

AIDS Committee of Ottawa Board of Directors Meeting Minutes: Wednesday, June 13, 2018

Present: Khaled Salam, Brigitte Charbonneau, Richard Hubley, Jeff Potts, Jason Brophy (by telephone), Olabimpe Ololade, Anique Wallace, Vaughan Bauman, Bello Mansour, Ahmed Habré

Regrets: none received

Absent: Solange Kasongo, Basimise Kabemba, Edward Barbezat

Meeting Called to Order at 6:02 PM; **Quorum met.**

1. Approval of agenda

MOVED by Ahmed and SECONDED by Richard that the agenda be approved as presented.

Motion CARRIES.

2. Approval of Board meeting minutes

- a. **April 11, 2018:** with minor changes noted, it was MOVED by Jeff and SECONDED by Brigitte that the minutes of the April 11, 2018 meeting of the Board of Directors be approved, as amended. With one (1) abstention, **motion CARRIES.**
- b. **May 9, 2018:** with minor changes noted, it was MOVED by Richard and SECONDED by Jeff that the minutes of the May 9, 2018 meeting of the Board of Directors be approved, as amended. **Motion CARRIES.**

3. Committee Reporting

a. Executive Committee

Bello provided a report-back from the May 23rd meeting with representatives of the Ontario AIDS Bureau. It was noted that the meeting went quite well, with only a few additional questions and/or requests for clarification from Bureau representatives – all of which Khaled will action (in collaboration with Bello and/or Jason). Of particular note:

- Salary increases for non-management employees are approved, with the AIDS Bureau's full support.
- Bureau representatives reiterated their request that specific attention is afforded the salary advance policy to ensure that an amended policy is approved and in effect by the ACO's annual general meeting. Jeff will work with the Policy Committee to ensure that this requirement is met.
- Khaled will provide Bureau representatives with the documents indicated below within the next week:
 - An updated staff list and an updated Board of Directors list.
 - A copy of the ACO's Conflict of Interest Policy.
 - A copy of the Board of Directors' work plan (once approved).
 - A copy of the ACO's client satisfaction survey and a report highlighting its results.
 - Promotional and program materials related to the U=U Community Forum.

Board of Directors' Work Plan

A copy of the Board of Directors' work plan for Fiscal Year 2018-19 was circulated and reviewed in detail. The following minor changes were made:

- At Line 4.4, Review governance policies, change timing to As Required.
- At Line 4.5, Approve governance policies, change timing to As Required.
- At Line 4.7, Review bylaw changes, change timing to As Required.
- At Line 4.8, Approve bylaw changes to recommend to members, change timing to As Required.
- At Line 4.9, Director recruitment and nomination, change timing to As Required.
- At Line 4.10, Appoint Board Officers..., change timing to August.
- At Line 4.11, Conduct Board orientation, change timing to August.

- **ADD Line 4.18**, AGM activities, including establishing a “steering committee”; indicate June, July, August, and As Required for timing.

MOVED by Vaughan and SECONDED by Richard that the Board of Directors’ Work Plan for Fiscal Year 2018-19 be approved with minor amendments noted.

Motion CARRIES.

Side note: it is understood that AGM-related activities include but are not necessarily limited to membership list update(s), venue confirmation, development of the agenda, official notification/notice, Board recruitment/election processes and establishment and communication of the “slate”, and communications related to the audited financial statements.

AGM Planning Committee is struck, its members include: Jeff (Committee Chair), Vaughan, Brigitte, Bello, Jason, and Khaled. Jeff will coordinate the group’s meeting schedule electronically, without delay.

b. Finance Committee

Khaled reported that the Auditors were on-site for the week of June 4-8, 2018 and that the process went very well. Auditors anticipate a total surplus of \$325.00 for Fiscal Year 2017-18. Given that the approved/signed audited statements are due to the ACO’s funders by June 30, 2018, a special meeting of the Board of Directors is scheduled so that the Auditor may present his findings and all relevant reports for approval.

Date and time: June 20, 2018 at 6:00 PM

Location: 233 Gilmour.

Khaled confirmed that the AIDS Bureau has approved on ONGOING increase to the ACO’s base-funding in the amount of \$14,800 annually. Further to the earlier note regarding salary increases for non-management staff (i.e. a 4% increase for each employee, effective April 1, 2018), the increases are reflected in the revised annual budget (circulated).

MOVED by Olabimpe and SECONDED by Richard that the revised annual budget, inclusive of the salary increases for the ACO’s non-management employees, be approved as amended.

Motion CARRIES.

c. Nominations Committee

Brigitte reminded Board members to complete their ‘matrix forms’ as soon as possible and return them to Richard. A completed roll-up report is due by the end of the month and should be ready for presentation to the Board of Directors at its July meeting.

d. Policy Committee

Jeff reported that, while the Policy Committee has not yet met officially, email communications are underway and focused efforts, in the near-term, will be on finalizing the ACO’s updated salary advance policy (as noted earlier). Other areas of future (medium-term) focus include:

- Overarching review of all policy documents to ensure consistency, accuracy, and up-to-date language/directives.
- A review of the police records check and reliability screening standards to determine whether a related ACO policy is appropriate.
- Development of a comprehensive Board Orientation Manual/Guide.

4. Executive Director's Report

» MOVED by Richard and SECONDED by Vaughan that discussions go 'in-camera' at 6:40 PM.

Motion CARRIES.

» MOVED by Jeff and SECONDED by Olabimpe that discussions come 'out-of-camera' at 7:10 PM.

Motion CARRIES.

MOVED by Richard and SECONDED by Ahmed that the Board approve, with immediate effect, the revocation of Dan Maskell's ACO membership and that Mr. Maskell be advised in writing (electronically and by regular post).

Motion CARRIES.

MOVED by Richard and SECONDED by Anique that the Board of Directors approve the content of the "Cease and Desist Notification" prepared by Sevigny and Westdal and authorize its delivery to Mr. Maskell with immediate effect.

Motion CARRIES.

Jeff gathered board hours.

MOVED to adjourn (Brigitte) at 7:30 PM.