a board member not to report this and that he was cyber bullied by a partner of a board member and his reputation defamed by a number of board members as well. Given that the events occurred in 2010 and that it is now 2014, the complainant states that he had been unable to proceed with this complaint sooner due to personal reasons including depression. He does however state that he left 2 voicemails with the ED. The complainant wishes to have the complaint investigated. Khaled recommends that board members named not be involved in the process. Few board members to take on this complaint and investigate and respond to the complainant. Vice chair and Soyini to take the lead in investigating. Both agree to this. A written response to go to the individual. Soyini and KRH to discuss this while in Toronto or next week. Khaled is available for a consult around the grievance process. Khaled will update Richard in the am. Mailing address to go to Soyini and KRH. KAH and Gord will be interviewed separately.
- 3. ACO Lawyer [Anne Tardif] Response regarding 240 bank Street:** Agellan Follow up with lawyer: email from lawyer and recommendation sent to Khaled. ACO is currently asking for \$ 17000 and all legal costs incurred. The lawyer advises against this and risk for negotiating settlement and suggests we go to pretrial. Greg confirmed that there is a fixed tariff in small claims and if you win you are awarded a set amount for legal costs. What we are requesting exceeds that. Therefore the lawyer's recommendation is that ACO proceed to pretrial. Motion to await pretrial, Mylan; seconded KAH. All in favour. Passed. Anne Tardif will be instructed by Khaled to proceed to pretrial.
- 4. Bylaws meeting with Jennifer Leddy at Carter's:** Carter's feels it is in the best interest of ACO to now provide an info session to the members explaining the new act. Then go over the bylaws in the board retreat then call for a special member meeting and get final approval. Someone from Carter's would be available to do the info session. Khaled set up a meeting with the Carter's office. The review of the bylaws would likely be at additional cost to ACO **ACTION**-Khaled will follow up with costs. The major area of discussion is the difference between an open membership and a closed membership, whereby in the closed membership only directors are members of the organization. So far and historically ACO has maintained an open membership which carries risks. This is what Carter's wants to reiterate and feels is worth discussing at AGM. Decision needed on changing the proposed agenda to the AGM: if Carter's is going to present then members could provide feedback on the type of membership. Laura feels it is good to inform members of the changes to the Act and to get input. Gord recommends inviting the lawyer to the AGM. Khaled poses the question to Soyini who agrees

to have the lawyer present but is against the change to a closed membership which negates the purpose of ACO by taking away the vote. Greg feels that members have been given plenty of opportunity to participate Khaled feels that having Carter's do the work is a good idea and then have it presented simply, and then ask for feedback from the members. Motion to have Carter's take on the task of polishing bylaw and presenting on July 2nd: KRH, seconded KAH. All in favour, motion carried. Note that fees not yet discussed but Khaled will follow up and have the bylaw ready for board retreat. Carter's will write the bylaws and letter of continuance and submit. Once we know the figures we can vote at the July board meeting. We need to keep in mind that making an error is an area of risk. Non-profit is Carter's specialty and they might be reasonably priced.

5. Adjournment: motion to adjourn: Laura, seconded, KAH. Meeting adjourned at 07:00 pm

Date approved: July 19th, 2014

Signatures: _____ & _____