



CANFRO

Minutes of Board Meeting February 10th, 2014

Present: Board members: Virginia Bartley, Penelope Hopkins, John Rollins, Alvin Starkman, Duane Webster, Lynda Wilde

Guests: Doug Hopkins, Sandy Thomson

1. Approval of Agenda

Moved John (Duane) to approve the agenda as circulated.

Motion carried

2. Approval of Minutes for September 23rd, 2013 Board Meeting

Moved John (Lynda) that the Minutes for the September 23rd, 2013 Board meeting be approved as circulated.

Motion carried

3. Business Arising from the Minutes

(a) Donations Overview

Penny confirmed that there are now three effective methods to make donations: a downloadable form on the website that can be mailed to CANFRO with a cheque, a payment that can be made through PayPal (which now charges a lower fee because CANFRO has received CRA approval as a registered charity), and a payment that can be made in cash in Oaxaca to one of the CANFRO partners, using the hard copy forms provided.

Board members decided that, if money is received without directions as to allocation, the Board itself will decide upon its use.

(b) Donations Procedures:

Penny and John circulated two documents, one titled "Financial Policies and Procedures" and the other "Receipts". These represent standard operating procedures (SOPs) as of the date of the Board meeting.

The first document updates general procedures, both in Canada and in Oaxaca, for receiving, recording, banking, transferring, tracing and acknowledging donations to each CANFRO project.

The second document details individual responsibilities of CANFRO's agents, its Treasurer and its Project Managers for receiving and acknowledging donations, as well as tracking expenses.

Virginia noted that SOPs should be created for all CANFRO operations, as should job descriptions for CANFRO Officers and Project Managers. These should be kept with the corporate records, and in the interests of transparency, made available through the website. Virginia confirmed that the Board must regularly review and update SOPs.

Action Item: CANFRO officers and Project Managers will draft their own job descriptions (one common to all Project Managers). Alvin will draft the latter.

(c) Annual Tax Return:

John reported that he completed and filed the annual tax return, and that its receipt was acknowledged by CRA.

4. President's Report

Penny happily reminded those present that this was the first CANFRO Board meeting as a registered Canadian charity. All the preliminary work with CRA now behind her, she described her ongoing work as ensuring compliance with both provincial and federal corporate and taxation requirements.

Penny noted that Ontario regulations for not-for-profit charities might affect the number of Directors required on the Board.

Action Item: Virginia will check into relevant provincial and federal legislation to ensure any changes affecting CANFO are brought to the Board's attention.

5. Treasurer's Report

- (a) Income/Expense Statement:
- (b) Project Funds Reports:
- (c) Financial Records:

John provided a package containing these documents and described the work he had done to improve the financial recording and tracking systems.

(d) Receipts:

As noted above, an SOPs document titled "Receipts" was presented to the Board. It details individual responsibilities of CANFRO's agents, its Treasurer and its Project Managers for receiving and acknowledging donations, as well as tracking expenses. It also provides a form of receipt for funds distributed to individuals in Oaxaca.

John reported that he has created a written receipt to be mailed to donors. Board members agreed that receipts should, in the first instance, be provided electronically. Written receipts can follow upon request. Project Managers need to carefully monitor information from donors to their projects to ensure that all necessary information is provided (full name, email address, street address etc.)

Action Item: Sandy will show John how to create a "drop-in" signature for electronic receipts.

To properly allow for project-by-project tracking for receipt numbers, receipts will bear project identifiers as follows:

HAP Hearing Aid Project
WP Women's Project
BP Book Project
AEP Advanced Education Project
TP Tutor Project
SSP School Sponsorship Project
FP Food Project

Moved Duane (Lynda) to accept the Treasurer's Report as circulated.

Motion carried

6. Project Managers' Reports

Lynda, for the Advanced Education Project and the Tutor Project, noted that established financial and reporting systems seem to be operating well. However, the bank account established for CANFRO funds relevant to these projects is a personal, rather than a business one. The bank account established for the Book Project is one characterized as being "in trust" for CANFRO.

Action Item: Lynda will draft a letter making it clear that the personal bank account has been established on behalf of CANFRO and that the person in whose name it has been established is acting as an agent for CANFRO with respect to all funds passing through that account. Lynda will sign this letter, as CANFRO representative, as will the person in whose name the account has been established. A copy of the letter will

be retained in the corporate records. This letter will be a template for use in similar situations with other projects.

Action Item: John will continue to work with Project Managers to resolve any issues pertaining to establishing and maintaining bank accounts.

Alvin, for the Women's Project, noted that he will speak to its board about opening a bank account for CANFRO funds forthwith. He will make a deposit, repayable over time, to open and sustain the account. For the Hearing Aid Project, Alvin noted that he is still trying to meet with representatives to move forward on establishing a bank account for CANFRO funds.

John reported that he hopes his father will make a significant donation to the Hearing Aid Project, and that any donation received can in part be used to open the necessary CANFRO bank account.

Penny, for the Food Project and the School Sponsorship Project, noted that some updating of corporate documents at CEI has led to a delay in opening bank accounts to handle CANFRO funds. She predicted that these will be established and that procedures will be up and running in the spring. Penny has transferred funds to CEI to hold and use to open the two bank accounts as soon as possible.

7. New Business

(a) Bylaw Amendment:

Virginia reported that Bylaw #1 will need a further amendment to reflect changes made to the corporate objects in the Supplementary Letters Patent.

Action Item: Virginia will draft an amended bylaw and circulate it for approval at a special meeting of the Board.

(b) Business Cards:

Lynda reported that these have been printed and distributed to all Board members who initially ordered them. She exhorted people to distribute them widely.

Action Item: Lynda and Virginia will have cards made for and sent to Duane.

(c) Facebook:

Lynda suggested that establishing and maintaining a CANFRO Facebook page is another way to disseminate information and attract potential donors.

Action Item: Doug will take leadership on this matter.

(d) Communications:

Virginia has drafted a Media Release for immediate distribution. She will refine it according to suggestions received.

Action Item: Virginia will send the amended Media Release to various recipients in Oaxaca at the first opportunity (Oaxaca Times, Oaxaca Calendar and Oaxaca Lending Library [for its newsletter]). She will provide the Media Release to Project Managers as well, for inclusion in various project newsletters.

Sandy suggested that the notation "Inc." be removed from publications, including the website, so that the public will not be led into thinking that CANFRO is somehow a for-profit organization.

Action Item: Penny will take the leadership on this.

8. Next Meeting

Board members agreed that the next meeting will take place on Monday, May 26th, 2014, at Lynda's home in Kingston, Ontario, at 4:00 PM.

9. Adjournment

Motion by Duane (John) that the Board meeting be adjourned, to be followed immediately by the first Strategic Planning Meeting, facilitated by Sandy.

Motion carried