

UNAPPROVED



MINUTES

(TO BE APPROVED AT NEXT GENERAL MEMBERS MEETING)

ANNUAL GENERAL MEMBERSHIP MEETING (AGM-2018)

Held, Wednesday, June 13, 2018

In the West-McKenzie Hall, Aurora Seniors Centre

90 John West Way, Aurora, Ontario

Presiding: Carol Hedenberg, A.S.A. President 2017-2018

Members Present: 131

Directors: John Abel, Ron Coe, Jan Freedman,
Sylvia Gilchrist, Carol Hedenberg, John Layton,
Dave LeGallais, John Scherrer, Charles Sequeira

Incoming Directors: Jim Abram, Cheryl Rines

Town Staff: Karie Papillon, Adult Programs Co-ordinator

Guests: **Town of Aurora:** Al Downey, Director of Operations
Robin McDougall, Director of Community Services
Franco DeMarco, Recreation Supervisor – Community
Programs

Recording the Minutes: Lydia Schuster, A.S.A. Recording Officer

AGM18-01 Call to Order & Introduction of Guests

A.S.A. President Carol Hedenberg declared the meeting open for business at 13:02 hours, and welcomed all present – members, guests, Seniors Centre staff and A.S.A. Directors - to the 14th Annual General Meeting of the Aurora Seniors Association.

The President extended a warm welcome to guests from the Town of Aurora – Al Downey, Director of Operations, Robin McDougall, Director of Community Services and Franco DeMarco, Recreation Supervisor – Community Programs.- all of whom have been and are valued and important in the Seniors’ Association interaction with the Town.

Carol noted Mr. Downey’s long relationship with A.S.A. and invited him to come to the podium for the presentation of an A.S.A. Maple Leaf pen crafted by Ron Coe.

Mr. Downey, thanked the Association for the tribute and recalled the history that led to the Town’s agreement to provide the current Seniors Centre, and noted it has been an honour to have been part of the process.

The President invited Ms. Robin McDougall to address the membership, noting that the ASA Board would be continuing the quarterly meetings in order to maintain the open communication relationship already established with the Town. Ms. McDougall expressed her appreciation at the invitation to the AGM, and noted her enthusiasm at the opportunity of working with the Board, and particularly thanked all ASA volunteers for their dedication.

The President noted that Mayor Geoff Dawe had also planned to attend, but had obviously been detained.

AGM18-02 Approval of the Agenda

Moved by: Neilly Robertson

Seconded by: Eric Stangl

That the Agenda be approved as circulated.

CARRIED

AGM18-03 Approval of the Minutes of Previous year’s Annual General Meeting.

Moved by: Ruth Church Seconded by: Heather Trussler
**THAT the Minutes of the Annual General Meeting held
June 7, 2017 be approved as written.**

CARRIED

AGM18-04 Treasurer’s Report & Approval of 2017 Financial Statements

A.S.A. Treasure John Layton thanked the members of the Finance Committee – Ruth Church, Cheryl Rines, Anita Freedland, Virginia Bodnar and Charles Sequeira - and highlighted some of the financial initiatives undertaken during the 2017-18 Board Term, including:

- Introduction of a debit/credit and card payment system for A.S.A membership fees and events with a minimum of \$10.per purchase
- The appointment of the external audit firm of B.D.O. Canada LLP to undertake the review engagement of financial records and practices for fiscal 2017.

The Treasurer noted that the BDO Report is part of the agenda package, and introduced Andrea Nauss of BDO to present and review the Report for the year ended December 31, 2017.

Ms. Nauss reviewed the unaudited Financial Report (**ATTACHED**) under the following topics as described in the report:

- **Management (A.S.A.) Responsibility for the Financial Statements**
- **Practitioner’s (BDO) Responsibility**
- **Basis for Qualified Conclusion**
- **Qualified Conclusion** – which stated “Based on our review, except for the possible effects of the matter described in the Basis for Qualified Conclusion paragraph, nothing has come to our attention that causes us to believe that the financial statements do not present

fairly, in all material respects, the financial position of the Aurora Seniors Assotiation as at December 31, 2017, and the results of its operations and its cash flows for the year then ended in accordance with Canadian accounting standards for not-for-profit organizations.”

Ms. Nauss proceeded to review the remaining components of the Financial Report: Balance Sheet, Statement of Operations and Net Asssets, Statement of Cash Flows and Notes to Financial Statements.

In response to a question from Heather Trussler regarding portfolio investments, Ms. Nauss and the President noted they constitute G.I.C. investments for purposes of reserve funds.

The President thanked Ms. Nauss for her presentation of the Financial Statements and noted the recommendation on Page 3 of the agenda for the adoption of the report.

Moved by: Virginia Bodnar Seconded by: Neil McConnell

**THAT the Treasurer’s Report be adopted; and
That the 2017 Financial Statements as compiled by BDO Canada LLP
be approved; and
That any two directors be authorized to sign these reports on behalf of
the Aurora Seniors Association.**

CARRIED

**AGM18-05 Ratification of Directors’ Actions/Decisions since the June 7, 2017
Annual General Meeting.**

The President noted that the actions and decisions resulting from Directors’ meetings since June, 2017 through May 2018 are recorded in the Minutes of the Directors meetings which are posted and available for viewing on the Seniors Centre bulletin board and the A.S.A. website. In the 2017-18 Board term there were 12 (twelve) regular monthly Directors’ meetings. The President also pointed out that members can request to lift/exclude any Board decision for a separate vote.

Moved by: Jane Stangl

Seconded by: Cathy Jones

THAT all the acts, proceedings, contracts, by-laws, appointments and payments enacted, made, done and taken by the Board of Directors of the Aurora Seniors Association since the 2017 Annual Meeting of Members as recorded in the books of the Association including the Minutes of all Directors’ meetings are approved and ratified.

CARRIED

AGM18-06 Ratification of Amendments to A.S.A. By-Law No. 1 and By-law No. 3

The President noted that the By-Law amendments approved during the 2016-17 Board term are detailed and summarized as attached to the agenda.

Amendments to By-Laws require a two-thirds majority vote by members.

Moved by: Don Overington

Seconded by: Peter Scott

RECOMMENDED THAT – the amendments to A.S.A. By-Law No. 1 and By-Law #3 –specifically pertaining to the following clauses as defined in the attached Report be approved and ratified:

By-Law #1 – ASA Operating By-Law

- Sections **1.04.00** **Vacancies on the Board (amended)**
- 1.16.00** **Dues and Fees**
- 1.16.03** **Members in Good Standing**
- 1.11.01** **Duties of Principal Officers –b) Past President**

By-Law #3 – Amendments Pertaining to ASACommittees

- Sections: **3.02.04** **Standing Committees (ix) modified to include *Seniors Related Issues Committee***
- 3.01.01d)** **Amended to add “as Liaison for the Board”**
- 3.02.05** **Amended to replace Terms of Reference with *Responsibilities***

The motion was CARRIED on a two-thirds majority vote.

AGM18-07 President’s Report 2017 – 2018 - Attached
President Carol Hedenberg noted:

“At this time, I would like to say thank you for electing me to the Board many years ago. I have enjoyed it. There have been ups and downs, but I am very proud of the Seniors Centre and am glad that I could be part of the Board.”

Carol highlighted the accomplishments of the past year:

- The new sign-in software that provides more accurate records and reports regarding volunteer hours, attendance at events, programs and activities.
- Implementation of the debit/credit card system
- New furniture and side tables for the lounge
- Replaced furniture in the library
- Resolution of issues related to ASA activities and lotteries
- Hiring of BDO Canada to conduct review engagement of ASA financial records
- Recognition of ASA Volunteers who contribute 18,000 hours in support of activities and events
- Approximatey 41,000 recorded visits by members to the Centre
- Continued involvement with Activate Aurora, CHATS, Sport Aurora, and other groups and organizations involved with seniors’ needs
- Support for various charities including CHATS, Aurora Alzheimers Association and other local agencies

- Instituted police background checks for all Board members and volunteers involved in financial transactions.
- Recognition of Town support staff – Karie Papillon, Andrew Bailey and Bill Hawke
- On-going concerns – parking, space constraints

AGM18-08 A.S.A. Standing Committees Reports (Attached)

The President noted that attached to the A.G.M. Agenda packages are the respective Standing Committee Reports, and thanked the Committee Chairs for so ably managing their teams and providing the Board with timely and definite direction and recommendations in respect of their initiatives and needs. Carol asked the Committee Chairs to stand:

- | | |
|--|---------------------|
| a. Awards, Special Recognition and Grants | J. Abram |
| b. By-Law Committee | J. Scherrer |
| c. Community Development Committee | J. Stangl |
| d. Conduct Review Committee | V. Bodner |
| e. Finance Committee | J. Layton |
| f. Membership and Volunteers Committee | S. Gilchrist |
| g. Operation and Activities Committee | D. LeGallais |
| h. Seniors Related Issues | C. Sequeira |
| i. Social Committee | R. Palmer |
| j. Special Events Committee | C. Hedenberg |

AGM18-09 Seniors Co-ordinator’s Report – Attached

Karie Papillon, Adult Programs Co-ordinator, noted in her report:

- Attendance/participation in Town programs and trips continues to increase
- Eight new programs to be offered in the fall
- Seniors Information and Active Living Fair – Jun 16, 2018 at the Seniors Centre to showcase the Centre and provide information re community services
- Appreciation to Board and ASA Volunteers for their support
- Welcome to newly elected directors

AGM18-10(a) Recognition of A.S.A. Directors Completing Terms of Office

Vice-President Jan Freedman noted the two Directors completing their terms on the ASA Board are Sylvia Gilchrist, completing her first three-year term, and Carol Hedenberg, completing her second three-year term.

On behalf of the Board of Directors, Jan expressed sincere thanks to Sylvia who has so ably served as Board Secretary during her term, and presented her with a floral bouquet.

Jan invited Sylvia to share in presenting outgoing President Carol Hedenberg with a floral bouquet and called on Ron Coe to join in the Board’s presentation of a Maple Leaf Pen.

Sylvia and Carol respectively thanked the Board and membership for their tributes and their support through their terms as ASA Directors.

AGM18-11 (a) Elections of Directors 2018

John Scherrer, Nominations Committee Chair, presented the report (**ATTACHED**) on the Nominations process for the election of Directors to the 2018-2019 Board, which resulted in the election of

- Jim Abram - Elected to 1st Term**
- John Layton - Re-elected to 2nd Term**
- Cheryl Rines - Elected to 1st Term**

Decision Items from Nominations Committee Report:

- i) Moved by: J. Scherrer Seconded by: Heather Trussler
That the election of Jim Abram, John Layton and Cheryl Rines for the three-year term commencing June 13, 2018 (first Annual General Meeting) and extending to the 2021 (fourth) Annual General Meeting be approved.

CARRIED

ii) Moved by: J. Scherrer Seconded by: Nick Senick
That the ballots used in the election be destroyed. CARRIED

John asked Cheryl and Jim to take a seat at the Board table, and the three newly elected Directors recited the Directors’ Oath of Office as per the document Regulations for Board Members:

“I do hereby solemnly and sincerely pledge my word and honour to perform my duties as a member of the Board of Directors of the Aurora Seniors Association. I shall uphold and adhere to the Code of Conduct, the Constitution and By-Laws of the Association. At the end of my term of office I shall turn over to the Association all properties in my possession that belong to the Association.”

The newly-constituted ASA Board of Directors for the 2018-19 term consists of:

John Abel	Jim Abram	Ron Coe
Jan Freedman	John Layton	David LeGallais
Cheryl Rines	John Scherrer	Charles Sequeira

AGM18-12 Presentation of Executive Officers for 2018-2019

John Scherrer reported that in accordance with By-Law 1 – section 1.10.03 – a caucus meeting had been held prior to the AGM to elect the officers of the Association from amongst the Board of Directors, which resulted in the election of the following officers for the 2018 - 2019 Board Term:

President:	Dave LeGallais
Vice-President:	Jan Freedman
Treasurer:	Cheryl Rines
Secretary:	Charles Sequeira

Moved by: Carol Hedenberg Seconded by: Sylvia Gilchrist
That the membership to approve the Board of Directors and Executive Officers for the 2018 – 2019 Board Term as presented

CARRIED

At the conclusion of these proceedings, John Scherrer turned the meeting over to Dave LeGallais, President for 2018-19

Presiding: Dave LeGallais, A.S.A. President (2018-2019)

In his remarks, newly-elected President Dave LeGallais noted he is honoured to be elected President of the best Seniors Association in Ontario, and is looking forward to working with the Board and all ASA members. Dave went on to encourage members to communicate any issues, concerns, suggestions, ideas either by contacting directors, or using the Let Us Know form, and to feel welcome to attend all Board meetings which are regularly held the third Monday of each month. Dave noted the aim of the Association is to make every visit to the Seniors Centre a rewarding experience and to ensure a collaborative atmosphere. Dave also thanked Carol and Sylvia for their contributions as well as all volunteers and staff for helping to make the Centre a welcoming place.

AGM18-13 Appointment of External Auditor/Accountant for Fiscal 2018

President Dave LeGallais noted that this is a standard action that is required at the A.G.M. and presented the recommendation:

Mover: Carol Hedenberg

Secunder: Sylvia Gilchrist

That the Board of Directors be authorized to appoint BDO Canada LLP for Fiscal 2018 to perform a review engagement report and set the remuneration fee. **CARRIED**

AGM18-14 Closure of Meeting

President Dave LeGallais thanked everyone for attending and participating in the Fourteenth Annual General Meeting of the Aurora Seniors Association and declared the meeting concluded at 13:45 hours on a motion by: Carol Beasley and Cathy Jones.