

Unicamp of Ontario Incorporated
Annual General Meeting
Saturday, September 5, 2020 1:30 pm at Unicamp of Ontario/Zoom Videoconference

MINUTES

Call to Order

- Meeting was called to Order at 2:10 p.m. after orientation to Zoom processes.
- List of Delegates (A if absent)

First Unitarian Congregation of Toronto	Brigit Swenson & Winnie Larsen
Grand River Unitarian Congregation	Cathy Scott (A) & Anne Dahmer (A)
Neighbourhood Unitarian Universalist Congregation	Lauren Renzetti & RC Ashton
Unitarian Congregation in Mississauga	Brigitte Twomey & Kim Alexander
Don Heights Unitarian Congregation	Peter Lister & Lorna Weigand
Unitarian Fellowship of Peterborough	Avril Siddle & Aukje Byker
Unitarian Congregation of Guelph	Norah Langevin & Ed Langevin
First Unitarian Church of Hamilton	Jeffrey Dickhout & Anne Bokma
Unitarian Fellowship of North West Toronto	Pat Trudeau & Wilburn Hayden
Unitarian Congregation of Niagara	Liina Veer & Matt Virro
Canadian Unitarian Council	Linda Thomson & Vyda Ng
Huronian Unitarian Fellowship	Sylvia Andrews
Elora/Fergus	Jim Sannes

- Minute taker: Kelly Collins

Welcome and Introduction of the Board

Janice Canning, Board Chair, welcomed delegates and thanked everyone for their patience in getting set up in this new format.

Board members present:

- Ellen Papenburg
- Kosu Boudreau
- Yvette Salinas
- Nicole Cormier
- Iris Murray
- Jeff Baker

Also present:

- Calvin Drake (Zoom Support)
- Kelly Collins (minute taker)
- Interested others via Zoom and in person.

Motion to appoint Ellen Papenburg as the Parliamentarian for this meeting.

- Moved: Janice Canning
- Second: Brigitte Twomey
- No discussion
- Vote: Carried with no abstentions or votes against.

Motion to appoint Jennifer Thomas-Bojin and Yvette Salinas as Scrutineers for the AGM

- Moved: Janice Canning;
- Second: Kim Alexander.
- No discussion
- Vote: Carried with no votes against or abstentions.

Motion to accept the meeting agenda

- Moved: Janice Canning moved that the agenda
- Second: Ed Langevin
- Discussion: Unicamp members are not delegates (clarified) and these were removed from the above list of delegates
- Vote: Passed-- unanimous

Pat Trudeau brought a reading to begin the meeting.

Yvette Salinas (Registrar) stated that 21 of 26 delegates are present and quorum has been met.

Minutes of 2019 AGM:

Revisions:

- It was requested that Ellen's last name be corrected to Papenburg.
- Aukje Byker was a delegate last year but her name does not appear. Please add.

Motion to accept the Minutes from the 2019 AGM with corrections above

- Moved: Janice Canning
- Second: James Sannes
- No discussion
- Vote: Passed— unanimous.

Business arising from the previous minutes

Nicole Cormier brought results of the survey--99 responses to the survey.

- Should anyone require support as a result of the survey, please reach out.
- Question as to what the next steps are as a result of the survey. Nicole said that she would be handing this over to the new board to consider next steps.

Board Motions from 2019 – 2020

Janice explained that the delegate package included a list of motions made and passed by the current board during the last year.

Motion: Bylaws update: Bylaw addition: (4.6c)

Meetings will include virtual, online and in-person options

Moved by: Janice Canning

Second by: Lauren Renzetti

No Discussion

Vote: Passed: Unanimous

Motion: To adopt the recommendation of the board:

Recommendation for AGM by the 2019/2020 Unicamp Board of Directors

Bylaw Update: Bylaw 4.2 b) i)

The current bylaw states:

"Not more than three members to be elected to Unicamp Board from any one church, congregation or fellowship".

Recommended update (emphasis added to indicate the recommended change):

"Not more than **four** members to be elected to Unicamp Board from any one church, congregation or fellowship".

Unanimously approved, motion passed on August 4, 2020.

Moved: Jannice Canning

No Second therefore this motion dies.

Discussion: Ellen let the group know that this was done to prevent a democratic takeover.

Motion: To adopt the recommendation of the board:

Recommendation for AGM by the 2019/2020 Nomination Committee

Bylaw Update: 3.11 a)

The current bylaw states:

At each annual meeting of members, there shall be elected by the voting members a nominating committee consisting of four (4) persons (one of whom shall be a member of the Board of Directors whose term of office does not expire at the next annual meeting) from at least four (4) different members and such nominating committee shall be elected to serve for a term of only one (1) year, and shall not be eligible for reelection in the following year".

Recommended update (emphasis added to indicate the recommended changes):

"At each annual meeting of members, there shall be elected by the voting members a nominating committee consisting of four (4) persons (one of whom shall be a member of the Board of Directors whose term of office does not expire at the next annual meeting) from at least four (4) different members and such nominating committee shall be elected to serve for a term of one (1) year, and at least one (1) member shall be eligible for reelection in the following year".

Moved: Janice Canning

Second: Anne Bokma

Discussion:

- Can people move forward indefinitely? Suggested amendment to clarify the maximum number of people to move forward be two for two years.
- Ellen cautioned changing this as other organizations do this to avoid confusion. Suggestion that to ensure continuity for the committee we allow up to two people move ahead for a maximum of two years.
- Request to defer to committee for further consideration. (Barb Wentworth) later withdrawn.

Motion to amend: "Elected board member.....at least one (1) member and up to two (2) shall be eligible for reelection for a maximum of two years"

Moved amendment: Janice Canning
Second amendment: Lauren Renzetti
Vote: Passed (17 votes in favour)

Vote: for original motion with amendment--passed. (15 for, 1 against) Request for revote since closing of vote not announced and decision not announced.

People asked to vote if they wished to revote. 16 votes for, 3 against, 1 abstention. Decision to revote.

More discussion:

Motion to table the motion.

Moved: Jeffrey Dickhout
Second: Winnie Larsen

Discussion:

- Wording not as clear as it needs to be.
- Is it better to go to committee or AGM?

Vote: 16 for, 4 against. Passed.

Motion has been tabled and will be brought forward at next board meeting.

Reports:

No motions were needed to receive the reports as they had already received them prior to the meeting.

The following reports have been received:

Board report prepared by Janice Canning as Board President.
Report prepared by Rich Bailey regarding governance issues.
Report regarding Long-Range Planning issues.
Communication report prepared by Jeff Baker.

Discussion:

- Nicole's report about long range planning--re: report states that having seasonal campers goes against the charter. Please clarify. Response that this is a draft and will go to committee. Yvette clarified that this is a question that is being looked at and that they are looking for legal advice but that Covid has delayed. It will need to be addressed as a charitable organization. Information provided: all charities are looking at their bylaws with new legislation coming in. Encouragement to get involved in a long-range committee.

Motion: Strike a seasonal issues committee of at least 6 people with (2) current seasonals 2 future seasonals and two others who represent a wide variety of interests within Unicamp. This committee reports to the board on a regular basis.

Moved: Lauren Rizetti
Second: Brigitte Twomey
Discussion:

- Need a clearer mandate for the committee.
- Long range sustainability is very important.

Friendly amendment: Maximum of 6 people

Moved: Winnie Larsen
Second: Kim Alexander.
Discussion:

- Focus of Unicamp not seasonals but children.

Vote on amendment: In favour: 1 Opposed: 14. Motion Defeated.

Motion to extend time on this motion:

Moved: Lauren Renzetti
Second: Kim Alexander
Discussion:

- Not sufficient time for important discussion.
- Not a motion about long term planning, really about having a seasonal camper committee to provide ideas and information to the board.

Vote: 12 for, 7 against, 2 abstentions

Information: Seasonal camping is not illegal, but outside charitable mandate.

Friendly amendment: Seasonal and long term planning with 6 to 9 people on the committee, with 2 seasonal campers on committee.

Motion: Vyda Ng
Second: James Saanes
Discussion:

- Would like diversity of types of seasonal campers to be on the committee

Vote: 5 yes; 14 against Not passed.

Friendly amendment by Lauren R-- $\frac{1}{3}$ of committee should be current seasonals.

Vote for amendment:

14 for; 5 against. Amendment carried.

Vote for original motion with amendment:

There will be a seasonal committee of at least 6 people, with $\frac{1}{3}$ seasonal campers and others who have a wide variety of interests of unicamp and reports regularly to the board.

Vote: 15 for; 5 against. Motion carried.

MOTION: Unicamp of Ontario will engage Ian Edmonds CPA, CA, LPA and Edmonds Professional Corp EPC, or another appropriate accounting firm, to conduct an audit of the financial operations for the year January to December 2020.

Moved: Iris K. Murray
Second: Norah Menzies Langevin
Discussion:

- Charitable organizations only require an audit for revenues over 500,000. Clarified the board wishes an actual audit.
- suggested separating the motion into two parts. Clarified that the next board may wish to use a different auditor so they hope to keep it open.

Motion to amend:

Amendment (to separate into 2 motions):

Unicamp of Ontario will engage Ian Edmonds CPA, CA, LPA and Edmonds Professional Corp EPC.

And:

To conduct a financial audit of the financial operations for the year January to December 2020.

Moved: Vyda Ng

Second: No second, so motion dies.

Discussion:

- Need to know how much an audit will cost before we vote to do one.
- An audit may be legally required.
- Need to motion to allow the board to appoint this auditor or another one if deemed necessary.
- Board wants the peace of mind of having an audit.
- Check bylaws, usually AGM appoints the auditor. (Confirmed that this is true that the bylaws state that an auditor will be appointed)
- Question as to why would we do an audit in a Covid year--should wait a year?
- Board sees some inconsistencies in the bookkeeping practice so an audit is advised (no misconduct found).
- Need a proper paper trail in order to have a successful audit.
- One person shared experience of being on a board without proper procedures for accounting. Had an audit to receive advice about what needs to be put in place. Need to avoid problems with CRA.
- Board did not receive financial statements last year, so it is difficult to make financial decisions without proper statements and we want to be at a high level of trust in financials.
- Some of the problem with timeliness of reports was due with all the reservation cancellations in time of Covid.

Vote on original motion with no amendments:

11 for; 6 against; 4 abstentions. Motion carried.

Motion: That the 2019 Financial Statements and Treasurer's Report be received as presented.

Moved: Janice Canning

Seconded: Lauren RInzetti

Discussion: None

Vote: For: 19; unanimously passed.

Motion: To adopt the budget for 2020-21 as presented

Moved: Yvette Salinas

Second:

All in favour.

Executive Director Report was given by Yvette Salinas, who acknowledged all the volunteers who helped keep Unicamp running throughout the pandemic. Monies from government sources went primarily to employee wages so there were some staff working. Source of revenue from merchandising trialled this year was successful (\$2000 so far).

Janice acknowledged Yvette and the work she has done in keeping things running in the pandemic. Thank you to all the volunteers who have kept things running. Acknowledgement of others who played key roles : Terry, Jenny

Nominations:

Slate of nominations presented by the nominating committee:

Anika Rosen (Youth Rep)
Brendon Zhang (CLF)
Greg Carter (Grand River)
Helen Iacovino (Toronto First)
John Jordan (Toronto First)
Jordan Fleguel (CFL)
W. Michael Muller (Toronto First) x
Nicole Cormier (CLF)--ratified
Jeff Dickhout (Hamilton)
Anthony Rapoport (NUUC)

From the floor:

Terri Marks (Toronto First)

Discussion:

- Terri would be a 4th rep from Toronto First, which is against the bylaws, so only 3 can be elected.
- Nicole is on the board as well as on the nominating committee. Ellen clarified that since the board is all new, this was an exception. She suggested that it would need to be ratified that Nicole is automatically appointed to the board since she is the only member rolling over.

Motion: Ratify appointment of Nicole to the Board

Moved: Lauren Renzetti

Second: Norah Menzies

Vote: 19 for; 1 abstention. Carried.

Motion: Ratify appointment of Richard to the Board

Moved: Kim Alexander

Second: Anne Bokma

Vote: 18 for; 2 against. Carried.

Discussion:

- Since one board member is returning, there are only 8 to vote in. This does not include the youth rep, who is not included in the number of 9.
- Since there are more nominees than positions, ballots were done online and in person.

Elected:

Anika Rosen (Youth Rep)
Brendon Zhang (CLF)
Greg Carter (Grand River)
Helen Iacovino (Toronto First)
John Jordan (Toronto First)
Jordan Fleguel (CFL)
Nicole Cormier (CLF)--ratified
Jeff Dickhout (Hamilton)
Anthony Rapoport (NUUC)
Terri Marks (Toronto First)

Closing words by Janice thanking the outgoing board and all who have helped the camp over the last year.

Comments:

- Re: Seasonal Camper Winnie recommended Tony Rapoport to be on the committee for seasonal campers. Nicole said that as a member of the board, she could send out to seasonal campers information and a way to vote on people to be on the committee?
- Aukje Byker-also need to send out info ability to vote for those on the waitlist for seasonal campers.
- Hope to have people with young children on that committee as well.
- Board's job is to form the committee.
- Thanks to Mike for agreeing to stand for the committee.

Nominating Committee: (volunteers requested)

Anne Bokma (advisor)
Lauren Rinzetti
Winnie Larsen
Aukje Byker
Michelle McComb
Board Member--to be decided

Motion: To approve the nominating committee

Moved: Janice Canning
Second: Lauren Rinzetti
No discussion.
Vote: Unanimous. 16 votes for.

Pat Trudeau spoke a blessing as we ended the meeting.

New Business

Motion: The next AGM will be held on September 18, 2021, at 10:00 a.m. by Zoom

Moved: Lauren Rinzetti

Second: Winnie Larsen

No Discussion.

Vote:: 17 votes for. Carried.

Janice Canning adjourned the meeting at 6:42 p.m.