



Minutes of Annual Meeting September 17, 2018

Present: Virginia Bartley, Barb Royce-Payne, Sandy Thomson,
Duane Webster, Lynda Wilde

Regrets: Penny Hopkins

Guests: Jeff Richardson, Robin Cardozo

1. Call to Order

The meeting was called to order at 6:10 pm.

2. Approval of Agenda

Motion by Barb (Lynda) to approve the agenda, as circulated.

Motion carried

3. Approval of Minutes

Motion by Sandra (Duane) to approve the minutes of the September 2017 annual meeting as circulated.

Motion carried

4. Business Arising from the Minutes

(a) Reports/Financial Statements/Policies on Website

Barb reported that she and Penny together produce and format financial statements, including cash flow statements for each project and post these on the website. The annual President's Reports are also posted, as are all current operating documents, policies and procedures.

(b) Volunteer Opportunities

Sandy circulated a document suggesting volunteer opportunities in addition to those specified in the current CANFRO Roles and Responsibilities document. Lynda noted that some of the information under opportunities connected with the Book Project

were more properly characterized as opportunities with the OLL generally. Sandy agreed to amend her document.

Motion by Sandy (Lynda) to append the amended document, called Volunteer Opportunities, to the Roles and responsibilities document.

Motion carried

Action Item: Virginia will make the changes noted above, and circulate the new Roles and Responsibilities document for board perusal and comments.

Action Item: Virginia will make initial, updating changes to all other current CANFRO operating documents, policies and procedures and circulate them for board perusal and comments. Once she finalizes these documents according to comments received, she will provide them to Penny for posting on the website.

(c) Financial Responsibilities

This document outlines the obligations of CANFRO and its partner agents with respect to accepting and tracing donations, establishing and maintaining bank accounts, and providing direction and control of project funds. As noted in (b), above, Virginia will circulate it for board perusal and comments.

(d) Privacy Policy:

Virginia reminded board members that they had approved a Privacy of Personal Information policy at the last board meeting. She was to consult with Kim Cable about arranging an SSL certificate to enhance website safety, and about the costs of such an action. She has collected information from Kim and will make a budget request under New Business. As noted in (b), above, Virginia will circulate this policy too for board perusal and comments.

5. President's Report

See attached.

Motion by Barb (Sandy) to accept the President's Report.

Motion carried

6. Treasurer's Report

See attached.

Motion by Lynda (Duane) to accept the Treasurer's Report

Motion carried

7. Project Managers' Annual Project Reports

Project Managers reported on the disposition of funds in the 2016 - 2017 fiscal year. They then proposed cash outflows for the coming fiscal year. See attached reports.

Motion by Barb (Duane) to approve the annual project reports, including proposed cash outflows for 2018-19.

Motion carried

9. New Business

(a) Audit Expenses

Barb confirmed that a Notice to reader was still an acceptable oversight for our finances. As she has done previously, she will charge \$750 but then donate her fees. Virginia expressed the board's gratitude for that generosity.

Motion by Virginia (Sandy) to approve Notice to Reader expenses of \$750.00 for the 2017 - 2018 fiscal year.

Motion carried

(b) Payment Methods

Barb (and Penny) withdrew their motion to discontinue using PayPal and E-transfers. They will remain on the website as options until further notice.

Lynda and Sandy both suggested that we look further into using Canada Helps – either in addition to or in lieu of PayPal and perhaps E-transfers. At the moment, donations through Canada Helps are only mentioned under the "Recurring Payments" tab on the website.

Action Item: Virginia will add discussion of this matter to the agenda for the February board meeting. Barb and Penny will take the lead on the discussion.

(c) Administrative Fee

Virginia gave notice of some significant upcoming real and potential expenses. She suggested keeping the fee at the current level for

the time being. Barb (and Penny) withdrew their motion to reduce the fee for the upcoming year.

Motion by Barb (Lynda) to keep the fee at 5% of all donations for the 2018-19, 2019-20 fiscal years. (This is in keeping with the three-year fee planning cycle motion passed at the 2017 annual meeting.)

Motion carried

(d) New Budget Items

1. Canadian Breakfast

Motion by Lynda (Duane) that an amount up to \$200 CAD be allocated from the administrative account to support expenses for this event. The board agreed that it should be held Sunday February 3, 2019.

Motion carried

2. Newsletter

Motion by Sandy (Duane) that an amount up to \$300 CAD be allocated from the administrative account to support Kim's assistance in preparing the next CANFRO newsletter.

Motion carried

3. Advertisements

Virginia reported that the OLL Newsletter already publishes small inclusions about CANFRO in its weekly electronic newsletter. It does this *gratis*, saving CANFRO about 1500 MXN per year. The Huatulco Eye has not provided information about the cost of inclusions because its representative will not be available until after this meeting. Representatives of the Oaxaca Times and the Oaxaca Calendar made no response to inquiries about inclusions. Qué Pasa Oaxaca charges between 450 MXN and 600 MXN per month for inclusions, but may consider a discounted charitable rate for CANFRO in electronic publications.

Motion by Lynda (Barb) that an amount up to \$250 CAD be allocated from the administrative account to support more widespread advertising of CANFRO's activities.

Motion carried

Action Item: Virginia will generally continue to collect information about advertising possibilities and costs and report at the next board meeting. She will specifically contact Gail Schacter to see what can be arranged with the Oaxaca Calendar.

4. Imagine Canada

Motion by Lynda (Duane) that the amount of \$100 CAD be allocated from the administrative account to support another year's membership in Imagine Canada

Motion carried

5. SSL Certificate

Virginia has been in contact with Kim to ascertain the best and most cost-efficient way to arrange an SSL certificate for the CANFRO website. Kim has suggested moving from our current host, GoDaddy, to a new, Canadian-based one, HostPapa.

Moved by Sandy (Duane) that an amount up to \$450 CAD be allocated from the administrative account to cover the costs of transferring the domain, hosting the website and providing enhanced OV SSL for the upcoming year.

Motion carried

6. Legal Advice

Virginia asked the board to consider a budget line in 2018-2019 for legal advice.

As CANFRO evolves, the possibility of legacy gifts increases. CANFRO needs to have answers to common questions from testators and their lawyers. It also needs to ensure that there is appropriate and clear information on the website to avoid unnecessary complications. She has contacted a specialist in the area of trusts and estates. The specialist has agreed to cap her fees at \$1500, and will also provide some prop bono advice as needed.

Motion by Lynda (Sandy) that an amount up to \$1500 CAD be allocated from the administrative account to cover the costs of obtaining legal advice with respect to soliciting and applying legacy gifts.

Motion carried

Action Item: Virginia and Robin will coordinate on this matter. Robin will provide some existing policies and templates and assist Virginia in drafting a list of relevant questions/issues so that meetings with the specialist can be efficient.

(e) Insurance

Virginia reported that changes to the Ontario Not-for-Profit Corporations Act (ONCA) are still pending. The new Act may eventually contain revised regulations related to liability insurance. Meanwhile, given that we are now seeking to solicit legacy gifts, among other types of donations, CANFRO may find itself in a position to need insurance for reasons other ONCA-imposed requirements.

Action Item: Virginia will continue to monitor the situation and report at the next annual meeting, or as needed.

(f) By-Laws and Policies and Procedures

Virginia circulated the following documents in their current form.

1. By-Law No. 1
2. Adding New Projects
3. Financial Responsibilities
4. Gift Guidelines
5. Legacy Gifts
6. Privacy of Personal Information

Action Item: As noted above, Virginia will make initial, updating changes needed to all current CANFRO operating documents, policies and procedures and circulate them for board perusal and comments. Once she finalizes changes to these documents according to comments received, she will provide them to Penny for posting on the website.

(g) Election of New Officers and Directors

Alvin Starkman's term has expired and he has resigned from the board. Current ongoing terms for board members are:

Barb Royce-Payne	Treasurer	2017 – 2019
Sandra Thomson	Project Manager	2017 – 2019

Motion by Lynda (Duane) to approve the following additional Officers and Directors for the terms noted.

Virginia Bartley	President/Secretary	2018 – 2020
Penny Hopkins	V-P Finance/Project Manager	2018 – 2020
Jeff Richardson	Member at Large	2018 – 2021
Duane Webster	Member at Large	2018 – 2020
Lynda Wilde	Project Manager	2018 – 2020

Motion carried

Motion by Sandy (Duane) that membership of the Gift Review Committee for 2018 – 2109 include Virginia and Barb, ex officio, and Jeff.

Motion carried

12. Next Annual Meeting

September 2019, with date and location to be announced.

13. Meeting Adjournment

Moved by Barb (Jeff) that the meeting be adjourned at 7:10 pm.

Motion carried