

ACO Board Meeting held at 19 Main Street.
Wednesday July 19, 2017

Present: Richard Hubley, Ralf MacGrady, Martin Lee, Kim Bouffard, Jane Ramrekha,
Richard Roulx, Melissa Godwaltd

Guest: 25 Guest, Haoua and Grant were also present

Regrets: Lauren Kennedy, Marc Leblanc (Toronto on business), Jean Chenier, Lynne Cioppa,

Names of guests have been recorded as known.

- 6:02-8:10pm Welcome and update

Kim welcomed board, client and some members of their families to the meeting and informed Gord Asmus he would have 15 minutes for this issues. Gord Asmus informed that would not be enough time, if you want us to leave you are going to have to call the police for trespass.

Gord Asmus presented 31 new member applications to the board collected over the last 3 days – he also informed that there were people in the room that were not members of the agency and asked for a **Motion to allow none members be present at this meeting.**

Motion made by Richard Roulx and Martin Lee. Carried.

Gord Asmus – Stated he has Khaled Salam permission to speak on Khaled behalf.

Gord Asmus: Board has made the decision to put the ED on leave without pay, and had until Thursday to answer you with his decision (board corrected statement, that the ED was put on leave with pay during investigation and that the deadline to him to get back to the board was in fact Tuesday, July 18th). Gord Asmus continued by saying Khaled has not responded, nor does he plan to.

AIDS Bureau had not yet been contacted. When Gord Asmus spoke with Joanne Lush, she said she would follow this up with the ACO (as she was told it was because he was on personal leave) of the AIDS bureau does not mind if Khaled comes back. Most of you (the members) are not aware of what is behind Khaled dismissal. Khaled has been accused of and has admitted to theft from the agency of ~\$10,000. He has repaid it, but did not repay it until it was discovered, although he assures me that it was always his intention.

He had permission from one of the co-chairs (Gord indicated this was Lynne) to pay it back.

Both co-chairs have resigned in the last few days. The previous chair has been left out of the process, and feels that he has been ignored by the rest of the board. There has not been a full board meeting until tonight.

Member Question (Brigitte): I've heard that this board does not want a posting about recruiting new board members who are clients. Answered: The board was not made aware of this request. The agency is looking for some skills like a law and fundraising.

Discussion: There was a discussion about translation of the discussion into French for members of the ACB community. Richard Roulx was asked to translate but people did not trust his translation and therefore others were asked to listen to assist that nothing is forgotten for translation and verify accuracy.

Member Question: has the money been paid back? Yes, Richard Roulx responded that we had received a cheque for the amount.

Member Question: we need to have the say who is on the board, and have people who represent us on the board. Where are the people who represent us? Richard Roulx and Ralph MacGrady informed them that they are both PHA's and with the sudden resignation of the 2 co-chairs who were both PHA's there are 2 vacancies on the board for PHA's. Martin explained that the board had more diversity before recent members left, and we were actively recruiting new members from the ACB community.

Member Question: Richard Roulx was told he was not a representative of this community, as he doesn't participate in programs. Richard Roulx corrected them by saying he participates by being a board member who is a PHA and is here during the Holiday Socials serving the members. He also volunteers for the GayZone.

Member Question: the fact that Khaled took \$10,000, we shouldn't make a big deal out of it. People ask for money all the time, and sometimes staff like Haoua give money out of her own pocket. Response that, while that is true that there has always been flexibility with the willingness to offer pay advances, this is a different situation.

Member Question (Mary): tired of White people trying to dictate the lives of Black people and swallow untruths. She wants proof of what really happened. I've never seen you or heard of you, so I don't find you credible because I don't know who you are. We have rights and if we want to hire a lawyer, we can hire a lawyer.

Member Question (): Whenever there is a small group of people making decisions behind closed doors, it makes people nervous. And if Khaled is to be removed, it has to be a decision made by all of us (the members and clients).

Member Question (Adeline): before judging someone, we should look at the intent. We shouldn't be doing this without proof and without telling people what we are doing, and why are we saying he stole the money when we don't know that for sure. Member Board was asked to explain their decision and process.

Kim: introduced herself. Initially we weren't able to bring this to everyone because we were bound by confidentiality. We, the board, were responsible to the clients and to the funders. We kept confidentiality to protect both Khaled and also to protect the brand and name of the ACO. When we make decisions, we have to

consider many perspectives – including the best interest of ACO. When this was brought to our attention – Khaled is the one who admitted what he did. The bookkeeper discovered what happened when she were getting the audit ready. And she went to Khaled and told him that he had to go to the board. We started the investigation while Khaled was put on administration leave with pay. This decision has not been made lightly. I want you to think of ACO as our child. Khaled was responsible for taking care of that child. Sometimes someone can really love their child but cannot take care of that child. And it doesn't allow them to take care of this child. Khaled was no longer able to take care of the organization. He does love this organization any less, but he's no longer able to take care of it. That doesn't mean we don't want to continue to support Khaled during this time. Maybe in the future, he'll have a place at the organization again.

We have two co-chairs and they both have resigned. Jean resigned yesterday and the reason he gave was for health reasons. Jean was excluded from the investigation because part of what you do on the board is be representative for finance. Because Jean was the person who signed the two cheques, it would have been inappropriate for him to serve during the investigation. Lynne declared herself as a conflict of interest when this began. She didn't feel like she was in a position to be objective, so she removed herself.

That left us to decide how to move forward. We do have access to some resources to tap into – we got advice from the following. One person that we consulted with is the Auditor, Human Resource Specialist and a Lawyer. It's based on this advice that we planned the process. We were told we could not talk about it.

Staff Question: Haoua says the confidentiality was already broken before now.

Member Question (Brigitte): Why would a staff member reach out to me on Facebook and tell me there was illegal stuff going on?

Member Question: how many people should be on the board, how do you elect those people and now that Khaled is gone, how do we fill those positions? It should be filled by us. Khaled broke the rules.

Richard Roulx: explained the history of the months that led up to this point – questions about overspend in a certain category, cheques, vacation amount, the audit, the process that led us to this decision.

Member Question: Asked to use members of community instead of clients or participants

Member Question: Have any one of you ever done something wrong, and asked for a second chance? I have known him for 15 years. I think he deserves a second chance. Round of applause. Richard Roulx explained. We also thought he deserved a second chance: we offered him a chance to resign instead of pursuing a protracted legal and

criminal investigation which would ultimately result poorly on him. It would have jeopardized our funding from City of Ottawa (which funds this space - TLR) and we also don't know what would be the response of the AIDS Bureau. We offered him an option to fire him with cause or that he resign and in exchange for his resignation we would have offered him an employment letter to look for other employment.

Member Question (Gord): I've spoken to the funders, and it's not that they are saying that Khaled cannot stay, you came to the wrong decision. I have a letter here with 11 signatures on it (6 of whom are members), August 12th - we expect your decision to be reversed or we will issue a vote of no-confidence for the entire board.

Member Question: did you consider keeping Khaled on board? Richard Roulx: We did look at all options. We did not consider that a valid option. The Executive Director has to handle funds and hold the agency to a higher standard of ethics.

Member Question: you are moving too fast, you're making an accusation, but if I understand correctly, you also failed as a Board. Because Khaled could not have taken the funds himself. Therefore, the board did not take its fiduciary responsibilities.

Incamera -Went in camera at 8:10. Came out of Camera at 8:20 p.m.

Action Kim to talk to Sonya about in camera issue.

Meeting Adjourned 9:00 p.m. by Richard H. with rest of agenda being table to another meeting.

- 6:10-6:20pm Board decision making and leadership over next month -
- 6:20-6:40pm Membership Communication
- 6:40-7pm Staffing and ongoing ACO operations
 - Finance
 - HR
 - Communications with partners, funders
- 7-7:30 Communication to major funder

Approved by:

_____ (Executive Board Member) _____ (Date)

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