

AIDS Committee of Ottawa Board of Directors Meeting Minutes: Wednesday, June 26, 2019

Present:

Khaled Salam, Jason Brophy, Brigitte Charbonneau, Vaughn Bauman, Ali Sougou, Dare Abdullahi, Edward Barbezat, Bello Mansour, Solange Kasongo, Agness Nalwamba.

Regrets (r) / Absent (a): Jeff Potts (r), Ahmed Habré (r), Patrick Newton Bondo (r).

Bello called the meeting to order at 6:00 PM; **Quorum was met (9/12 board directors).**

1. Welcome and Call to Order by Board Chair.

2. Approval of agenda

MOVED by Edward and SECONDED by Jason that the agenda be approved, with the following amendment:

- Jason requested to add Executive Director's performance evaluation to agenda.

Motion CARRIED.

3. Presentation of Draft Financial Statements for 2018-19 by Auditor

Marc Brazeau explained his report. He began by explaining the new format of the report including summary with basis of the auditor's qualified opinion. He pointed out the Board's responsibility for "overseeing the Organization's financial reporting process" and the Auditor's responsibilities to determine potential fraud or other problems.

Main outcomes from the audit include: deficit of ~\$53K this year. This arose from a few areas: depreciation; special programming /unexpected expenses (U+U, Pride, AIDS2018 conference, expense of MOH audit); MOH request for return of salary for one unfilled position; and reconciling of cash advances to employees for expenses carrying over from one year to the next. Increasing fundraising to allow a bigger cash reserve cushion would be helpful moving forward, though the vast majority of funding comes from our two main funders (MOH, City of Ottawa).

Motion to approve the Statement of Finances 1st Vaughn, 2nd Ali.

All approved. Motion passed.

Marc also made some recommendations back to the Board based on the outcomes of this year's audit. This includes some improvements in the monitoring of cash advances and reconciliation in a timely manner to ensure finances are up-to-date; monitoring accounting of the different funding sources in real time as well to ensure clarity at year-end; and documentation of honoraria received and consideration of having a brief formal contract for services (>\$500 paid per year should entail issuing a T4A form for income tax to recipient).

4. Presentation of Draft Budget for 2019-20 by ACO Accountant

Ray presented the draft budget, based on last year's budget expenditures.

Motion to pass draft budget – 1st Jason, 2nd Edward.

All approved. Motion passed.

5. Approval of Board meeting minutes, April 17, 2019

MOVED by Brigitte and SECONDED by Solange that the minutes of April 17, 2018 be approved, with a couple of small corrections.

Motion CARRIED.

6. Committee Reporting

a. Executive Committee

Jason reported that the executive committee met twice in the last month to pre-discuss the Audit with Marc Brazeau, and again earlier today to discuss plans for the 2019 AGM.

b. Finance Committee

Jason reported that the Audit was previewed 2 weeks ago with Marc Brazeau. MOH Audit will continue.

c. Nominations Committee

Brigitte indicated that there is nothing new to report at this time.

d. Policy Committee

Jeff was not present. No updates to report from other committee members.

7. Executive Director's Report

Khaled's report highlighted the following:

- The AGM will take place on August 21st at 6PM, at ACO Living Room this year to try to reduce costs as much as possible. Documentation will be prepared to send out at least 3 weeks in advance of the proposed date.
- ACO Staff is working on their annual report, aiming to have draft version ready for next meeting
- AGM slate of candidates needs to be prepared – those with a 2 year terms from 2017 will be up for re-election if they want to stand again (Bello, Brigitte, Jason, Solange, Ahmed) and those with a 1 year term from 2018 as well (Agness). Jason asked that those Board members who are interested to stand again should let him know and share a bio to distribute by July 15th. [Bello, Brigitte, Jason, Solange, and Agness will stand again; Ahmed was not present and Jason will follow up with him.]
- Relating to the MOH Audit – they contacted us recently to let us know that they want to recommence the audit and complete it ASAP. They will attempt to do this remotely as much as possible, including email requests for additional accounting documentation and a meeting with the Board Chair & Treasurer to discuss governance issues.
- Update on arbitration with former employees – meeting on June 28th with lawyers.
- Bruce House staff & board get-together with ACO staff & board is planned for Saturday, September 14th at noon.

8. Other Business

a. Board ED Performance Evaluation

Jason updated the Board that he is working on compiling the ED Performance Evaluation report – hoping to have ready for next Board meeting.

Next meeting(s):

- **Executive Committee**
Wednesday, July 31st, 2019 at 4:00 PM.
- **ACO Board of Directors:**
Wednesday, July 31st, 2019 at 5:00 to 6:00 PM – dinner; 6:00 to 8:00 PM – Board meeting.

MOVED to adjourn (Brigitte) at 7:35 PM.