

**AIDS Committee of Ottawa**  
**Board of Directors Meeting Minutes: Wednesday, October 28, 2020**

**Present:** Khaled Salam, Jason Brophy, Bello Mansour, Ali Sougou, Brigitte Charbonneau, Agness Nalwamba, Zara Fadoul, Edward Barbezat, Jeff Potts, Ray Hall (for finances), Peter Szanto (on behalf of the Nominations Committee)

**Regrets (r) / Absent (a):** Dare Abdullahi (a), Solange Kasongo (a).

**1. Welcome and Call to Order**

Jason called this meeting to order at 6:09 PM; **Quorum was met.**

**2. Approval of agenda**

It was suggested that an Executive Committee report be added to the agenda (item # 6).

MOVED by Jeff and SECONDED by Brigitte that the agenda be approved, as amended.

**Motion CARRIED.**

**3. Approval of minutes**

**a) August 26, 2020**

Amendments to the proper names of the Policy documents highlighted in the Executive Director's report were noted.

MOVED by Brigitte and SECONDED by Zara that the minutes of the August 26, 2020 meeting of the ACO Board of Directors be approved as amended.

**Motion CARRIED.**

**b) September 30, 2020**

Minor amendments to the Finance report (item # 3) and the Executive Director's report (item # 5) were noted.

MOVED by Edward and SECONDED by Bello that the minutes of the September 30, 2020 meeting of the ACO Board of Directors be approved as amended.

**Motion CARRIED.**

**4. Financial report**

Ray presented the financial report (to September 30, 2020) indicating that revenues and expenditures are on target (at 50% of the anticipated budget). He specifically noted that:

- a) The ACO did receive the \$16,000 in lieu of the "Opening Doors" conference for COVID-related expenses and that spending is underway.
- b) While spending is "on track", it is likely that the budget allocated to staff education and training will be under-expended at the end of this Fiscal Year. If that is the case, the ACO will submit a reallocation request to the MoH.
- c) The report currently suggests an unallocated sum of \$21,686. This entry was made in anticipation of outstanding/pending expenditure receipts. All receipts are in and data entry to account for this sum is in process.
- d) The report currently suggests a year-end surplus of \$47,986. Planning is actively underway internally to ensure that these funds are fully and responsibly expended. A financial forecast will be presented for consideration at the next meeting of the Board. The surplus, in terms of funder/source, breaks down as follows (approximately)
  - \$4,000, City of Ottawa
  - \$42,000, MoH
  - \$2,000 ACO-specific
- e) Jason indicated that formal approval for the ACO's program plan and budget for this Fiscal Year was granted and communicated by the MoH.
- f) There is a remote possibility that \$4,491 from the budget for Fiscal Year ended March 31, 2019 will need to be returned to the MoH. Ray is exploring options and specific MoH requirements to mitigate this possibility.

## 5. Executive Director's Report

Khaled provided a comprehensive update, including the following highlights:

- a) Given the persistence (and increasing concerns) of the COVID-19 pandemic, services, and operations at ACO are proceeding "Status Quo" at this point. Khaled is communicating with his management team and with the ACO staff regularly to monitor the pandemic's impact and potential impact on the ACO's services and planning for contingencies is ongoing.
- b) The ACO's Thanksgiving Day observance and meal services was successful and well-received by ACO members. More than 200 full Thanksgiving dinners were distributed to members.
- c) Planning for virtual AIDS Awareness Week and World AIDS Day activities is ongoing. Khaled will share a calendar of events with the Board as soon as details and timetables are confirmed.
- d) The ACO has re-applied to the Ottawa Community Foundation (since additional funding is now available).
- e) A funding proposal was also prepared and submitted focused on Black LGBTQ mental health. Khaled will keep the Board posted in terms of decisions and next steps as is appropriate.
- f) Mandatory "OCHART" reporting for the MoH is underway and progressing well. It is due and will be delivered on/by October 30, 2020.

## 6. Update from the Nominations Committee

Peter attended to present on behalf of members of the Nominations Committee. Here shared and provided a detailed overview of the following Board recruitment tools (updated and/or amended):

1. A "Job" description that is focused on GIPA/MEPA and includes specific expectations regarding skills and candidates' specific areas of expertise (to bridge certain 'gaps' in the current (and ongoing) Board composition).
2. A comprehensive interview guide that will be employed to 'vet' potential Board recruits/candidates.

Peter also presented an overview of the current recruitment strategy, which is designed to focus first on potential candidates from within/among the ACO's current membership, and then on external postings.

After some discussion, and expression of congratulations to Peter and the entire Nominations Committee for work very well done, the following minor points were highlighted by Board members:

1. The importance of understanding and adhering to confidentiality must be highlighted in all Board recruitment documents/tools.
2. Candidate interview questions, to the degree possible, should be standardized and closely linked to the ACO's volunteer interview guide.
3. Vetting of potential Board members should focus on skills AND, with equal relevance and importance on values.
4. The Board agreed that there needs to be a very clear delineation between the responsibilities of Board members on the Nominations Committee and the ACO staff who provide administrative/operational support.
5. And, it was agreed that clarity is (will be soon) required with respect to bridging the efforts of the Nominations Committee with the work of the other ACO Committees (e.g., the Policy Committee).

Board members were advised that the Nominations Committee is prepared to make recommendations for at least one Board appointment (perhaps two). Peter was invited to the next meeting of the Board to make the presentation and/or introduce the appointee(s).

Finally, there was some discussion concerning the Terms of Reference for the Nominations Committee and for all Committees. Specifically, all Terms of Reference documents should be reviewed and updated in the near-term. Responsibility for this task should be undertaken jointly by each Committee's respective Chairs (and/or delegates) and the Policy Committee. When/IF any changes proposed have potential impact on the ACO's By-Laws, it is the responsibility of the Policy Committee to highlight that potential to the Executive Committee and the full Board of Directors.

## 7. Executive Committee Report

Jason reported that the Executive Committee met on October 26<sup>th</sup>, during which careful discussion and deliberation was focused on the Board's current composition, form, and function. Notably, Vaughn submitted his resignation from the Board, citing (among other issues) that he felt under-utilized and that ongoing communications and commitment concerns prevent his continued membership on the Board. Board members were unanimous in that Vaughn's contributions to the Board over time were valued and that his resignation was regrettable. At the same time, Board members agreed that concrete strategies must be developed and implemented in the near-term to improve the Board's function and its members' confidence in meaningful engagement going forward. Several suggestions for immediate and near-term next steps were discussed and agreed upon:

- a) Board members will review the Board's "Commitment Charter".
- b) Every effort will be made to create a more engaged atmosphere for Board members (at meetings, and between meetings).
  - Board meetings will be scheduled with set dates/times each month.
  - The notion of implementing a "rotating Chair" approach for future Board meetings will be explored in earnest.
  - Board members will commit to specific fundraising efforts in the coming weeks (e.g., seeking donations for Red Scarves, since COVID-19 will prohibit the usual distribution this year).
  - At the next Board meeting, we will "take stock" of the current Committees and their compositions, and each Board member will agree to assuming an active role on at least one of the Committees going forward. At the same time, current Committee Chairs will commit to actively engaging Committee members and to convening Committee meetings AT LEAST quarterly going forward.
- c) The Executive Committee will discuss the potential for a fulsome Board Orientation "retreat" in the coming weeks. Board members agreed that meeting in January would be ideal (and that the orientation retreat be followed (soon after) by a facilitated meeting focused on fundraising).

## 8. Next meeting(s) (to be convened by Zoom):

- **Executive Committee**  
Monday, November 12, 2020 at 4:00 PM.
- **ACO Board of Directors:**  
Wednesday, November 25, 2020 at 6:00 PM.

**MOVED to adjourn (Brigitte) at 8:09 PM.**