



# Board of Directors Minutes

Saturday, January 12, 2013  
 Courtyard Marriott  
 Toronto, Ontario

**Present:** Sean Hillier (Co-Chair), Francisco Alvarez (Co-Chair), Shelley Craig, Lauryn Kronick, Kerry Bell, Susan Gapka, Evan Dean, Chad Simon, Mark Smith  
**Guests:** Kevin Beaulieu  
**Regrets:** Paul Saguil, Kent Churn

**Meeting called to order at 10:25 am**

**NOTE:** Prior to the Board Meeting the Board accepted the Resignation of Roy Mitchell

| Item   | Actions |
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| <p><b>Item 1: Approval of Agenda</b></p> <p><b>Motion:</b> To approve the agenda for 12-Jan-13 as presented</p> <p>Moved: F. Alvarez<br/>           Second: C. Simon<br/>           Carried Unanimously</p>  |         |
| <p><b>Item 2: Approval of Past Minutes</b></p> <p><b>Motion:</b> To approve the minutes for 6-Dec-12 Board Meeting as presented</p> <p>Moved: S. Hillier<br/>           Second: L. Kronick<br/>           Carried Unanimously</p>  |         |
| <p><b>Item 3: Executive Director's Report</b></p> <p>K. Beaulieu presented the Executive Director's report, as well as an update on the hiring of a WorldPride Coordinator and Director of Operations.</p> <p>The Executive Director's report included updates on:</p> <ul style="list-style-type: none"> <li>• Current status of building lease</li> <li>• Selection process for Honoured Positions</li> <li>• Yonge/Dundas Square</li> </ul> <p><b>Motion:</b> To move in-camera</p> <p>Moved: F. Alvarez<br/>           Second: S. Hillier<br/>           Carried Unanimously</p> |         |

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| <p><b>Motion:</b> <i>To move out of in-camera</i></p> <p>Moved: F. Alvarez<br/> Second: S. Hillier<br/> Carried Unanimously</p>   |  |
| <p><b>Item 4: Board Committee Reports</b></p> <p><b>Board Recruitment &amp; Development Committee (K. Bell)</b> – to hold first meeting on 16-Jan-13</p> <p><b>Community Relations (L. Kronick)</b> – Committee is starting to interview Committee Members and plans to have selection process completed by end of month</p> <p><b>Finance &amp; Audit (M. Smith)</b> – Working on reviewing the Purchasing and Procurement Policy</p> <p><b>Governance (E. Dean)</b> – Have met twice since last meeting. Policy Review document developed and presented to the Board for their completion. Have begun reviewing By-Laws. Updated Terms of Reference, Board Volunteer Agreement and Senior Volunteer Agreements presented for approval.</p> <p><b>Motion:</b> <i>To approve the Governance Committee Terms of Reference, Board Volunteer Agreement, and Senior Volunteer Agreement as presented</i></p> <p>Moved: E. Dean<br/> Second: S. Gapka<br/> Carried Unanimously</p> <p><b>Human Resources &amp; Compensation Committee (S. Craig)</b> – Have met, no update</p> <p><b>WorldPride 2014 Committee (F. Alvarez)</b> – Updates provide for each sub-committee. WP14 to begin working with HRCC on an integrations strategy for WP14 Volunteers and the rest of the organization</p> |  |
| <p><b>Item 5: Jarvis Street for Parade</b></p> <p>K. Beaulieu an update on using Jarvis Street as a potential Parade route</p> <p><b>Motion:</b> <i>To refer the issue to Executive for consultation with a report to be brought back to the Board with staff report and plan of action for the next Board Meeting</i></p> <p>Moved: S. Gapka<br/> Second: S. Craig<br/> Carried Unanimously</p>  | <p><b>Executive</b> to coordinate, with <b>Staff</b>, and develop a report with plan of action for next board meeting.</p> |

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| <p><b>Item 6: LUNCH</b></p>   |  |
| <p><b>Item 7: Strategic Planning Process</b></p> <p>K. Beaulieu an overview on the DRAFT Strategic Plan. Discussion held.</p>   | <p><b>S. Hillier &amp; F. Alvarez</b> to prepare a google doc for creating/evaluation strategic priorities<br/> <b>Board</b> to update/comment on document prior to next meeting</p> |
| <p><b>Item 8: Board Goals for 2013</b></p> <p>Board held a discussion on setting Goals for the 2013 year.</p>   | <p><b>F. Alvarez</b> to circulate draft goals for comment prior to next meeting.</p>   |
| <p><b>Item 9: Review of Dispute Resolution Process (DRP)</b></p> <p>Item deferred to next meeting</p>   |  |
| <p><b>Item 10: Meeting Schedule</b></p> <p>Board discussed the meeting schedule from through the festival.</p> <p><b>NOTE: Dates below reflect email conversation and consensus</b></p> <p>11-Feb-13<br/> 11-Mar-13<br/> 28-Mar-13<br/> 8-Apr-13<br/> 25-Apr-13<br/> 13-May-13<br/> 30-May-13<br/> 10-Jun-13</p>  |  |
| <p><b>Item 11: Other Business</b></p> <p>1) <b>Board Vacancy</b> – Board discussed course of action regarding current Board Vacancy</p> <p>2) <b>Change to Signing Authority</b></p> <p>Motion:</p> <p>The signing officers of the incorporation shall be: Board Co-Chair - Francisco Alvarez; Board Co-Chair - Sean Hillier; Board Treasurer - Mark Smith; Board Secretary - Evan Dean; Executive Director - Kevin Beaulieu; Director of Development - Ben Freeman;</p> <p>Furthermore,</p> <p>1. The Corporation is authorized to:</p> <p>(a) open, maintain and operate one or more accounts with the Bank and to do all things in relation thereto;</p> |  |

(b) enter into credit agreements from time to time with the Bank using the Bank's standard forms and to borrow money from the Bank pursuant to the credit facilities described in such agreements; and

(c) enter into further arrangements for the provision of financial service with the Bank.

2. The Corporation is authorized and directed to create, execute and deliver in favour of the Bank;

(a) the Bank's standard documentation for the opening and operation of accounts from each account opened:

(b) the credit agreements referred to above and any additional agreements described in such credit agreements; and

(c) such further instruments and agreements as may be reasonably required to carry out the agreements described herein; and by doing so, to bind the Corporation and create the security set out in such agreements.

3. In accordance with any restrictions set out below, the officers, directors and employees of the Corporation listed hereafter as authorized representatives are hereby authorized for and on behalf of the Corporation to execute and deliver all of the documents and instruments described in paragraph 2, and any others that may be reasonably required from time to time to carry out the transactions contemplated, subject to such amendments as the authorized representatives may approve, such approval to be conclusively evidenced by the execution of the said documents or instruments. In accordance with any restrictions set out below, such persons are also authorized to conduct all aspects of the Corporation's banking relationships with the Bank and, notwithstanding the generality of the foregoing,:

(i) to give the Bank instructions and perform transactions on behalf of the Corporation in connection with the ongoing operation of the accounts, credit facilities and other financial services contemplated by this resolution; and

(ii) to authorize any person or person to do any or more of the following:

(1) to receive from the Bank any (a) cash or securities, (b) bills of exchange (including cheques), promissory notes, orders for payments of money, securities, coupons, clearing items or other value items, and other instruments (each of which individually called an "instrument") or (c) other property, or to give instructions to the Bank for the delivery or other transfer of any such cash, securities, Instruments or other property to any party named in those instructions;

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| <p>(2) to deposit with, negotiate or transfer to the Bank, for the credit of the Corporation, cash or any security, Instrument or other property, endorsed (by rubber stamp or otherwise) with the Corporation's Business name; and</p> <p>(3) to settle the Corporation's accounts with the Bank and to receive from the Bank, and provide receipt of, statements, passbooks, debit vouchers and any other items (including paid and unpaid cheques). The Bank is entitled to rely on such documents, Instruments, instructions and transactions as duly and validly authorized and binding on the Corporation. The Bank does not need to make any further inquiry into the authority of the authorized representatives to bind the Corporation.</p> <p>4. The signing officers: Board Co-Chair - Francisco Alvarez; Board Co-Chair – Sean Hillier; Board Treasurer – Mark Smith; Board Secretary – Evan Dean; Executive Director - Kevin Beaulieu; Director of Development- Ben Freeman;</p> <p>5. Signing Officer Requirements/Restrictions: Any two to sign.</p> <p>Moved: S. Hillier<br/> Second: F. Alvarez<br/> Carried Unanimously</p> |  |
| <p><b>Item 12: Adjournment</b></p> <p><b>Motion:</b> <i>To adjourn the meeting</i></p> <p>Moved: E. Dean<br/> Second: F. Alvarez<br/> Carried Unanimously</p>  |  |

**Meeting adjourned at 3:28 pm**