



**MINUTES OF THE
ANNUAL GENERAL MEETING
March 25, 2015
OWN Co-op, 115 The Esplanade**

Board of Directors in Attendance:

President: Steve Lowden - London on the Esplanade
Secretary: Jacquie Williams - Old York Tower
Treasurer: Debra Corey - Kings Court
VP Internal: Maureen Walsh - 15 Scadding

Board of Directors Regrets:

Voting Delegates in Attendance:

Rhonda Parto - Caroline Co-op
Anna Sennikov - Cathedral Court Co-op
Catherine Limberti - 1 Church Street
Wally Simpson - Crombie Park
Doug Maybank - Crombie Park
Cheril Baker - David B. Archer
Margaret McQuade - David B. Archer
Lois Thomson - David B. Archer
Melville Olsberg - 160 Frederick St.
Colin Randall-Smith - 25 George St.
David Crawford - 135 St. George St. S
Joyce Arnold - 135 St. George St. S
Lori Crawford - London on the Esplanade.
Maureen Browne - London on the Esplanade
Andrea Vechter - Market Square
David Telewiak - Marketview Housing Co-op
Joyce VanLint - New Times Square
Louise Amm - OWN
Brian Fordham - Old York Tower
James Loxley - PAL
Marion Lewis - PAL

Dan O'Leary - 15 Scadding
Suzanne Kavanagh - St. Lawrence on the Park
Toby Tanenbaum - St. Lawrence on the Park
Julio Digirolamo - The Berczy
Rocky Zannella - The Berczy
Jerry Hammack - 25 The Esplanade
Mary McDonald - 25 The Esplanade
Dwight Peters - 25 The Esplanade
Stephen Devine - 176 The Esplanade
Gabriele Franke - 176 The Esplanade
Sharon McMillan - 222 The Esplanade
Sheila Peart - 222 The Esplanade
Alex Perrot - The Indigo
Lorrie Naylor - The Victoria
Marcus Little - The Wellington
Sylvia McLelland - The Wellington
Faith Sawyers - Windmill Line Co-op
Sian Ferguson - Woodsworth Co-op
Ronny Yaron - Woodsworth Co-op

Associate Members & Guests:

Margaret Kegel
Glenn McManara
Stacey Rodas
Nancy Dudgeon
Pat Scarborough
Gina Jones

Regrets:

Sonja Secker - Market Square

Edward Nixon SEDNA
Evan Heise
Norma Daltrey
Tom Davidson - Councillor McConnell's Office
Judy Slack

1. REGISTRATION

2. OPENING OF MEETING

2.1 Opening Remarks

The call to order was prefaced by a discussion of procedural issues around the appointment of Steve Lowden as President and Chair of the current meeting and the introduction of a motion for the removal of a Director. Steve Lowden received approval from the floor by a show of hands to proceed with meeting. The meeting was called to order at 7:29 pm.

2.2 Appointment of Recording Secretary for AGM

Andrea Vechter was proposed as Recording Secretary for the AGM. All were in favour and the motion to appoint the recording secretary was **CARRIED**.

MOVED BY; Doug Maybank
SECONDED BY; Louise Amm

2.3 Review of Code of Conduct

Steve Lowden reviewed the SLNA Delegate Code of Conduct with special attention to showing respect for delegates and community members.

2.4 Approval of AGM Agenda

A request was made to move Agenda item 6, The St. Lawrence Market Precinct Advisory Committee, to between items 4 and 5. All were in favour and the Agenda as modified was **CARRIED**.

MOVED; Jacquie Williams
SECONDED; Debra Corey.

The scrutineers were introduced: Marcus Little, David Crawford, Joyce Little. All present were in favour of those appointed.

2.5 Approval of Minutes for Annual General Meeting March 26, 2014

It was resolved to approve the Minutes of the Delegates' Annual General Meeting held on March 26, 2014 as presented. All were in favour and the **motion was CARRIED**

MOVED BY; Dwight Peters
SECONDED BY: David Crawford

3.0 MOTION FOR REMOVAL OF DIRECTOR

As per Mr. Lowden's introductory remarks, Mary McDonald, Chair of the Nominations Committee was appointed as acting Chair for this portion of the meeting. The acting Chair outlined the process the Directors had agreed upon with regard to the motion. It was confirmed, in accordance with SLNA Bylaw 4.1.5 that the motion calling for the removal of Maureen Walsh as a Director of the SLNA had been appropriately submitted.

Mary McDonald directed Steve Lowden, on behalf of the Movers, would speak to the motion for 5 minutes. Maureen Walsh would then have 5 minutes to respond. Questions and comments would then be taken from delegates. Steve Lowden and Maureen Walsh would then have 3 minutes each to sum up their arguments. The process would conclude with a vote by secret ballot in which all delegates present would participate.

Steve Lowden stated that the motion for the removal of Maureen Walsh from the Board as an SLNA Director was a sad, yet necessary step to take for the reason that Maureen's conduct was unbecoming of a Director. The Board now needed to be re-set. Steve confirmed that he would not be running for re-election to the Board, nor would he continue as an SLNA delegate. Other Board members, however, who had submitted resignations as a result of the conflict, and whose submitted resignations would become effective at this AGM, had put forward their names for re-election. Steve Lowden speaking on behalf of the other 3 Directors, repeated that, while unfortunate, this was something that had to be done.

Maureen Walsh was given 5 minutes to respond to the motion. Maureen argued that the details of what it was she had done had not been disclosed and that the motions against her was "vexatious". The complaint had originated from comments made at a February Board meeting. On March 22, two Code of Conduct motions, alleging harassment under the Human Rights Code, brought forward by Dwight Peters were on the Agenda. No

vote on the motions had occurred. The "dissolution" of the Board ensued. No grounds for the motion appearing on the current AGM Agenda are stated.

Maureen Walsh informed the delegates that she had responded to the Board with regard to the complaints. She argued the comments made February 11 had been "fair comment". Her language was not vulgar; she did not swear or use street language. Her references to Mr. Peters as "Daddy" and "Fearless Leader" were a "trifle" and did not fall under the definition of harassment, as alleged, under the Ontario Human Rights Code. If anything, this was an issue to be dealt with by the Ontario Human Rights Tribunal.

David Crawford provided comment on the Bylaws of the Association, The Bylaws of the St. Lawrence Neighbourhood Association take precedence over any other rules of order. A Board of Directors cannot dissolve themselves; however, they can resign. And, they may elect Officers as often as they wish. A Director may also be removed by a motion put forward by an SLNA delegate. In this case, the motion had been put forward by 4 individual SLNA Directors, not the Board of Directors. Delegates have both the right to propose a motion and the right to a short discussion thereof.

Questions from the floor were taken by the meeting Chair. It was confirmed that the SLNA continued to exist as an Association. A clarification of conduct unbecoming was requested. The hope for a resolution that would bring about decent communication: was expressed.

Brief closing comments were made by Maureen Walsh and Steve Lowden. Maureen defended her position that the complaint against her was without merit. Steve Lowden maintained the position that a) not listening, b) frivolous motions and c) unnecessary conflict involving Maureen and the Board had culminated in this distressing situation. Now a "re-set" of the Board was required to carry on the work of the Association.

3.1 Statement of Motion.

It is moved that the SLNA Delegates remove Maureen Walsh as a Director of the SLNA effective immediately.

It was clarified that to vote "in favour" is to remove immediately. A delegate vote was taken, by secret ballot. Scrutineers David Crawford, Marcus Little and Joyce Arnold counted the votes. Mary McDonald, Chair of the Nominations Committee oversaw the process.

The motion in favour of removal was **CARRIED**. The Director was removed.

MOVED; Steve Lowden
SECONDED; David Crawford

Steve Lowden reassumed his position as Chair of the meeting.

4.0 THE ST. LAWRENCE MARKET PRECINCT ADVISORY COMMITTEE

A short explanation of the role of the Committee was given by the Chair, Suzanne Kavanagh was appointed representative from the SLNA to the St. Lawrence Market Precinct Advisory Committee until 2018.

5.0 NOMINATION AND ELECTION OF BOARD OF DIRECTORS

There were 7 or 8 vacancies on the Board, depending on the outcome of the vote: 3 three-year positions; 2 two-year positions; and 3 one-year positions. Eleven nominees had been put forward for election. No self-nominations were put forward at the meeting. There were no additional nominations from the floor. It was mentioned a run-off vote might be required.

5.1 Voting

Delegates nominated for election gave short presentations to delegates and a vote was taken by secret ballot. Votes were tabulated by the scrutineers. Mary McDonald, Chair of the Nominations Committee, oversaw the process. Nominees included:

- Louise Amm
- Cherill Baker
- Debra Corey
- Lori Crawford
- Julio DeGirolamo
- Suzanne Kavanagh
- Catherine Limbertie
- Lorrie Naylor
- Dwight Peters
- Wally Simpson
- Jacquie Williams

6.0 TREASURER'S REPORT

Debra Corey, Treasurer reviewed the draft of the SLNA financial statements. The current assets are healthy at \$46,364.00. She explained that fundraising revenues for 2013 had been inflated due to late arrival of funds from the 2012 Marathon and additional Marathon revenues from 2013, including a silent auction that was not held in 2014. Donations were made to community organizations such as West of Jarvis and Jamii. Special events include money for events such as Canada Day, the Marathon, and Music in the Park. The new Board will re-allocate money from Reserve fund originally allocated for SLNA Anniversary benches. The SLNA is holding funds for West of Jarvis and the Marathon, and \$974.00 is on hold for Seniors Centre. These funds for the Seniors Centre had initially come from a grant in 2002 for the North Market. \$1,500 of reserve fund was donated last month to Project 41, a book project linking children from 41 countries represented in the Pan Am games with children in the St. Lawrence Neighbourhood. The Reserve fund totals approximately \$34,000 with approximately \$11,000 in unallocated funds. The SLNA was declared financially healthy.

6.1 Acceptance of Treasurer's Report

It was moved to accept the audited financial statements for the period ending December 31, 2014 as circulated. All were in favour and the motion was **CARRIED**.

MOVED BY; Dan O'Leary
SECONDED BY; Cherill Baker

7.0 APPOINTMENT OF AUDITORS FOR 2015

It was moved to appoint Cowperthwaite Mehta Chartered Accountants LLP as auditors until the next AGM in March 2016. All were in favour and the motion was **CARRIED**.

MOVED BY; Doug Maybank
SECONDED BY; Faith Sawyers

8.0 ELECTION OF BOARD OF DIRECTORS: RUN-OFF VOTE

Mary McDonald reported that nominees Debra Corey and Suzanne Kavanagh were tied for a 3-year term position on the Board. They were asked publicly if one would prefer a 2-year term instead. Debra requested that she be elected to a 2-year term. Suzanne agreed to stand for the 3-year term. This agreement made a run-off vote unnecessary.

8.1 Announcement of Incoming Board of Directors

Mary McDonald thanked the scrutineer. The new Board of Directors was announced. **Suzanne Kavanagh, Lorrie Naylor and Julio DiGirolamo** were elected for 3-yr. terms. **Catherine Limbertie and Debra Corey** were

elected for 2-yr. term. **Cherril Baker, Jacquie Williams** and **Lori Crawford** were elected to 1-yr. terms. Officers will be determined at the next Board meeting.

It was moved to accept the Incoming Directors. All were in favour and the motion was **CARRIED**.

MOVED BY; Wally Simpson
SECONDED BY: Dan O'Leary

9.0 ADJOURNMENT

It was moved that the meeting be adjourned. All were in favour and the motion was **CARRIED**.

MOVED BY: Jacquie Williams



LIST OF MOTIONS

Annual General Meeting: March 25, 2015

2.2. Appointment of Recording Secretary for AGM

It was resolved to appoint Andrea Vechter as Recording Secretary for the AGM. All were in favour and the motion was **CARRIED**.

MOVED BY: Doug Maybank
SECONDED BY: Louise Amm

2.4. Approval of Agenda

It was resolved for approve the agenda as modified. All were in favour and the motion was **CARRIED**.

MOVED BY: Jacquie Williams
SECONDED BY; Debra Corey

2.5 Approval of 2015 AGM Minutes

It was resolved to approve the Minutes of the Delegates' Annual General Meeting held on March 26, 2014 as presented. All were in favour and the **motion was CARRIED**.

MOVED BY: Dwight Peters
SECONDED BY: David Crawford

3.1 Motion of Removal of Director

It is moved that the SLNA Delegates remove Maureen Walsh as a Director of the SLNA effective immediately. All were in favour and the motion was **CARRIED**.

MOVED BY Steve Lowden
SECONDED BY: David Crawford

6.1. Approval of Treasurer's Report

It was resolved to approve the audited Financial Statements for the period ending December 31, 2014 as circulated. All were in favour and the **motion was CARRIED**.

MOVED BY: Dan O'Leary
SECONDED BY: Cherril Baker

6.0 Appointment of Auditors

It was resolved to appoint the firm of Cowperthwaite Mehta Chartered Accountants LLP as the auditors until the next Annual General Meeting. All were in favour and the motion was **CARRIED**.

MOVED BY: Doug Maybank
SECONDED BY: Faith Sawyers

8.1 Announcement of Incoming Board of Directors

The new Board of Directors was announced. It was resolved to accept the Incoming Directors. All were in favour and the motion was **CARRIED**.

MOVED BY; Wally Simpson
SECONDED BY; Dan O'Leary

9.0 Adjournment

It was moved that the meeting be adjourned. All were in favour and the motion was **CARRIED**.

MOVED HY; Jacquie Williams