

**AIDS Committee of Ottawa Board of Directors Meeting
Tuesday December 19, 2017**

Present: Bello Mansour, Khaled Salam (Senior Advisor), Brigitte Charbonneau, Solange Kasongo, Gord Asmus, Kevin Hall, Richard Hubley (via phone), Basimise Kabemba, Jason Brophy, Ahmed Habre

Meeting chaired by Bello, started at 6:13

Agenda:

- 1. Welcome and Call to Order**
 - Approval of November 8th minutes deferred until January 10th pending transcription by Tessa Hartwick (volunteer).
- 2. Approval of Agenda- 6:15 pm**
 - Agenda amended by Gord- removed approval of minutes from November. All were in favour.
 - Motion to approve agenda made by Brigitte, 2nd by Kevin, all in favour.
- 3. Approval of Emergency Board Meeting Minutes**
 - Management not governed by collective agreement- must be changed to reflect that this is actually governed by board.
 - Policy committee to review whether or not vacation must be taken or if it can be paid out (for management).
- 4. Approval of Minutes from November (Deferred) (Minutes from this meeting and November must be brought to January meeting)**
- 5. Resignation from Board Concerning Salim Wabwire (6:28)**
 - By-law dictates that resignation doesn't need to be approved as it is effective on date of resignation- individual is released from fiduciary responsibility at this time... Gord would prefer that this detail be brought to lawyer.
 - Gord motions to accept resignation, Kevin 2nd, all in favour, motion passes
- 6. Exec Report Given by Bello Mansour (6:32)**
 - **No motions arose from exec report.**
- 7. Senior Advisor's Report Given by Khaled Salam**
 - In order to limit liability for the ACO, the Policy Committee has brought forward three policies. These policies will include the Employee Cash Advance Policy, the Signing Authority Policy and the Agency Credit Card Policy.
 - § Employee Cash Advance Policy

- Kevin feels \$5000 should be reduced to \$2500 as this will lower financial liability and prevent losses should an employee leave the agency.
- Gord suggests that amount should not exceed \$2500 discretionary by ED approval, any larger amount needs full board approval.
- Gord motions to approve amended policy, Kevin seconds motion, all in favour. Motion to amend cash advance policy to reflect a total advance of \$2500.00 CDN which may be given to an employee without full board approval. Should there be a requirement for a larger amount, the advance and the total amount must be granted unanimous board approval.

§ Signing Authority Policy

- Gord moves to approve, Ahmed 2nds, all in favour. Motion to approve Signing Authority Policy passes.
- Jason and Jean-Marie must be brought on as signing authorities.
- Khaled will contact RBC in order to have paperwork brought over to place this policy in effect.

§ Agency Credit Card Policy

- Gord moves to approve, Ahmed 2nd, all in favour. Motion to approve all of the aforementioned policies passes.

8. Report from Policy/Governance Committee

- Further discussion takes place in order to reiterate that signing authority includes any legally binding document, as outlined in the Signing Authority Policy which was approved by the board at roughly 6:35 PM on Tuesday, December 19th, 2017.

9. Report from Finance Committee (6:42)

- 2 budgets presented at last meeting
- 2 budgetary updates, one based upon original, other based on reallocated funds.
- Khaled recommends approval of reallocated budget
- Salary increase for management positions, except for the Executive Director position to be reflected in 2018 budget.
- Gay Men's Health and Wellness position will be vacant until end of fiscal year, and will be filled after the beginning of the 2018 fiscal year.
- Peer Engagement + Men's outreach positions to be filled ASAP.
- AIDS Bureau approval process
 - § Protected items in budget etc. must have AIDS Bureau reallocation approval

Jason motions to approve reallocated budget 2017-18 reallocated budget as presented by Suzanne w/ reallocation assumptions, Kevin 2nd, all in favour. Motion to approve reallocated budget for 2017-2018 passes.

- Suzanne leaving for personal reasons

- § Board discussed not moving forward w/ hiring process ASAP, without a formal posting.
 - 2 resumes received, given to Bello and Jason
 - HR update: Khaled will consult labour relations lawyer, union rep re: Men's Outreach and Peer Engagement Positions in order to resolve staffing vacancy promptly.
 - Renewable Funding Application for City of Ottawa to be completed, pending the following:
 - § Minutes from AGM need to be sent to Khaled
 - § Richard to search for annual report arising from AGM
 - ACO will be closed from Dec. 25-Jan.2
 - Board retreat/training/forum
 - § Kevin suggests that costs should be minimized
 - § Governance training proposed for January or early Feb., on a Saturday or Sunday at The Living Room
 - § Open forum component- educational forum surrounding U=U
 - Guest speakers to be contacted in order to determine date
 - Khaled to send possible dates for governance training
 - UNAIDS photos- to be taken to AIDS Bureau, page added to website, UNAIDS must be credited for all photos used
 - Programming updates etc to be assembled for funders

10. (7:29) Jason asks for volunteers to join finance committee, given Salim's resignation from board

11. Report from Nominations Committee (7:28 pm)

- 4 applications received to fill open board position

12. Board Hours Gord (7:32)

13. Other Business (7:34)

- Khaled's reimbursement cheque to ACO, which was provided to the previous board on July 6th, 2017 has been deposited to the ACO RBC Account.
- Prior to this, the cheque was in the possession of current Board Chair, Bello as of September 1st, 2017.
- Legal fees from previous board
 - Outstanding invoice from lawyer hired by previous board delivered to Suzanne, requesting payment for services rendered to previous board.
 - Fees will be paid on Thursday.
- Board and exec meetings moving forward
 - Moving forward board meetings will take place 2nd Wednesday of month 6:00 pm
 - Exec meetings 1st Wednesday of month
 - Next board meeting to take place January 10th

14. Adjournment (7:42)

