



Board of Directors Minutes

Thursday, December 7, 2011
 Pride Toronto Board Room
 14 Dundonald Street
 Toronto, Ontario

Present: Francisco Alvarez, Evan Dean, Daniel Knox, Chad Simon, Luka Amona, Sean Hillier, Susan Gapka, Kevin Beaulieu

Regrets: Paola Solorzano, Roy Mitchell

Meeting called to order at 6:33pm.

Item	Actions
<p>Item 1: Approval of Agenda</p> <p>Motion: To approve the agenda for 7-Dec-11 as presented at the Board of Directors meeting.</p> <p>Items 2 & 6 Will be lead by Sean</p> <p>Moved: F. Alvarez Second: E. Dean Carried unanimously</p>	
<p>Item 2: Approval of Past Minutes</p> <p>Motion: To approve the minutes for 3-Nov-11 as presented at the Board of Directors meeting.</p> <p>Date Change: Thursday November 3rd</p> <p>Moved: F. Alvarez Second: C. Simon Abstain: M. Smith Carried</p>	
<p>Item 3: In-Camera Session</p>	
<p>Item 4: Report provided by K. Beaulieu to the Board on his first week regarding: Finances, Office, Legal Relations, Community Relations, International Grand Marshall Update</p>	<ul style="list-style-type: none"> - Staff to provide an update as to the current and past tax expenses occurred (via e-mail). - Staff to provide a report on proposed sponsorship deals through to 2014 before any further action is taken in regard to arrangements for 2014. - Staff to provide a report to as to further directions

	<p>that should be taken with regards renting out office. - E-mail to be sent out to members re: Theme 2012</p>
<p>Item 5: Treasury Update RFP progress and timeline</p> <p>Motion: To call a General Meeting of the membership in order to remove and appoint the Auditors for 2010/2011 & 2011/2012 Moved: D. Knox Seconded: C. Simon Carried</p>	<p>S. Hillier to contact Membership regarding GM on Dec. 22nd, 2011.</p> <p>Approval of Agenda, Removal of 2010/2011 & 2011/2012 auditing Firm. Appointment of New Auditors.</p>
<p>Item 6: Signing Officers of the Corporation</p> <p>Motion:</p> <ol style="list-style-type: none"> 1. The Corporation is authorized to: <ol style="list-style-type: none"> (a) open, maintain and operate one or more accounts with the Bank and to do all things in relation thereto; (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; <ol style="list-style-type: none"> (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, <ol style="list-style-type: none"> (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 	

<p>(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; (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 (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 - Luka Amona; Board Treasurer - Daniel Knox; Board Secretary - Sean Hillier; Executive Director - Kevin Beaulieu; Operations Director - Ben Freeman; Fundraising Director - Ryan Lester</p> <p>5. Signing Officer Requirements/Restrictions: Any two to sign.</p> <p>Moved: S. Hillier Seconded: F. Alvarez Carried</p>	
<p>Item 7: WorldPride Planning Committee Update by F. Alvarez & L. Amona Provided an update on current WorldPride activities The board is to meet in order to construct a roadmap for future WorldPride planning.</p>	<p>Send any requests for information that Directors may want re: WorldPride to make future decisions to Co-Chairs. Co-Chairs to provide more information as to WorldPride Structure and legal advice.</p>
<p>Item 8: Board Committee Updates:</p> <ul style="list-style-type: none"> - Community Relations: Terms of Reference - Governance: Review of By-laws, Policies & Procedures - Membership: Planning a joint meeting with Governance 	<p>Deadline of Feb15th to have their terms of reference available for the Board</p>
<p>Item 9: Board Goals for 2012: Board discussed goals for 2012</p>	<p>F. Alvarez to provide more detailed goals for Board Approval at next meeting</p>

<p>Item 10 (1): Motion to Call General Meeting for December 22nd, 2012</p> <p>Moved by: F. Alvarez Seconded by: L. Amona Carried</p>	<p>S. Hiillier to notify membership of meeting.</p>
<p>Item 10 (2): General meeting to be called in early 2012</p> <ul style="list-style-type: none"> - Present Audited Financial Statements - Elect the final two board members - Bring forward Bylaw changes to membership program - Board discussed date for the meeting 	
<p>Item 11: Monthly Team Meetings</p> <p>Board Members should make an effort to attend</p>	
<p>Item 12: Board Meeting Schedule</p> <p>Board set meeting schedule through March 2012 Board to meet on the following dates: 14-Jan-12 – Board Retreat re: World Pride 18-Jan-12 15-Feb-12 14-Mar-12</p>	<p>Governance: Review By-law as to when AGM can be held to align with Audited Financial Statements</p>
<p>Item 13: Other Business</p> <p>F. Alvarez: Meeting with a sponsor re: WorldPride 2012 London E. Dean: Travel and Conference Policy C. Simon: Inspire Awards – Dec 14th, 2011</p>	
<p>Item 14:</p> <p>Motion to move In-camera Moved: F. Alvarez Seconded: C. Simon Carried</p> <p>Motion to move out of camera Moved: L. Amona Seconded: S. Gapka Carried</p>	
<p>Item 12: Motion to Adjourn</p> <p>Motion: <i>To Adjourn the Meeting</i></p> <p>Moved: S. Gapka Second: L. Amona Carried unanimously</p>	

Meeting adjourned at 9:56pm.

Items voted on via e-mail

<p>Item 13: Auditors</p> <p>Motion: <i>To that Pride Toronto terminate Adams and Miles as auditors for Pride Toronto</i></p> <p>Moved: F. Alvarez Second: L. Amona</p>	
---	--

Carried unanimously

Motion: That Pride Toronto award the Audit Services contract for fiscal years 2010-2011 and 2011-2012 to Marinucci & Company at an annual fee of \$10,000, for a total value of \$20,000 before applicable taxes.

Moved: F. Alvarez

Second: L. Amona

Carried Unanimously

Motion passed at 18:26 on 17-Dec-11