



CANFRO

Minutes of Board Meeting September 15th, 2014

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

1. Approval of Agenda

Moved John (Lynda) to approve the agenda as circulated and amended.

Motion carried

2. Approval of Minutes for May 26th, 2014 Meeting

Moved John (Duane) that the Minutes be approved as circulated.

Motion carried

3. Business arising from the Minutes

(a) Roles and Responsibilities

Virginia presented a previously circulated document detailing the roles and responsibilities of CANFRO Officers, Project Managers, Board members and volunteers. She noted that these might have to be amended from time to time, as roles change naturally and as legislation affecting Board operations may require.

Moved Lynda (Duane) that the document detailing roles and responsibilities be approved and made available on the website.

Motion carried

(b) Canadians in Oaxaca

Alvin reported that he has not yet contacted Oaxaca-based service clubs or the Oaxaca Chamber of Commerce to see if those groups could help CANFRO access information about Canadians in Oaxaca. He noted that service clubs, relying as

they do upon donations, might be reluctant to share information without some sort of *quid pro quo*.

Action Item: Alvin will look into contacting these organizations to see if they are willing to simply provide the information we seek. He will report to the Board at the next meeting.

(c) By-Law Amendment

Virginia circulated a draft new by-law reflecting the changes likely to be required by the Ontario Not-for-Profit Corporations Act (ONCA). ONCA will not come into effect before 2016. There may be some amendments to it, so Virginia suggested putting the matter of passing a new by-law on hold until all changes to ONCA are clear. When passed, the new by-law will supplant CANFRO's current By-law #1, as enacted in February, 2012, and amended in June, 2012 and May, 2014.

Action Item: Virginia will continue to monitor current and proposed federal and provincial legislation to ensure CANFRO's compliance with the law and to prepare a new by-law addressing CANFRO's operations. She will report to the Board as needed.

Virginia also noted that she has contacted the Business Law Clinic at Queen's University to ask if it can assist CANFRO with organizational, procedural and compliance matters. The clinic, if it accepts CANFRO as a client, will provide its services free of charge.

Action Item: Virginia will follow up with the Business Law Clinic and report to the Board at the next meeting.

(d) Business Cards

Duane indicated that he wants some business cards. Lynda noted that the template is no longer available.

Action Item: Duane and Lynda will work together on the matter of business cards.

(e) Facebook Page

Penny reported that her husband, Doug, is still working on this. CANFRO still has a bare presence on Facebook. Doug needs to learn how to make the page operative and Board members agreed that they will look for people to help him.

Action Item: John will ask a colleague of his, Lois Woodall, if she might be willing to assist Doug and to give CANFRO a functional Facebook presence. He will report on this matter to Penny and Virginia.

Action Item: If Ms. Woodall cannot assist, Virginia will advise Board members, who can then try to find someone else. Board members will report to Penny and Virginia if they find such a person.

(f) Website

Media Releases:

Lynda asked how best the CANFRO website can be used to share news about CANFRO operations.

Action Item: Penny will arrange to have a new tab on the website to allow for this, and report to the Board at the next meeting. The tab will be labeled “Breaking News”, or “News Alerts”.

Action Item: Virginia will contact the Oaxaca Times and the Oaxaca Calendar to see if they will re-publish a version of the CANFRO media release. She will report to the Board at the next meeting.

(g) Insurance

Board members briefly discussed this issue again. Virginia reported that she has requested a quote for “world wide coverage”, which is the only kind that might cover the activities of CANFRO agents in Oaxaca. The quote, which was to be received by the date of the Board meeting, has still not been received. The most recent quote for directors’ and officers’ activities within Canada is now quite dated.

Alvin reported that his contact in Mexico is not willing or able to provide coverage for a multi-country operation.

The value of insurance for directors and officers (and agents) really lies in the assurance it would afford to possible government and other funders, once CANFRO begins to submit serious proposals for donations. Board members agreed that, as we are still in the stages of refining our procedures and reporting structures, these proposals are not likely to be submitted before the 2015-2016 financial year.

Board members agreed to defer further discussion about insurance until the February, 2015 Board meeting.

Action Item: Virginia will continue her investigations into insurance coverage and will report to the Board at the next meeting.

Transparency:

Penny noted that it is now possible to post minutes of meetings, SOP documents, documents detailing roles and responsibilities, financial documents, etc. on the website for public view.

Action Item: Penny will see that this information is posted on the website forthwith.

(h) Financial Forms

Penny reported that the forms designed to support requests from Project Managers to transfer and disburse funds have presented some technical problems.

Action Item: Penny will continue to work on the forms to make them compatible and user-friendly for both PC users and Mac users. She will report to the Board at the next meeting.

(i) Strategic Planning

Penny and John described the painstaking, time-consuming work of the Treasurer and John indicated that he would like to be immediately relieved of a significant amount of that work. He also indicated that, given his other commitments, he would like to be able to resign from the Board as soon as possible.

Board members discussed the need to hire a bookkeeper to assist with much of the work falling to the Treasurer. This includes, among other things, receiving and generating financial reports, following up directly with agents on financial questions, managing disbursements & transfers of funds and issuing receipts.

Penny suggested that she could see herself gradually transitioning from President to Treasurer. Board members feel it is important for Penny to remain President while CANFRO negotiates the next year of its existence. Penny agreed to remain as President and to work closely with a bookkeeper for the time being to relieve John of oversight duties. His role as Treasurer, while he remains on the Board, will thus be significantly less demanding.

Moved Alvin (Penny) that up to \$200 CAD be made available per month from CANFRO's administrative funds to defray the costs of a bookkeeper.

Motion carried

The Board agreed that, whatever changes are to come in the slate of Officers for CANFRO, it will be essential to seek new directors and others to renew and refresh Board operations.

Penny mentioned a person in British Columbia to whom she would like to transfer her responsibilities as Project Manager for The Food Project. This person will not necessarily become a Board member. Volunteers may take on important and active roles in CANFRO.

Moved Penny (John) that Penny begin the process of familiarizing the volunteer with CANFRO operations generally, and The Food Project operations specifically, and that she invite him to the February Board meeting in order that he might eventually become Project Manager in her stead.

Motion carried

4. President's Report

None. This was provided at the CANFRO Annual Meeting, immediately prior to the Board meeting.

5. Treasurer's Report

None. This was provided at the CANFRO Annual Meeting, immediately prior to the Board meeting.

6. Project Managers' Reports

(a) The Tutor Project

Lynda reported that this project appears to be functioning well. There is money available to be disbursed before the end of the year.

(b) The Advanced Education Project

Lynda reported that managing funds, and particularly receipting them, is much simpler for The Tutor Project than for The Advanced Education Project. Her efforts as Project Manager, as well as those of the Agent, are thus to direct donations to the former. There is a small amount of money in the account for the latter. It can remain there for the time being.

Lynda noted that at some point the Board might want to rescind its support for The Advanced Education Project. Virginia suggested caution in rescinding support for projects specifically included in the initial applications for incorporation and for CRA approval as a receipt-granting organization.

Moved Lynda (Duane) that The Advanced Education Project be monitored for a year.

Motion carried.

(c) The Book Project

Lynda reported that donations to this project are healthy and that the project appears to be functioning well generally. There is money available to be disbursed before the end of the year.

However, she also reported, there is an ongoing issue about the impact of the administrative fee deducted from donations made through CANFRO. Donors typically agree to pay a set amount per year over a five-year period in order to support a specific library. That amount is set by *Libros para Pueblos* and does not account for the CANFRO fee.

Lynda raised the concern that some donors will not want to increase their annual donations and this will leave the libraries short of funds.

Action Item: Penny and Lynda will discuss this and meet with the Agent to decide how best to manage the issue. They will report to the Board at the next meeting.

Lynda proposed that the 10,000 MXN minimum balance needed to support a fee-free bank account for the The Book Project should not rely on funds initially earmarked by donors to support a specific library.

Board members agreed that the administrative account could properly be used to support fee-free bank accounts for its Oaxaca projects.

Moved Penny (John) that the Board approve a transfer of sufficient funds from the CANFRO administrative account to act as the minimum balance to maintain a fee-free account for The Book Project.

Motion carried

Action Item: Lynda will work with John and Penny to make the necessary transfer as soon as possible and report to the Board at the next meeting.

(d) The Food Project

Penny reminded the Board about the 10,000 MXN loan that she previously advanced to support the fee-free bank account to support this project and The School Sponsorship Project.

Moved Virginia (Duane) that the Board approve a transfer of sufficient funds from the CANFRO administrative account to repay ½ of the loan immediately.

Motion carried

Action Item: Penny will raise this matter again at the February meeting. If there are sufficient funds available, the members of the Board will move to repay the remainder of the loan.

Penny reported that the project appears to be functioning well. Money is being received, disbursed and transferred smoothly.

(e) The School Sponsorship Project

Penny reported that this project too appears to be functioning well. Money is being received, disbursed and transferred smoothly.

At the moment, there are 27 students being funded through The School Sponsorship Project. Penny noted that the original application for CRA approval suggested an upper limit of 30. She raised the possibility of writing to CRA to increase the upper limit to 50. Again, Virginia suggested caution in proposing amendments that might affect either incorporation or charitable status documents. Board members agreed that no communication with the CRA is needed until such time as the original numbers are clearly outdated.

(f) The Women's Project

Alvin reported that this project appears to be functioning well. It is currently funding two students, likely until June, 2015. Donations are from three individual donors at the moment, and it is unclear whether the recent Lila Downs concert raised any separate funds for the project.

Action Item: Alvin will monitor fundraising possibilities of future concerts, etc. and will report to the Board at the next meeting.

(g) The Hearing Aid Project

Alvin reported that the Agent for this project has still not established the bank account required by the agency agreement.

Like Lynda with respect to The Advanced Education Project, Alvin noted that at some point the Board might want to rescind its support for The Hearing Aid Project. Virginia repeated her cautions in this regard.

Moved Alvin (Duane) that Penny, as President of CANFRO, write to the Agent and follow up on this matter.

Motion carried

Action Item: Penny will write to CORAL to urge its administration to comply with the agency agreement and allow for the flow of donations. She will report to the Board at the next meeting.

7. New Business

(a) Administrative Fees

Alvin inquired about administrative fees on donations, especially those made in Oaxaca. John explained the process of deducting those fees. Virginia noted that administrative fees are payable to CANFRO, not to its Agents, and are used to meet CANFRO's operating expenses. She pointed out that donations from Board members must be treated in precisely the same manner as donations from non-Board members. Per CANFRO's financial policies and SOPs, all receipted donations have the fee deducted from them, whether those donations were increased to account for the fee or not.

Action Item: Penny will write to all of CANFRO's Agents to clarify the matter of the administrative fee and to explain how it operates with respect to donations received both in Canada and in Oaxaca.

Moved Penny (Virginia) that money recently deposited by Alvin into the School Sponsorship Program be released, minus the administrative fee, to its designated recipient for proper expenditure and receipt.

Motion carried

8. Next Meeting

Board members agreed that the next meeting will be on Monday, February 9th, 2015, at Penny's place in Oaxaca, at 4:00 p.m.

9. Adjournment

Moved John (Lynda) that the meeting be adjourned.

Motion carried