



Fall 2009

Draft Minutes

Annual General Meeting

Date & Time: Wednesday, October 28th
12:00 noon - 1:45 pm

Location: Vancouver Airport Marriott Hotel, Richmond, BC

The AGM is open to all PAN Delegates and any attendee of the CAITE / PAN Pacific Region Educational Conference. The AMG takes place over the lunch break.

Chairs: Ken Buchanan, PAN Board Member (PHSA region rep)
Darren Lauscher, PAN Board Vice-Chair (Vancouver Coastal region rep)

Timekeeper: William Leigh Hein-Blackmore, PAN Board Member (Fraser region rep)

Minute-taker: R. Paul Kerston (BCPWA)

1. Welcome and Call to Order – Ken

The AGM was called to order at 12:21 pm.

2. Introductions – of Chairs (Ken, Darren), Minute-taker (Paul Kerston) – Ken

3. Housekeeping Items – Ken

4. Determination of Quorum (30% of PAN member organizations) – Darren

There being a total of 21 PAN member organizations with representatives in the room, we have quorum.

5. Review and Adoption of Agenda (Motion) – Darren

Moved by (Ross Harvey, BCPWA); seconded (Karen Dennis, VARCS) - CARRIED

2009 Forum Report – Ken

At the Forum, we reviewed history of previous meetings/Forums; also reviewed and updated the membership on priorities set by the membership including PHA delegates at the Spring (February) 2009 conference. From PHA side, priorities are being addressed by PAN, particularly Skills Building/Professional development i.e. PHA Leadership Training which is being done in partnership with the Ontario AIDS Network (OAN). The leadership training was discussed and delegates at the Forum last night endorsed PAN continuing with moving forward with this program.

Motion to accept 2009 Forum Report - Moved by (Chris MacKenzie, LPRC); seconded (Willie Hein-Blackmore) – CARRIED - 1 Abstain

6. Review and Adoption of Minutes from 2008 General Assembly (Motion) - Darren

Moved by (Karen Dennis, VARCS); seconded (Ed Steele, VARCS) - CARRIED

Review and Adoption of Minutes from 2008 AGM (Motion) - Darren

Moved by (Marcie Summers, PWN); seconded (Bob Hughes, ASK Wellness) - CARRIED

7. Financial Statements – Stephanie Grant (PAN Board Treasurer - VCH Region)

a) Presentation of the Audited Financial Statements for FYE March 31st, 2009

PAN has had a financially successful year including realizing new revenue sources. Stephanie has been working with E.D. (Evin) on increasing and diversifying our sources of revenue is a goal that is current and being worked on.

Also, last fiscal PAN had the benefit of working with E.D in creating additional financial controls that have been put into place by both management and the Board of Directors. Quarterly financial statements are also prepared by E.D. and Treasurer which are presented to and reviewed by the Board. A close eye is kept on the operational budget and actual's as the year progresses.

Looking to the financial statements for FYE March 31, 2009, the Accounts Receivable and Accounts Payable seem high. The reason for that is that many of the invoices for the Spring 2009 Skills Building conference that took place in February were not processed before March 31. As for the A/R, some of our government grant monies for the fiscal in question were not received before March 31. Funders give money at a particular time of year and payments for things are not always in line with actual services delivered.

Question from Chuck Osborne, Surrey HIV/AIDS Centre Society: Regional Meetings were presented to the membership originally as a supposedly less expensive manner of doing skills building, so the figure reflected in the report appears as though it may be high. Also, was this a one-time effort for regional meetings or something ongoing?

Evin: Regional Meetings are for regional priorities, not for skills-building. Regional meetings were a Pilot Project. It took place, and there was an evaluation report presented at the 2008 General Assembly by Stacy LeBlanc. Regional Meetings were deemed successful. Not sure what the ultimate decision was in terms of taking this beyond the initial pilot project.

Marcie: We're making a shift, in PAN, referring to the Strategic Plan and moving away from Regional Pilot and Skills-Building format of the past; moving toward more specific and focussed trainings for professional development.

Chuck: Is this an ongoing figure to be reflected in future?

Marcie: No, this is not the model PAN will be using (Regional Meetings).

b) Review and Approval of the Audited Financial Statements for FYE March 31st, 2009

Moved (Katrina Jensen, AIDS Vancouver Island); seconded (David Swan, AIDS Vancouver) - CARRIED

8. Presentation of Auditor (Motion) - Darren

Motion to direct the PAN Board of Directors to engage an Auditor for the FYE March 31st, 2010. Moved (Ken Buchanan, BCPWA); seconded (Katrina Jensen, AVI). PAN Board is directed to have an Auditor engaged... non-specific individual. Quotes will be solicited from various accounting firms – CARRIED - 1 Abstain

9. BOD Chair's Report – Marcie Summers (including introduction of Board members)

Stephanie Grant, Treasurer – Vancouver Coastal
Chris MacKenzie, Secretary - Interior
Darren Lauscher, Vice-Chair – Vancouver Coastal
Katrina Jensen – Vancouver Island
Ken Buchanan - PHSA
Bob Hughes - Interior
Willie Hein-Blackmore - Fraser

The Board has worked on how people are elected or appointed – i.e. the Board Selection Committee - this is evolving with more policies regarding recruitment in a more focused and careful manner.

Evin and Marcie have worked closely together, and there has been broad recognition by membership of the new level of functioning and successes that have enabled with the hiring of Evin. The BOD thanks Evin for all of her hard work and focussed efforts.

BOD also wants to acknowledge Stacy LeBlanc for facilitating these meetings.

Donna Tennant is PAN's fund development consultant and has brought new resources and is to be acknowledged.

Partnerships: PHA Leadership Training in September reflects our solid partnership with OAN (4 PAN Board members attended) with graduates reporting back this was a life-changing experience, with new skills being brought and incorporated into their volunteer or paid work.

Laurie Edmiston (CATIE) approached PAN with the Regional Educational Conference idea, and is acknowledged along with CATIE staff.

Board wants to acknowledge our funders, including PHSA, Bubli Chakraborty, and Janice Duddy who is in the room today; also thanks to PHAC (ACAP) and particularly Moffatt Clarke who is also in attendance.

10. Motion to accept the Board Chair's Report - Moved (Chuck Osborne, Surrey HIV/AIDS Centre Society); seconded (Bob Hughes, ASK Wellness) – CARRIED to accept Chair's Report.

11. E.D.'s Report – Jennifer Evin Jones

Nice to see people in person, with thanks for work being done by all who have made it possible for us to meet today.

This past year has been incredibly positive, with many new initiatives for PAN - thanks to Board colleagues for their work and support.

Referring to the 2009 Annual Report for PAN – we have:

- A new logo
- A new website – www.pacificaidnetwork.org. Thanks to Abbott Virology for the funding to make this happen. The former website was quite clunky and difficult to navigate. The new site is very user friendly. We plan in the coming year to make more resources available on the website, and look at other possibilities such as streaming video, etc.
- New financial supporters – Abbott Virology as mentioned. Thank you too to Merck Frosst for their generous support of our first ever PHA leadership Training - and to Veronica Van Wyk from Merck, who took the time to attend today's meeting.
- PHA Leadership Training: According to graduates, the experience is transformative, provides a meaningful experience. The idea is intended as a way to foster leadership within BC and create change on not only an individual level but at the level of ASO's as well as the broader community – to reinvigorate the HIV/AIDS movement in BC. Thanks to the OAN and also to Thomas Egendorf, Director of PHA Programs, for travelling from Toronto to attend this conference. OAN has been tremendously generous in offering support for this and entering into this mutual partnership with PAN. Also want to thank Kath W and Marc S who are PAN's "facilitators-in-training". The Leadership training reflects GIPA and MIPA principles and makes them a greater reality for PAN as well as our member organizations.
- Collective advocacy: PAN prepared a discussion paper "briefing note" that was delivered on behalf of our 41 member organizations to the Minister of Health Services Kevin Falcon and the Minister of Healthy Living and Sport Ida Chong, outlining the value of the community-based AIDS service organizations to combating the epidemic – PAN member organizations are not only effective, but cost-effective as well. So the economic argument was highlighted. This will be discussed in more detail this afternoon, during the planning session that has been established to address the cuts in funding some PAN member organizations are experiencing.

12. Motion to accept the ED's Annual Report - Moved (Isabella Kirchner, Purpose Society); seconded (Cheryl Dowden, ANKORS) – CARRIED to accept E.D. Report.

13. Section 2 Proposed Constitutional Amendment (Special Resolution) – Marcie Summers

The Board is proposing the following Special Resolution to amend s. 2 (a) – (h) of the Constitution.

Current Reading of Constitution s. 2:

2. The purposes of the Society are:

- (a) To provide a network for communication, education, mutual support, collective advocacy and action for HIV-related issues throughout British Columbia.
- (b) To include persons living with HIV in decision-making and the governance of the Society.
- (c) To influence public and private policies and practises that affect the physical, mental, social and spiritual health and wellness of persons living with, affected by and vulnerable to HIV.
- (d) To influence public perception and to advocate for and foster supportive political, commercial and social environments for persons living with, affected by and vulnerable to HIV.
- (e) To encourage effective networking, communications and participation among the member of the Society.
- (f) To ensure that the Society maintains a positive and dynamic public image.
- (g) To promote and protect a community based response to HIV in British Columbia.
- (h) To provide educational opportunities and capacity building for Society members.

Proposed Constitutional Amendment s. 2:

Be it resolved that section 2 (a) to (h) of the Constitution be amended to read:

2. The purposes of the Society are:

- To provide a network for communication, education and mutual support regarding HIV-related issues throughout British Columbia by providing training, workshops and conferences.

Moved (Daryle Roberts, LPRC); seconded (Bob Hughes, ASK Wellness Centre) – 16 in favour 4 opposed - CARRIED

Marcie: This special resolution is being proposed as it will assist PAN in securing registered-charitable status. Legal opinion: No more than 10% of resources of a charity may be used for collective advocacy purposes.

Ross Harvey, BCPWA: It is unnecessary to enumerate details as to PAN's purposes if such governance is provided via By-Law. PAN's objectives needn't be stated in the Constitution if other important principles are reflected in PAN's governance mechanisms, Board composition and day-to-date operations.

Question from the floor: If PAN doesn't do advocacy, then who does?

Marcie Summers, PWN: Advocacy doesn't stop; the name simply changes to 'education' – this provides honesty and candidness. As well, PAN is able to legally devote 10% of its resources to advocacy initiatives once it becomes a registered charity.

Daryle Roberts, LPRC: If somebody looks at our Purpose Statement, we are reminded that PAN was started to promote PHA issues and that PHAs should be at the forefront of the network – why wasn't this constitutional amendment discussed at last evening's PHA Forum?

Ken Buchanan, BCPWA: We need more funding. We need charitable tax status to achieve greater funding possibilities and to diversify. With government sources drying up, we need to look at other possible sources and without this change, we lose that ability.

Donna Tennant, Contract Fund Development Consultant for PAN: There's nobody in Canada who can receive CRA charitable status for doing advocacy and policy change, period. Furthermore, even in PAN's present incarnation, etc. and with the existing constitutional purposes, the reality is that the network is not devoting more than 10% of its financial or human resources to advocacy, anyway. This will not change what we do but it will allow us to receive Canada Revenue Agency charitable status.

J. Evin Jones, ED, PAN: Network has always been committed to advocacy – that won't change. This meeting is a good example, PAN switched gears and with CATIE's support, we have devoted time on the conference agenda to discuss the cuts in funding in some of the health regions. This resolution won't change that.

14. By-Law Amendments

A - Section 2.3 (1) Proposed By Law Amendment (Special Resolution) – Marcie Summers

The Board is proposing the following Special Resolution to amend s. 2.3 (1) of the By-Laws.

Current Reading of By-Law 2.3 (1):

2.3 (1) Any British Columbia organization (including a body corporate, agency, group or project) subscribing to the aims, purposes and bylaws of the Society and meeting such other criteria as may be adopted from time to time by special resolution of the members, may apply for membership in the Society and, upon acceptance by ordinary resolution of the members, shall become a voting member.

Proposed By-Law Amendment 2.3 (1):

Be it resolved that section 2.3 (1) of the by-laws shall be amended to read:

2.3 (1) Any British Columbia organization (including a body corporate, agency, group or project) subscribing to the aims, purposes and bylaws of the Society and meeting such other criteria as may be adopted by the Directors from time to time [deleting: by special resolution of the members], may apply for membership in the Society and, upon acceptance by ordinary resolution of the members, shall become a voting member.

Moved (Cheryl Dowden, ANKORS); seconded (Stephanie Grant, YouthCO) – 5 in FAVOUR; 5 AGAINST; 10 abstains - MOTION DEFEATED

Marcie: The purpose of this amendment is to empower the Board to determine PAN's membership criteria in response to changing realities. The membership still has the power to accept or reject an applicant who comes forward at the AGM.

Ross Harvey (for BCPWA at Board direction): Against motion. Special resolution requires 75% majority to pass; ordinary requires 50% majority. PAN Membership currently decides criteria for membership. The nature of membership is the province of the membership and cannot be handed off to Board of Directors to define – it is the job of the membership and should so remain.

Katrina Jensen, AVI: In support of motion: Board requires flexibility with membership still having final say over decision-making. It may even quicken the process, and allows diversification of the membership.

B - Section 2.3 (2) Proposed By Law Amendment (Special Resolution) – Marcie Summers

Current Reading of By-Law 2.3 (2):

2.3(2) Any organization (including a body corporate, agency, group or project) meeting the criteria for associate membership status adopted by the Society from time to time, may apply for associate membership and, upon acceptance by the ordinary resolution of the members, shall become an associate member.

Proposed By-Law Amendment 2.3 (2):

Be it resolved that section 2.3 (2) of the by-laws shall be amended to read:

2.3 (2) Any organization (including a body corporate, agency, group or project) meeting the criteria for associate membership status adopted by the Directors from time to time, may apply for associate membership and, upon acceptance by the ordinary resolution of the members, shall become an associate member.

Moved (Daryle Roberts, LPRC); seconded (Stephanie Grant, YouthCO) – 5 in FAVOUR; 5 AGAINST; 10 abstains - MOTION DEFEATED

Ross Harvey (BCPWA): This is not as vague as it may appear: Society's By-Laws indicate clearly how things work. What you need is a majority vote, currently, by the membership for both full and associate membership. That is how it should remain.

15. Election of Open Seats to the PAN Board – 1 seat (Northern Region); 1 seat (Fraser Region); 1 seat (Interior Region) – 3 total – Chris MacKenzie

Bob Hughes, ASK Wellness Centre – Interior (already in position i.e. incumbent – interested in staying – recommended by Board Selection Committee)

Kim Lloyd, Pacific Community Resources Society – Fraser (interested in position – recommended by Board Selection Committee).

Call for nominations:

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| Fraser: | Kim Lloyd– acclaimed |
| Interior: | Bob Hughes – acclaimed |
| Northern: | OPEN SEAT – no nominations |

The following are the Board members who were elected at the PHA Forum:

Fraser: Willie Leigh Hein-Blackmore, Positive Living Fraser Valley

PHSA: Ken Buchanan, BCPWA

Northern: OPEN SEAT (PHA seat)

VIHA: OPEN SEAT (PHA seat)

Speeches from newly-elected PAN Board members (Forum and AGM)

Bob Hughes: It has been an honour to sit on the Board. ED of Kamloops AIDS Society for 3 yrs. My background is in mental health & addictions, plus tree-planting contract work. ASK Wellness now has 93 supporting housing units; we do a great deal of addictions work; we have just opened a new site in Merritt (particularly useful to help with First Nations communities); CATIE going in November to help staff of 45 people in helping to deliver supportive work to PHAs.

Kim Lloyd: I live in Chilliwack; I am relatively new to the field but I am very committed to this work, I run a harm-reduction centre; I have been involved with this work for 2 yrs, and it's become passion; I am honoured to be on Board and undertake to all of you to work hard in this role.

Willie Leigh Hein-Blackmore: Positive since 2002; shortly after my diagnosis, I became involved in Saskatchewan PWA Board positions (Treasurer, Secretary, and Vice-Chair) also on advisory council to Saskatchewan Health Minister to advocate initiation of services for HCV and HIV. Upon moving to BC and seeing how few services exist in the Fraser Valley for folks, I got involved with Positive Living Fraser Valley – Chilliwack. Involved with partnership committee and sat on the Board of Directors. I now am the Coordinator of the Lighthouse Centre. Excited about work with Lighthouse, and with PAN Board.

Ken Buchanan: I was diagnosed in 2004; I joined the BCPWA Board in '05; strong background in finance (22 yrs with Royal Bank); also First Nations member. Sit on CTAC; I have sat on the PAN BOD since January '09; been very involved with PHA leadership programme –I feel fortunate to have been included (special kudos to Kath W and Marc S); looking forward to that work continuing. Very enthused.

Motion to accept the new Board of Directors including the election of Bob Hughes, Ken Buchanan, Kim Lloyd, Willie Leigh Hein-Blackmore (each to two-year seats) - Moved (Claudette Cardinal, Red Road HIV/AIDS Network Society); seconded (Ross Harvey, BCPWA) – CARRIED

15. Announcements

Motion to Close the AGM – Moved (Katrina Jensen, AVI); seconded (Willie H-B, PLFV) - CARRIED