



## Minutes of Board Meeting February 9, 2015

**Present:**

Board Members:

Virginia Bartley, Penelope Hopkins, Alvin Starkman, Duane Webster, Lynda Wilde

Guests:

Christine Burke, Cliff Hinderman, Doug Hopkins, Jeff Nugent, Sandy Thomson, Linda Sheesley

**Regrets:**

John Rollins

**1. Approval of Agenda**

*Moved Virginia (Duane) to approve the agenda as circulated.*

*Motion carried*

**2. Approval of Minutes for September 15<sup>th</sup>, 2014 Meeting**

*Moved Duane (Lynda) to approve the Minutes as circulated.*

*Motion carried*

**3. Business arising from the Minutes**

(a) Service Clubs/Chamber of Commerce in Oaxaca

Alvin noted that he was not comfortable making cold calls and had not contacted the service clubs or the Chamber of Commerce.

***Action Item: When possible, Board members will ask service club members of their acquaintance to mention CANFRO's work in their local chapters, and direct questions to Penny from any service clubs interested in learning more, or in contacting a related service club in Oaxaca.***

Alvin wondered if CANFRO might contact various Canadian businesses operating in Oaxaca (mentioning, for example, Fortuna Mines), to see if there could be any interest in corporate donations.

Penny suggested tabling this matter until June to allow a better read on current operations. Sandy Thomson supported tabling

the matter further, until CANFRO has more fully developed fundraising objectives, policies and procedures.

***Action Item: Sandy will provide a sample of fundraising policies and procedures to Penny ASAP.***

(b) Monitoring Compliance/Bylaw/Queen's Business Law Clinic

Virginia reminded Board members that the proposed Ontario Not-For-Profit Corporations Act (ONCA) is still not in effect and is not expected to be in effect until 2016, at the earliest. Some of the proposed changes under this law will affect CANFRO's corporate structure, as well as its By-Law. Virginia is monitoring the situation.

***Action Item: As the date for ONCA coming into effect approaches, Virginia will prepare a proposed new By-Law compliant with its terms and present it for Board approval at the first meeting after the effective date of the legislation.***

Penny reported that John has received some new information from the Ontario government about compliance under ONCA.

***Action Item: Either John or Penny will provide this new information to Virginia ASAP.***

Virginia advised Board Members that, despite two emails to the Queen's Business Law Clinic, she has received no reply. Although this lack of response bodes ill for any ongoing relationship with the clinic, she will contact it again before the Annual Meeting to see if it can offer any assistance, especially around compliance issues under ONCA.

***Action Item: Virginia will contact the Queen's Business Law Clinic again in August to ascertain whether it can be of any assistance to CANFRO. She will report on this contact at the Annual Meeting.***

(c) Facebook

Doug Hopkins addressed this issue and suggested that, before further work is done on a Facebook presence for CANFRO, Board Members might want to develop a clearer sense of what that presence might ideally be and do.

Jeff Nugent reminded Board Members that a CANFRO presence on other social networking sites could be just as helpful as Facebook presence.

Board Members generally agreed that work should proceed on CANFRO's social media presence. They also agreed that

changes affecting one presence should likely affect all simultaneously, and that efforts to keep CANFRO current on social media would have to be well coordinated.

**Action Item: Jeff will consider taking on CANFRO's social media presence as a project. Initially, he will speak to his social media contact person in a BC Crown corporation.**

**Action Item: An ad hoc CANFRO sub-committee (Lynda, Penny, Jeff and Doug) will meet ASAP (within a week) to discuss CANFRO's website and social media presence.**

(d) Media Release Tab on Website

Penny noted that she is presently using the announcement banner on the CANFRO website for any updates and releases. Lynda suggested that a specific "newsflash" link could be added. The matter was deferred to the meeting of the ad hoc committee.

(e) Oaxaca Times/Oaxaca Calendar

Virginia reported that she has placed announcements about CANFRO (slightly amended versions of the original 2014 media release) in both the Oaxaca Times and the Oaxaca Calendar.

(f) Insurance

Virginia had nothing new to report on the matter of insurance. The question of insurance was tabled to the next Annual Meeting.

**Action Item: Prior to the next Annual Meeting, Virginia will make fresh inquiries about the need for insurance and report to the Board at the meeting.**

(g) Minutes on Website

Penny advised the Board that, starting immediately, approved Minutes of Board meetings will be placed on the website. Project Manager Reports may follow. The Board will consider this at a future meeting.

Meanwhile, Sandy suggested, Project Managers could produce some short, anecdotal reports for the website, as these can really encourage donations.

**Action Item: Project Managers will prepare brief, upbeat reports about some aspect of their project, or some recipient of project funds, and provide the reports to Penny by the end of March.**

(h) Forms

Penny reminded Board Members that no funds can be removed from any CANFRO account without a request to and approval by the Board. This is consistent with the CRA requirements that CANFRO direct and control its funds.

Some of the forms designed to effect transfers and disbursements have compatibility problems between use on Apple computers and use on pcs.

***Action Item: Penny will keep working on the compatibility problems, especially as they affect Alvin's projects. Virginia will work with Alvin as well, if he needs additional help.***

(i) Bookkeeper

Penny noted that she has identified a bookkeeper to assist John and reminded Board members that, at the last Board meeting, funds of up to \$200 were approved to support a bookkeeper's work.

It now appears that significant revision of the CANFRO accounts will be needed to maximize efficiencies in reporting and tracking, as well as transferring and disbursing. However, there is likely now no further need to hire a bookkeeper as a replacement for John has been identified and will take over as Treasurer at the next Annual Meeting. The next Treasurer, subject to Board approval in due course, will be Barbara Royce-Payne.

There was some general discussion about the need for the Treasurer to be a Board Member. Sandy and Virginia, for different reasons, felt strongly that the Treasurer must be a Board Member.

(j) Book Project Donations/Bank Fees

Lynda asked that this matter be deferred until later in the meeting.

(k) Repayment of Loan for CEI Account Balance

Penny reminded the Board that she originally made a 10,000 MP loan to CEI to establish a low-fee bank account. The Board approved repayment of 5,000 MP at its last meeting. She will ask the Board to approve repayment of the remainder at the June or the September meeting, depending upon the state of the CEI books.

(l) Lila Downs Concerts as Fundraisers

Alvin did not have a great deal of specific information about upcoming concerts, one of which will apparently be in May. He agreed to check into this.

**Action Item: Alvin will provide promotional material about CANFRO for concerts and report again about these concerts at the June meeting.**

(m) CORAL

Alvin noted that there has still been no account established at CORAL for CANFRO purposes. There is approximately \$20 in a Canadian account he established, pending further activity. Alvin's former liaison person is no longer with CORAL.

Alvin suggested that we stand The Hearing Aid Project down in some way and focus on the programs that are well established and well funded.

Further discussion of the matter was deferred to later in the meeting.

(n) Agents and Administrative Fees

Penny noted that some CANFRO agents are still confused about deduction of administrative fees from donations. Board Members agreed that it should be individual Project Managers, working with their Agents, who should clarify this matter.

**Action Item: Penny will work with Project Managers, as needed, to ensure that CANFRO Agents understand the administrative fee structure and its implications upon donations and disbursements.**

#### 4. President's Report

Penny advised Board Members about the annual CRA report form, the T3010, used to inform the government about all funds taken into corporate accounts, removed from those accounts and held as yet-to-be-disbursed funds.

**Action Item: Penny will distribute this form to Board Members and ask Project Managers to complete them, as required. They are due within six months of the end of each fiscal year.**

#### 5. Treasurer's Report

Penny gave the Treasurer's report, after consulting with John. She circulated a résumé of CANFRO project accounts on December 31st, 2014 or January 31st, 2015, depending upon the state of paperwork in

those accounts. She also circulated a summary of the accounts for the period ending July 31st, 2014. She reported that Project Managers will soon be receiving monthly, updated spreadsheets relevant to their projects. The spreadsheets will reveal all funds in and out of project accounts. The Treasurer will ensure that such funds are correlated with disbursements made, administrative fees deducted etc.

***Action Item: Project Managers will work on making sure that information is passed swiftly between Agents, Projects managers and the Treasurer at the end of each month.***

***Action Item: In preparation for a report to the CRA, Project Managers will work with Penny to prepare year-end spreadsheets (July 31<sup>st</sup>, 2015) containing as much specific detail as possible.***

Christine Burke inquired about publishing data from the spreadsheets on the website. Sandy suggested that the most straightforward way to present financial data might be by a pie chart. There could be multiple pie charts: one for each project and one for administrative funds.

## **6. Project Managers' Reports**

### **(a) Tutor Project**

Lynda noted that this project received sufficient donations to allow generous disbursements to tutors in December and January. She also noted that records for this project are in good shape and that information is flowing quite smoothly.

### **(b) The Advanced Education Project**

This project, as Lynda has reported previously, is unwieldy to manage to CRA satisfaction. There are some funds in the project bank account, but it is extremely difficult to disburse them for receiptable expenditures. Over time, appropriate disbursements will be possible to close the account, but generally the project needs to be rethought.

*Moved Lynda (Alvin) that funds currently in the Advanced Education Project account be disbursed, when appropriate, that all other activities related to the project be suspended, and that the project itself held in abeyance until further a further motion for Board action.*

*Motion carried.*

### **(c) The Book Project**

Lynda reported a small, short-term deficit in the account for this project, one that was subsequently addressed by additional

donations. The deficit arose because of ongoing issues arising from deduction of administrative fees from donations.

***Action Item: Lynda and Penny will meet with Libros para Pueblos to address these issues.***

Penny noted that she has been reviewing the CANFRO donation forms and hopes to make them clearer with respect to the deduction of administrative fees.

***Action Item: Penny, Lynda and Virginia will work on making the forms clearer.***

(d) The Hearing Aid Project

Alvin again raised the issue of dormancy of CORAL operations. He suggested a motion to deal with the Hearing Aid Project, similar to the motion, above, dealing with the Advanced Education Project.

There remains some question still as to whether there is an account open for CANFRO purposes at CORAL and what CORAL's plans actually are with respect to CANFRO . Alvin will check again to see what he can learn before the Board takes further action.

***Action Item: Alvin will make a final attempt to see what, if anything, can be learned about the status of CORAL efforts to work with CANFRO and report to the Board at the next available opportunity.***

(e) The Women's Project

Alvin reported on the two young women being supported through this project. He also reported that computer difficulties render it hard for him to deal with the monthly spreadsheets, etc.

***Action item: Penny will work with Alvin to assist with monthly reporting for bank balances and monthly correlating for spreadsheets.***

(f) The School Sponsorship Project

Penny noted that some 30 students are now being supported by this project, through 35 donors, from primary school to professional levels of study.

Penny also described the enormous amount of time and effort put into accounting for the project by CEI staff. The time and effort will result in an effective donor-tracking tool that may have widespread use for CANFRO.

*Moved Penny (Virginia) that CEI be invited to bill CANFRO for a portion of the costs for its accounting staff time, up to the amount of 4,000 MP.*

*Motion carried*

**7. New Business**

- (a) Records Keeping/Oaxaca Accounts

Deferred to next meeting

- (b) Fundraising (Audit)

Deferred to next meeting.

**8. Next Meeting**

Board members agreed that the next meeting will be on Monday, June 1st, 2015, at Virginia's place in Kingston, at 5:00 p.m.

**9. Adjournment**

*Moved Duane (Alvin) that the meeting be adjourned.*

*Motion carried*