

AIDS Committee of Ottawa

Board of Directors Meeting Minutes: Wednesday, June 23, 2021

Present: Khaled Salam, Jason Brophy, Edward Barbezat, Dare Abdullahi, Sahazia Ouédraogo, Ali Sougou, Jeff Potts, Solange Kasongo, Agness Nalwamba, Andrea Prajerová, Saina Beitari, and, by invitation, Marc Brazeau of Marcil Lavallée (for presentation of the audited financial statements)

Regrets (r) / Absent (a): Brigitte Charbonneau (r), Zara Fadoul (r)

1. Welcome and Call to Order

Jason called this meeting to order at 6:10 PM; **Quorum was met.**

2. Audited Financial Statements (for fiscal year ended March 31, 2021)

Marc Brazeau provided Board members with a comprehensive review of the audited financial statements for fiscal year ended March 31, 2021, highlighting (at the outset) that the ACO financial health and wellness reflected in the statements represent the persistent challenges presented by COVID-19. Without exhaustive detail, he highlighted that:

- The ACO realized slightly less than \$1.14 million over the fiscal year.
- Donations appear lower than those of the previous year, but this is attributed to the one-time donation made by the Snowy Owl Foundation.
- Operating expenses are higher due to a slight increase in rent and reflecting the COVID-specific funds that the ACO received for programs and project materials.
- Net assets at year-end are \$145,876:
 - \$20,421, unrestricted funds
 - \$74,820, capital assets
 - \$50,635, the Chisholm memorial fund
- Net assets recognize amortization.
- \$28,000 in HST recovery is expected.
- There are no monies owing to the Ministry of Health.
- ViiV funding (\$6,600) will be expended in future.
- There were no questions or concerns of note for the Board of Directors.
- There were no corrected errors.

With sincere gratitude to Marc, and to Ray and Khaled for their hard work and commitment to the audit process, it was **MOVED** by Jeff and **SECONDED** by Dare to accept the audited financial statements for fiscal year ended March 31, 2021, as presented. **Motion CARRIED.**

3. Approval of agenda

Following Jason's official opening remarks (at 6:31 PM), it was **MOVED** by Edward and **SECONDED** by Jeff that the meeting agenda be approved with the following changes:

- Strike presentation of the Financial Report (note: a quarterly financial report will be presented at the July meeting of the Board).
- Strike report from the Financial Committee (except for a brief discussion related to Zara's temporary absence).

Motion CARRIED.

4. Approval of minutes

4.1. Minutes of **May 19, 2021**: with minor changes to the strategic planning representatives, the Policy Committee report, and the ED's report (re. COVID vaccinations), it was **MOVED** by Jeff and **SECONDED** by Dare that the minutes of the May 19, 2021 meeting of the Board of Directors be approved as amended.

Motion CARRIED.

5. Financial report

- The financial report was deferred to the next meeting.

6. Committee Reports:

6.1. Finance Committee

Jason reported that Zara will be taking a temporary leave of absence from the Board of Directors (until September 2021). This necessitates a short-term replacement Treasurer. Following brief discussion, **Dare** agreed to accept the temporary role as Acting Treasurer.

6.2. Executive Committee

Jason reported that the Executive Committee's primary focus since the Board last meeting was on the ACO's strategic planning process. He noted that San Patten has completed the survey tool and will be setting up key informant interviews shortly. Jason also noted that it was agreed to "piggy-back" the Board of Directors' focus group onto the agenda for the July meeting (one hour, starting at 6:00 PM). The outreach/feedback process will be ongoing to July 28, 2021.

The Executive Committee also focused attention on the ongoing need for succession planning processes. More detail is provided within the Policy Committee report.

6.3. Nominations Committee

There was nothing to report.

6.4. Policy Committee

Jeff followed up on Jason's brief comments re. succession planning. Specifically, Jeff reported that following careful consideration and discussions with Khaled and the Executive Committee, it was agreed that succession planning is/ought to be a four-part process:

First: succession planning during unexpected/emergent/short-term absence(s) of the Executive Director is an internal process that should be addressed with an internal "directive" document. Jeff will prepare a first draft for Khaled's and the Policy Committee's review prior to presentation to the Board.

Second: succession planning for unexpected/emergent/short-term absence(s) of Board members is a process that is internal to the Board and should be reflected as a "directive" in the Board's Governance Policy and/or Orientation Manual. One specific exception was discussed and agreed upon: **if the current Board Chair (Jason) is unexpectedly absent or unable to perform his duties as Chair, Bello will assume the role of Acting Chair.**

Third: It is appropriate that longer-term succession planning for the Executive Director's position be reflected in a formal policy document that is routinely reviewed and approved by the Board of Directors. It was agreed that this policy should be developed by the Policy Committee, in collaboration with Khaled and the Executive Committee.

Fourth: it is appropriate that longer-term succession planning for the Board of Directors (between Annual General Meetings and the normal elections process) be reflected more concretely as a sub-section of the short-term directive outlined in the Governance Policy and/or Orientation Manual. It was agreed that the Policy Committee would formulate proposed policy language in collaboration with the Executive Committee and with Khaled.

6.5. Executive Director's Report

Khaled reported that:

- The ACO's 2021 Annual Report will launch at the September Annual General Meeting, reflective of a "year-book" style. Peter will take photographs of new Board members at the July meeting of the Board. A draft will be presented to the Board at its August meeting.
- The targeted COVID-19 vaccination clinic held of May 21st and 22nd was successful. By the end of the weekend, approximately 450 ACO members, family members, staff and volunteers had received their first dose. The interest was so great that the Bruyère opened a clinic simply to focus on the wait list. Further, negotiations are ongoing with respect to "fast-tracking" a clinic for second doses. Khaled will report back as soon as possible.
- The ACO launched the new Sexual Health Clinic on June 21st. This is a low-barrier clinic focused on clients who are most-marginalized where no health card is required to access services. Clinic visits are by appointment only on Mondays from 5:30 PM to 8:30 PM. For referrals, clients can call the Ottawa Ontario Health Prevention Clinic directly, or they can contact Cory or Haoua. ACO staff will be present: the Prevention Clinic will pay the wages for a greeter/receptionist and for a data entry clerk, both of which the ACO will hire and be responsible for in terms of oversight and management.
- June 21st was National Indigenous Day. The ACO held successful events in collaboration with [OAHAS](#) and the [Wabanow Centre for Aboriginal Health](#).
- Funding (\$5,000) for the ACO's nutrition program is forthcoming from MAC AIDS.
- In collaboration with the [Canadian Council of Muslim Women](#), the ACO is negotiation with the Council's local representatives to offer an Ottawa-based "Train-the-Trainer" certification Webinar focused on anti-Islamophobia. More information will be shared once available.
- Pride Week planning is underway; details to follow at the July meeting of the Board.
- Strategic Planning process:
 - The focus group for ACO staff is schedule for July 7th.
 - Three client-centred focus groups will be schedules, as will key informant interviews with the ACO funders and community partners.
 - The survey will be launched, in both official languages, on July 15th. Participants will have a chance to win a \$50 gift card (through a draw).

7. Other business

7.1. Ice breakers (to open Board meetings)

Board members were asked whether the Ice-breaker approach to opening each of the Board's monthly meetings was valuable and/or if they should continue. Most Board members present agreed that they are and that they should continue. It was agreed that San Patten would be invited to prepare an icebreaker to open her Strategic Planning focus group at the Board's July meeting.

7.2. Email management

After some discussion, it was agreed that all Board members should have access to and maintain an ACO-specific email address for "official Board business." However, it was also agreed that, to help ensure efficiency and ease-of-access, ACO addresses should auto-forward to Board members' personal email addresses. Jeff agreed to set up a Board distribution list that includes both email addresses for all Board members under a single header.

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

- **Executive Committee**
July 12, 2021, at 4:30 PM
- **ACO Board of Directors:**
July 28, 2021, at 6:00 PM

Dare MOVED to adjourn at 7:35 PM.

DRAFT