AGM MDRAO May 10th, 2019, 5:00pm

Attendees:

In person: Candia Anderson, Nathalie Legault, Garry Bassi, Jeffrey Phelps

Delta: Tony Leite, Denise Bosnjak, Tamiza Samji + four others

Sigma: Dianne King, Sara Roberts, Stacey Marshall, Jodie O’Phee, Corey Edwards

Lambda: Lorena Tamson, Maybellene Borja, Megan Bozec, Jodi Lewicki

Theta: Tammy Bennardo, Colleen Landers

Gamma: Beth Fraser

Eta: Michael Lacatus, Maria Valenzuela, Jose Valenzuela, Brendra Gnanasegaram, Cheryl Fedosenko, Helen Zhang, Jocelyn Samson, Mary Shane Soliven, Dawn Vassell, Pablo Ramiro

1. Meeting called to order at 5:04 by Jeffrey Phelps. Seconded by Garry Bassi,
2. Consent agenda

Jeffrey Phelps proposed adding one item to the agenda: item 10 – Budget discussion. “Other” would then move to item 11. Motion to accept agenda with these changes by Jeffrey Phelps, seconded by Garry Bassi. Motion passes.

Colleen Landers requested a point of order: why weren’t bylaws met in posting of AGM? Board to address later in the meeting.

Jeffrey Phelps requested that all Chapters take local attendance and forward to Sarah McIntosh at Managing Matters.

1. Resignations of Board members – letters

Jeffrey Phelps read Letters of Resignation from Tammy Bennardo - President (May 3), Denise Bosnjak (May 3), Tamiza Samji – Vice President (May 3) and Deo Macadangdang – Director of Communications (May 3). (See appendix.) Tammy’s letter to members was also read. Letters will be posted on the website. Motion to enter letters into minutes made by Candia Anderson, seconded by Nathalie Legault. Motion passes. Remaining board members are Candia Anderson, Garry Bassi, Nathalie Legault, Jeffrey Phelps, Sara Ross. Reasons behind resignations will become clear later in the meeting; this will be discussed in item 7.

1. Appointment of new President

Not for Profit Act allows board to replace resigning board members at the AGM. These are interim appointments until an election is held next spring.

Questions regarding election of president. Motion by Colleen Landers to call for nominations and hold election. No seconder.

Michael Lacatus: in the past when Vice President has resigned, board has appointed replacement. MDRAO needs to carry on and as such can’t wait for an election.

This action follows Canadian Not for Profit Act (CNPC), and board will move forward. As such, Jeffrey Phelps has been appointed new President. Jeffrey has served on Theta Chapter board and provincial board for two terms.

Candia Anderson motioned for membership to accept Jeffrey as President. Seconded by Nathalie Legault. Voting conducted by Chapter.

Theta: For: 0 Against: 2

Gamma: For: 1 Against: 0 Abstained: 1

Sigma: For: 4 Against: 0

Lambda: For: 3 Against: 0

Delta. For: 6 Abstained: 1

Eta: For: 10 Against: 0

24 For, 2 Against, 2 Abstained. Motion passes.

1. Appointment of Vice-President

Jeffrey Phelps appointed Nathalie Legault as Vice-President.

1. Delta Chapter Representative

Delta hasn’t yet appointed a Delta Chapter Board Representative. Delta President is currently away on vacation so will be addressed when he returns.

1. Events recapitulation
	1. Theta Chapter Representative Change

In fall 2018, following Theta Chapter elections, Jeffrey Phelps sent a letter to the Provincial Board stating it wasn’t possible for a Past President of the Provincial Board to hold office at the Chapter level once they’ve completed their term as President and Past-President. Therefore it is unconstitutional for Colleen Landers to serve on a Chapter board. Constitution was reviewed and the concern was determined to be accurate. Therefore, Jeffrey Phelps was elected Chapter Representative rather than Colleen Landers. There were also concerns the election results had been tampered with. Any such meddling goes against the not for profit act and the MDRAO code of conduct. When previously reviewed, the bylaw was interpreted incorrectly by then Administrator Shelley McGee and the wrong answer given during previous board meeting. Asking another member to step down or remove their name from the running during an election was determined to be against the MDRAO code of conduct.

Colleen Landers spoke on her behalf – stating an election by Simply Voting was held with results in her favour (95% for). She does not feel the election was tampered with.

However, the matter was investigated by board and board agreed Jeffrey Phelps should be reinstated, given the process wasn’t executed fairly and the other candidate wasn’t eligible for election. Michael Lacatus had previously asked her to step down during the election confusion, pending investigation. He has not seen documentation which Colleen referred to.

Members were offered a chance to ask questions. No questions were asked.

* 1. Relocation of office and change in admin assistant

MDRAO historically had one administrative assistant to run office. Recently, a motion was passed to relocate the office to an Association Management Company so the membership could grow and to broaden member opportunities, including having a telephone number for members to call. The board feels having one individual managing the offices would eventually have limited membership growth. Decision was made to outsource the duty to third party Association Management Company: Managing Matters based in Toronto. Shelley McGee is longer employed by MDRAO. The board thanks her for her service & contribution.

Members were offered a chance to answer questions. No questions were asked.

* 1. Law suit against MDRAO, Audits, Finance report

Candia Anderson presented the reasons why Shelley McGee was laid off on January 29th. MDRAO was prepared to pay her 30 weeks’ pay in lieu of notice, once all association property had been received. Items were not returned right away. Shelley McGee filed a claim on March 18th that she was wrongfully dismissed. Candia Anderson read from Shelly's Claim, MDRAO’s Statement of Defence and Counterclaim, and Offer to Settle. The claim asked for approx. $300 000 and at the last Offer to Settle, she offered to pay $10 195.84.

Because of the lawsuit and potential conflicts of signing officers, MDRAO’s lawyer recommended that a litigation committee be formed that did not include anyone who had previously signed a blank cheque. Denise Bosnjak, Tammy Bennardo and Tamiza Samji all declared a conflict of interest as they had signed these blank cheques. The rest of the board formed a litigation committee to work with the lawyer on the lawsuit. Candia Anderson explained this was done for the protection of the individuals as well as the association. Clarification was offered on why Denise felt she was being left out of some decisions (as per her resignation letter) – assumption by board that it was due to not being part of the litigation committee, as per the lawyer’s recommendation. Tammy requested that the resignation letters not be elaborated on.

Michael Lacatus asked if there is a conflict of interest between Colleen Landers and Shelley McGee. As Shelley McGee is Colleen Landers’ daughter, the board feels that yes, there is a conflict. Through the constitutional changes that will be put forward, a nepotism policy will be included to address such conflicts in the future.

Beth Fraser would like the board to consider the word friendship. Candia Anderson clarified friendship is acceptable but a conflict of interest must be declared, especially when decisions regarding that person are made at the board level, e.g. deciding on wages. The organization should be protected from anyone who might personally benefit or take advantage of MDRAO’s good faith.

Dianne King would like to clarify that Shelley was voted in by membership and not appointed by board, who knew she was Colleen’s daughter at the time. Clarification by board that not all conflicts are negative but if they affect the organization they need to be declared so board can make informed decisions.

Colleen Landers would like to clarify that Shelley McGee was hired after Landers left the board.

Michael Lacatus would like to clarify the members voted for the association’s need for an administrative assistant but did not name the candidate or candidates. He does not remember the position being posted. Other members remember it differently.

On April 25th Shelley McGee sent an offer to MDRAO to settle the lawsuits, repaying her initial severance amount, and dismissing her legal action. The legal proceedings are ongoing.

Members were offered opportunity to ask questions. No question were asked.

A forensic audit is ongoing and is tied to the litigation. Because so many financial records were lost, it’s very difficult to create a budget for 2019-2020. Numbers that had been provided didn’t seem to match banking records. In 2018, MDRAO ran a deficit of $253 000. It appears money was lost on both website management and conference management. Due to ongoing issues and commitments previously made, this year’s budget may also reflect a similar loss. Sample expenditures & revenue amounts were read to the membership to illustrate some current costs. Unfortunately, expenses in 2018-2019 fiscal year are likely to outstrip revenue.

Stacey Marshall asked for clarification on investment income. Investments are likely to be about $60 000 based on previous years, but this information isn’t yet finalized as the board doesn’t have all the investment details. Tony asked for clarification on current bank balance. May 2018 balance was $1 116 000. There are no financial records from September 2018 forward. Tony is concerned about the high fees, and would like to understand where the money went. The forensic audit will address some of these questions but isn’t yet complete.

Michael Lacatus would like to know how much was Colleen Landers was paid for her contribution to the online course. According to financial records, Landers was paid between $20-25 000 for her contribution. Lacatus asked if anyone else participated was paid a similar amount. He doesn’t recall this position being posted and hiring wasn’t documented. Board felt it was likely Landers had the skills and the board believed she was the best choice at that time. Some other large expenses, including content development and video creation also contributed to the cost.

Beth Fraser would like to know how much the French editions of the book cost. A third party company, All Languages, translated the books and the cost was approximately $75 000. The board acknowledged it was a large expense but online course and manuals do generate revenue for MDRAO.

Jodi (Lambda) would like to clarify when the online course is available. Concerns expressed that in 2019 the course closed three days early due to the staffing changes/restructuring. Course will reopen June 1st and will be available until February as usual.

Concern expressed that past boards have made decisions that weren’t passed and approved by all board members. Some past board members had no knowledge of past decisions/payments. MDRAO will ensure that the not for profit act is followed in the future. Abiding by this legislation will ensure MDRAO is protected and will grow.

Colleen Landers would like to clarify she was paid $15 619.40 for 520 hours of work and her invoices were approved by Tammy Bennardo and Denise Bosnjak. The other amounts would include her course facilitator fees and travel expenses. The board clarified that the stated numbers come from the past president and forensic auditor, and include the total amounts paid to Landers for that fiscal year.

All vendors are going to be revisited to determine where costs can be saved.

Members were offered chance to ask further questions. No further questions were asked.

* 1. Prosoft and website situation

Prosoft is MDRAO’s current webmaster. A 36 month contract was signed. Company is efficient and knowledgeable. The issue the board would like to address is that they are rather expensive. This is partly because it is an older website with a lot of plugins that requires a lot of maintenance. Their consultant, Juliana Blackett, is also completing many other administrative tasks that MDRAO is paying for. In the near future, the board will meet with Prosoft to create efficiencies and save money. Automation will also help reduce the administrative tasks, e.g. generation of electronic certificates. A third party expert has reviewed the site and has been customized for MDRAO but is an old site; it could be updated and improved to make it simpler. Board is working towards reducing the cost of the website in the future.

Tony (Delta) Leite would like to know how many hits the website gets a month. This data isn’t currently available but could be requested from Blackett. Tony felt it would be helpful to know how much association is paying “per hit” to determine if website costs are worth it. If it’s not generating usage then MDRAO may be paying too much. Board agrees this data would be helpful.

Members were given opportunity to ask questions. No further questions were asked.

1. Proposed Constitutional Changes

33 changes are proposed. Creating a Director of Finance position is one of the proposed changes as not having a Treasurer has helped create the current situation (lack of financial transparency). Examples of changes were read.

An email was sent at 6:30pm inviting members to vote on the constitutional changes.

Members were invited to ask questions.

Colleen Landers would like to inquire about article change M, regarding membership and employment. Board clarified this change is to address concerns that people leave MDR and continue as members. Proof of working in MDR may not be required automatically (and will not be required each renewal) but can be requested if needed.

Beth Fraser stated she has trouble getting on the website and so hasn’t been able to read the constitutional changes. Changes are also included in full on the survey sent via email. If anyone is having similar problems, they are encouraged to contact a board member.

No further questions were asked.

1. Conference update

Conference planning is on track. Entertainment has been booked. Meeting with hotel will take place in a couple of weeks to ensure everything is running smoothly. Agenda is finalized and speakers are confirmed. Small things like table decorations haven’t been finalized. Still encouraging vendors to register. Former board members are encouraged to help; the board may reach out for their expertise. Many past conferences have operated at a loss. This year the board would like to increase vendors and revenue. Speakers can be costly; sponsors can assist with this cost. The conference theme was confirmed: Inspiring Innovation. The association has received feedback that sometimes conference content can be repetitive so board is encouraging innovation from vendors. This year will also be a celebration of MDRAO’s 50th anniversary. Provincial executive will be paying for some members’ registrations, contributing a dollar amount that allows each Chapter to send 5% of membership. (\*)

Motion by Candia Anderson that membership accepts the motions the board has made in the past year. No seconder.

Tony (Delta) – suggests that 25 people per chapter have free registration rather than 5%. He wants to ensure that smaller chapters also have representation. Offering the conference as a bonus is positive and results in higher conference attendance.

Board clarified each Chapter receives the same amount of money to send people. However, it costs more to send members from farther away. Tony feels the 5% limits Chapters from being able to match/contribute to the provincial amount. However, the 5% amount was motioned and approved by board, including Chapter reps. Clarification provided that the monetary amount does not limit the number of members each Chapters can send, it just limits how much each Chapter will receive from the Provincial Executive. Provincial Executive will also cover the Chapter Executive registrations.

Beth Fraser stated that Gamma membership has increased substantially. Anyone who has attended a meeting in the last year has been offered the opportunity to attend the conference, with Gamma paying their registration fees. As many as 10 or 11 may be going. Those initiatives would be helpful for other chapters. Candia Anderson requested that anyone with any ideas of growing membership send them to her via email.

Members were offered the opportunity to ask further questions. No further questions were asked.

1. Budget items covered through 7C. No further discussion required.
2. Other. Any new business the membership would like to consider?

Garry Bassi would like to discuss one further item. There is currently an investigation into funds that Theta Chapter may have withheld from the provincial association. Theta Chapter sent a letter regarding money that may have been in a Theta Chapter bank account but wasn’t declared in the officially accepted way. It is alleged that $40 000 was kept in a separate Theta Chapter fund until October 2018 when it was returned to the provincial account. The investigation is ongoing: how long Theta had the money, why wasn’t it declared (if in fact it wasn’t) and why it wasn’t transferred earlier. More information will be reported when it’s available. This is connected to the misappropriation of funds by McGee and investigation ongoing.

Members were offered a chance to ask questions. No questions were asked.

Jeffrey Phelps apologized to the membership and assured them that the board are working hard to focus on the important matters and put things right. Garry Bassi thanked and commended Tammy Bennardo, Denise Bosnjak, Tamiza Samji and Deo Macadangdang for their contributions to their board.

Motion to adjourn was made by Tamiza Samji and seconded by Tony Leite.

Meeting was adjourned at 7:10pm.

**Appendix – resignation letters**

**Resignation – Tammy Bennardo**

The way I see it is...

 This board is fragmented. It has been since the day 5 members chose to make changes that 3 of us had no idea about and were out voted regardless of how we felt . We have struggled to come together despite our efforts as we are divided with five board members working on litigation and finding a new webmaster to replace a functioning one and three board members 3 trying to plan a conference, AGM , Constitution and finish education.    We have timelines that are driven by a fiscal year and constitution that should be our focus but we continue to fall behind.
The office that was hired terminated their contract with us and now we are truly left to start over again, I was willing to give things a try and was hopeful that the conference and education would be able to be successful but I don’t think this is possible especially without an office during this time.  I do not think the MDRAO should be having the same management company as CAMDR there are many conflicts with this in my opinion as well as we hired the last company without having other estimates.    I agree with Denise that it becomes more apparent each and every day that the board does not trust nor want the Past President, President or  Vice President  to make decision as we are not trusted.   I  too find it most difficult to be responsible for decisions that I am not aware of, or have had no input into.

Therefore I am acknowledging that my expertise, and input in support the MDRAO is no longer required, and I with mixed feelings notify you today of my resignation as President of the MDRAO.

I will cut up my credit card and return it with  the laptop to managing matters or to whomever will be my successor, as well cancel my travel or accommodation.

The board  should also reflect and make a decision regarding Theta chapter as I am the current President and may be viewed as a conflict  I will step down if requested and have everything sent to Jeffrey and Monique in North Bay.

It truly has been a pleasure working on the education program and developing the online course and I am thankful for the friendships and experiences I have gained through my years as a member and executive member of MDRAO.

I wish you all the best of luck and truly hope that you are all able to have the association that you envision and continue to grow the MDRAO.

Respectfully,

Tammy Bennardo

**Resignation – Tamiza Samji**

MDRAO Board,

I would like to thank MDRAO for allowing me to serve on the board and well as the Delta Chapter. This has been a great opportunity as I have had the chance to work with some great people and have learned a lot over the past few years.  Unfortunately I feel it is time for me to resign from my position on the provincial board.  I will remain VP on the chapter level unless requested to resign. I am and always will be a member of the MDRAO.

I agree with Tammy as well Denise that this board has become fragmented.   I feel the communication of the board has breached the code of conduct over the past few months.   Without trust between members we cannot function.

Outstanding issues include:  Annual General Meeting,  Membership packages,  Fall conference and education.

Candia, I will email you a list of the people I have been in contact with at the bank. Please ensure that Denise, Tammy and I are removed from everything to do with the banking immediately.  I will be forwarding all my emails to the rest of the board so everyone will be aware of the banking information. I have one more envelope that I will be mailing by Monday to include my receipts from the Board meetings that I have attended for reimbursement. The signed cheque for MM to be paid and any other information I have.

Thank you all very much for your contributions. It has been a pleasure meeting you and wish you all the best and wish MDRAO all the success.

Thanks so Much

Tamiza Samji

**Resignation – Denise Bosnjak**

Hi everyone, I agree with Jeffery's comments above.

Somehow we have developed a board inside a board, and as a result we are no longer functioning as a cohesive team.

I feel that this has held the MDRAO back from moving forward over the past few months.

I understand that the litigation committee cannot trust some of us.    We have signed blank checks for Shelly to manage, as have past presidents before us..

I am grateful to have worked on several MDRAO board of directors, and understand that without trust, respect and transparency to include all members of the team, our organization will not be able to continue to grow and develop.

I find it most difficult to be responsible for decisions that I am not aware of, or have had no input into.

Therefore I am acknowledging that my expertise, and input in support the MDRAO is no longer required.

That said, it is with mixed feelings that I notify you today of my resignation as past president of the MDRAO.

It was great meeting and working with all of you.   I wish each of you much success, and look forward to seeing the MDRAO continue to grow in the future.

Respectfully,

Denise Bosnjak

**Resignation – Deo Macadangdang**

Hi Everyone,

it is with great sadness that I must notify you, and request acceptance of my resignation from the MDRAO provincial board of directors.

After recent reassessment with my Doctors and Therapist, I have been advised that my progression is unfortunately much slower than expected and I must refrain from extra activities at this time.  I have been placed back to 4 hours of work and must now focus my energy towards my employment obligations and aim to recuperate faster.

It has been a pleasure to work with all of you, but I am unable to uphold my position as Communication Director at this time.

Respectfully,

Deo Macadangdang