



76th Annual Meeting of the Ontario Camps Association Minutes

Greenwood College School

Toronto, ON

Tuesday, February 23, 2010

1. Welcome

Ellen Nash, President of the Ontario Camps Association, welcomed the membership to the 76th Annual General Meeting of the Association. She stated that Sam Butcher, Vice President, would act as the Recording Secretary for the meeting.

Ellen thanked members for attending the meeting and Greenwood College School for the use of the facility.

2. Quorum

Ellen Nash confirmed that due notice of the meeting had been sent and that a quorum had been established.

Concerns were raised that not all Individual Members received notice of the AGM. Notice of the meeting was sent by email using the current database. Ellen acknowledged that the database was not up to the standard it should be. When it was brought to her attention that all not all individual members had received the email notification, calls to Individual Members were made by a group of volunteers and coordinated with the OCA office.

Patti Thom asked that a follow up letter to be sent to all Individual members; Ellen agreed.

3. Introductions

Ellen Nash acknowledged the OCA Past Presidents and OCA Honourary Life Members in attendance. They included: Larry Bell, Pearl Bell, Marj Booth, Barb Gilbert, Peter Gilbert, Liz Greenway, Jay Haddad, Bruce Hodgins, Rick Howard, John Jorgenson, Jane McCutcheon, Sally Moore, Ellen Nash and Jocelyn Palm.

Ellen Nash also formally recognized Bert Danson and Nodja Reid, members who passed away during the past year

4. Approval of Minutes

MOTION # 1: That the minutes of the 2009 Annual General Meeting held January 28, 2009, be approved as amended.

Moved by: Lisa Wilson

Seconded by: Eric Shendelman

Motion carried.

5. Report of the President

Ellen Nash presented her report (contained in Reports booklet).

MOTION #2: To receive the President's Report

Moved by: Sari Grossinger

Seconded by: Leon Muszynski

Motion carried.

6. Report of the Treasurer

Janet Fine presented the financial report for 2008-2009 (contained in Reports booklet).

David McWhirter, OCA Auditor from Adams & Miles LLP, was in attendance to answer questions.

Jeff Bradshaw had a concern about the annual conference figures regarding OCA staff member allocation to the costs. Ellen confirmed that the staff salary was attributed in 2008-2009 on the same basis as shown in the budget for 2009-2010 as "OCA Contribution".

Jeff feels there was an oversight regarding the loss at the annual conference (2009) and asked what the Board will be doing to make sure that this does not happen in the future. He also questioned how the final figures are looking for the annual conference (January 2010); he was concerned that the conference budget was not approved until December (month before the conference).

Ellen said that the preliminary figures from the annual conference (January 2010) looks like it will break even. She also let everyone know that for future conferences the Executive Director will not be so involved with the direct organization and planning.

Jane McCutcheon finds the financial statements hard to follow from year to year because of the different styles of accounting (net vs. gross). She appreciates that we all want to move forward and thinks it would be helpful if we can work on the formatting. She had a question about website amortization.

Ellen let everyone know that when she came in as President she asked for changes in the presentation of the financials and appreciates that consistency from year to year would be helpful. We are working towards that. Ellen clarified that the website amortization was never going to be 100% in one year but was planned to be 100% spread over four years.

David McWhirter (Auditor) confirmed that the website itself was a project that was capital in nature. The Board has chosen the four year term for amortization (based on CRA recommendation). There was a new application added onto the website in 2008-2009 in order to process membership fees online. This was also capital in nature and will, therefore, also be amortized over four years. (This is why there is a difference in the amount being amortized from last year to this year.) David confirmed that the new application meets the CRA guidelines for capital. The maintenance / hosting of the website is a direct operating cost (not capital) and is expensed annually.

Megan Snape questioned when the cost of \$60000 for the website was approved. She was referred to the 2007-2008 report.

Kate Horton asked where the sponsorship (\$5,000) to Kids in Camp was allocated. The response indicated that it is listed under the golf tournament as an expense. She also asked why the \$9000 sponsorship budgeted number (from last year's AGM) was changed. The response indicated that the Board recognized that we were not going to meet that target and we adjusted the budget; unfortunately, these changes were not communicated to the membership during the year. Ellen

suggested that in the future perhaps the Board will issue a revised budget part way through the year and publish this revision along with the minutes of the meeting at which they were approved.

Barb Gilbert commented that the financial statements were available to the membership with very short notice before the AGM. She did not think that the time was sufficient and would like them posted well ahead of time along with a notice to members when they are available.

Ellen took some responsibility for the delay in getting the financials posted as they had to be approved by the Board before they could go on the website. She agreed that they should have been available earlier.

Patti Thom brought up a concern about educational events. Janet Fine let everyone know that a survey was conducted at the Annual Conference about educational training and what members are looking for. The results will be posted in the member section of the website. The Board will be assessing the needs of the membership, in relation to training /educational events.

Matt Bernardo asked if there is a commitment from the Board to rebuild the Legacy Fund. Ellen explained that the Legacy Fund investment would be separated from general revenues and a portion of any OCA surplus will go into the Legacy Fund; however since we did not have a surplus in 2008-2009 no money has been added currently.

Megan Snape asked what the expense is for the label program and if there has been any Board discussion about whether the program should continue to be offered. The money is potentially to purchase a new label machine as the current one died this summer. Howie Grossinger let everyone know that the Board will be looking at options for the program as was discussed at the last Board meeting. The Board is aware that the appeal of the OCA label program is that the cost to consumers tends to be less than other label company options and that will be kept in mind.

In response to a question from Kim Smith David McWhirter explained that in 2007-2008 there were prepaid fees shown but because of the new online payment system which did not operate until after October 1st, there were not prepaid fees for 2008-2009.

In response to a question from Kate Horton about operating funds, Ellen explained that the salary component of the OCA budget is comparable with previous years before an Executive Director was in place. Marj Booth would like to see the bookkeeping services added to the salary expenses. Ellen commented that even if they are added the salary expenses would remain comparable to the past. Going forward they will be included in the salary line if a bookkeeper is hired as an Association employee, rather than a bookkeeping service.

In response to Barb Gilbert's question about a regional committee expense Janet Fine and Howie Grossinger explained that the OCA sent four people, from different regions, to a five day CPI (Crisis Prevention Institute) training course. This was a 'train the trainers' course with the idea that the CPI course could be made more accessible to our members. Being able to offer the course 'in house' cost members less than if they take the course with an outside company. Unfortunately, as of yet, no one has used the opportunities to take this qualification even though they have been offered to the membership. Going forward, information about the course will be available through the OCA office and will continue to be offered at appropriate conferences.

Jane McCutcheon questioned why in last year (2008-2009) less than \$6,000 for regions was budgeted and then \$7,000 was spent that had not been approved. Howie Grossinger expressed that he shares the frustration. The Board was not able to address the budget as thoroughly as it would have liked for

six months because it was tied up with other issues in the organization and agrees that the budget was not addressed the way we would have liked. Ellen reiterated her suggestion that a budget update be posted in the members' section of the website part way through the year as budgets are never totally static.

MOTION #3: To approve the Audited Financial Statements for the year ending September 20, 2009.

Moved by: Janet Fine

Seconded by: Stephen Polevoy

Abstentions: Three (3)

Motion carried.

Ellen Nash thanked David McWhirter for attending the meeting.

Questions about the 2009-2010 Budget

Jane McCutcheon asked if we have lost members or if camps have moved down categories. Janet Fine answered that a few camps have closed and some camps have moved down levels. Ellen reported that indications so far are that we have met the budget that has been set for membership fees. When the 2008-2009 budget was set we did not anticipate that the economy would be the way it was.

Ellen explained that the conference cost recovery shows up as an expense in one place on the budget and revenue in another so it is a wash.

Kim Smith questioned the increased anticipated revenue between the 2008-2009 actual and the 2009-2010 budget and wants to know where it is going to come from and if the targets are on track. Ellen replied that membership fees have been met and possible even exceeded. Commercial membership fees have been higher than anticipated with new members joining in time for the Annual Conference in January so that they could be a part of the exhibit hall. Our overall budget is conservative. Staff salaries will be down this year. Ellen discussed the need to stabilize our staff and let the membership know that we are working on that.

In response to questions from Megan Snape, Ellen let everyone know that the Spring Training conference will be removed from the budget since the budget was set before the survey was done at the Annual Conference regarding the memberships training needs. The Skills Weekend and Health Care conference will be taking place.

Kate Horton asked why individual member fees are anticipated to be less in 2009-2010. Janet explained that the budget is conservative and that these members tend to register late (closer to camp).

The Board is looking at the possibility of securing a new database program for the office once all the existing lists are consolidated.

Patti asked about the cost for web hosting and if the Board had looked at other options. The Board is investigating other options. One proposal has already been received and we will be getting others.

Peter Gilbert asked where the auditor's expense is listed in the budget and said that it should be a Board expense. Ellen said that it is an expense of the organization and is listed under operations.

There was a request to send out the budget ahead of time so that members can print their own copies.

Jane McCutcheon asked if depreciation for the website should be on the budget. Ellen said that we will add an amortization line but reminded everyone that amortization is a non-cash allocation. Jane agreed to leave it with the Board and Ellen assured her that we are working to get things consistent from year to year.

MOTION 4: To ratify the 2009-2010 budget with the addition of website and other amortization to achieve a budget that is balanced or better.

Moved by: Janet Fine

Seconded by: Jane McCutcheon

Abstentions: One (1) (Stephen Polevoy)

Motion carried.

MOTION #5: To approve Adams & Miles LLP as auditor for fiscal 2009-2010.

Moved by: Janet Fine

Seconded by: Sol Birenbaum

Motion carried.

7. Report of Committees and Task Forces

Ellen Nash stated that the reports of the committees could be found in the printed Annual Report. She thanked the standing committees and task forces for their work.

Jeff Bradshaw asked if the membership can have a regular Executive Director report with updates about what is going on in the OCA. Ellen said yes and told everyone that the newsletter will again be coming out regularly and noted that an issue went out this week. She also said the posted minutes from Board meetings will be fuller going forward as we are not anticipating many in camera discussions this year. Jeff also had a concern about marketing, guide distribution and the website. Ellen explained that follow up notes from the conference were meant only for the members section of the website and were to have been moved there today. Jeff asked if we were going to be moving the website more towards marketing than for members and Ellen said we would be.

Patti Thom pointed out that Dorothy Walter's name is spelled incorrectly on the website and needs to be fixed.

Some discussion took place by Jane McCutcheon, Sari Grossinger and Jeff Bradshaw about a request for speaker funding that the OCA conference chairs had made to the Canadian Camps Association/Association des Camps du Canada (CCA/ACC) that had not been fulfilled. Jeff asked Sari to discuss the issue with him after the meeting.

There was a question about why the annual conference report was printed in the 2009-2010 report when it is actually an event for the 2010-2011 year. The same report will be reprinted in next year's report to correct this.

MOTION #6: To accept the committee and task force reports as presented in the Annual Report.

Moved by: Marj Booth

Seconded by: Patti Thom

Motion carried.

Section - Report of committees and task forces - Bottom of page 5
Should 2009-2009 read 2008-2009?

8. Resolution of Thanks

Howie Grossinger, Vice President, expressed thanks to all of the volunteers who had assisted and supported the Association over the past year. He encouraged members to continue to get involved.

MOTION #7: That a resolution of thanks to the Association's volunteers be recorded.

Moved by: Howie Grossinger

Seconded by: Bruce Wilson

Motion carried.

9. Approval of Board Activities

Ellen Nash asked that the membership approve the activities undertaken by the Board of Directors.

Barb Gilbert announced that she will be voting against the approval of Board activities and asked for the following statement to be included in the minutes.

Statement from Barb Gilbert

I am voting against the actions of the Board for the year ended September 30, 2009 because of:

- the Board's failure to recognize and to act to mitigate the deteriorating financial position of the Association,
- the lack of communication and failure to respond to members' questions, and
- the Board's failure to follow its own policies including the unprofessional manner in which they dealt with completely unsubstantiated harassment complaints made by the former ED against 2 Honorary Life Members who have been OCA volunteers for more than 30 years. The racial harassment allegation was subsequently disproved in the OCA's lawyer's report but at a financial cost to the OCA and significant emotional cost to the two members, namely Catherine Ross and myself. I hold proxies for Catherine Ross and George Ross. Together we make this statement and all 3 of us vote against the motion to approve Board actions.

Jocelyn Palm expressed her upset by the Board's action towards two Honorary Life Members. She feels the Association is at odds and that we need to stand together. She does not think the Board has been taking its responsibilities seriously and she has been very frustrated. She expressed her concern about the operation of the office and feels that the money spent on staff needs to be spent in a better way so that we can have an efficiently run office. She begged the Board to hear these views and said that the Board's actions must be better. Joc asked that an apology be given to Catherine Ross and Barb Gilbert from the Board.

Jane McCutcheon spoke about last year's AGM and her hopes that we can move forward. She appreciates the Board's hard work but will vote against the motion unless the Board apologizes to Catherine and Barb.

Kim Smith is hoping that the "rift" will be healed and would like a plan for the organization going forward.

Ellen reported that the Board has set up a Search Committee for the Executive Director position. This committee will be made up of the current President, a Past President, a current Board Member, a past Board Member, and a person who has experience both on our Board and as an Executive Director of another organization (Ellen Nash, Larry Bell, Sara Petker, Rob Carmichael, and Marj Booth, respectively).

They are looking for an individual with a set of skills to deal with the issues that have been raised at this meeting, especially looking for someone to support volunteers and also with financial skills (budgeting). After this person is in place there will be discussion regarding the reorganization of staff in the office. Ellen expressed her frustration about the fact some tools have stopped being used in the office (eg. CampBrain). She does not find that the current website host can easily have information posted and that is part of the reason why we have started looking at new options. The Board recognizes that there is a lot of work to be done this year but that this is a work in progress and will continue to take time. Ellen agrees that the office needs to be professional and well organized and that having Kimberley in the office currently will help until an Executive Director is in place. The first order of business is to have an individual in place that can professionally supervise the staff in the office. As she has been doing, Ellen will continue going to the office on a weekly basis (often more than once a week). The computer system and the website are going to be improved so that we can serve the members better.

Kim Smith wanted to clarify that hiring the Executive Director is the priority and that the President will continue as the CEO of the OCA until then. Ellen agreed.

Larry Bell expressed that he appreciated that Ellen was in place to help lead the Board while it has been dealing with difficult issues over the year. He thinks that the Board has spent many hours getting us back to a place where we can be successful and hopes that we will now all do our part. Ellen thanked Larry for the kind words.

Ellen let everyone know that the Board will be looking at bylaw revisions.

Markus Fehr spoke about communication with the membership. He feels that 'face to face' time is very important (Board with the membership) as there is less of a breakdown in information than when we receive information second hand or by email. He recommended that the Board consider holding 'town halls' going forward.

Ellen would like to hold a 'special' meeting of members when the new Executive Director is in place. The meeting would be a time to introduce the new ED as well as let the membership know about plans for any office reorganization, budget revisions and other plans in the OCA. Ideally she would like this meeting to take place before everyone goes off to camp but will ultimately depend on the start date of the new Executive Director.

Leon Muszynski spoke to the issue brought up earlier regarding two Honorary Life Members. As a Board member he wanted to clarify that the Board never made an accusation. We had an accusation investigated and that does not require an apology as we were obligated to act professionally under the circumstances and to do due diligence. Leon is personally sorry that Barb went through this but takes personal offense regarding comments about the situation being handled poorly.

Kim Smith responded to Leon with his understanding that there was an accusation that was brought to the Board. At this point the Board could have sought legal advice or chosen to have a legal investigation carried out. The Board selected to have an investigation done. Kim understands why the report cannot be released. He recalled that the summary of the report said that some conduct could have /may have been considered harassing.

Ellen agreed that Kim had many of the facts correct; however, she clarified the Board's response to the report. The Board did not say that it supported the report. The Board accepted the report and said no further action needed to be taken.

Barb Gilbert was upset that she did not receive a written complaint. She noted that when she and Catherine had offered to meet with Aruna Ogale, OCA's previous Executive Director, who had initiated the complaint, they were told that the meeting was 'postponed'. Barb and Catherine did meet with the lawyer. Barb believes that the complaint that she received from the lawyer was inaccurate. She would like to put this behind her, but is finding it very hard to do. She was upset that the Board did not invite her and Catherine to speak with them and that all communication was done through the lawyer.

Sol Birenbaum asked for the implications of this motion passing or not passing. Ellen explained that it is a censure for the Board. Members can abstain from voting but the motion has to be voted on and cannot be rewritten.

MOTION #8: That all acts, contracts, by-laws, proceedings and appointments, elections and payments enacted, made, done and taken by the Directors and Officers of the Association to the date hereof, as the same are set out or referred to in the resolutions of the Board, the minutes of the meetings of the Board or the financial statements of the Association, be approved, sanctioned and confirmed.

Moved by: Stephen Polevoy

Seconded by: Larry Bell

In favour: 133

Opposed: 47

Abstentions: 11

Motion carried.

10. Report of the Nominating Committee

Rick Howard, Chair of the Nominating Committee, presented his report. He thanked the Board members whose terms were completed:

Howie Grossinger, Vice President

Janet Fine, Secretary/Treasurer

Eric Shendelman, Director – Day Camps Sub-Class

Lyssa Caine, Director – Special Needs Camps Sub-Class

Jeff Brown, Member-At-Large

A token of appreciation will be presented to these individuals at the transitional Board meeting on March 4, 2010.

Rick Howard announced the current members of the Board of Directors

Ellen Nash, President

Rick Howard, Past President

Sam Butcher, Vice President

Leon Muszynski, Director – Private Camps Sub-Class

Alex Robertson, Director – Not-For-Profit / Agency Camps Sub-Class

Sarah Petker, Director – Religiously Affiliated Camps Sub-Class

Brian Blackstock, Member-At-Large

Rick Howard thanked members who let their names stand for the 2009-2010 terms. He announced that the following positions were filled by acclamation:

Howie Grossinger, Vice President

Marj Booth, Secretary/Treasurer

Ryan Underhill, Member-At-Large

Nicola Bangham, Director – Special Needs Camps Sub-Class
Jeremy Laverty, Director – Day Camps Sub-Class

11. Introduction and Induction of New Officers

Rick Howard announced the new and continuing members of the Board of Directors for 2009-2010:

Ellen Nash, President
Rick Howard, Past President
Howie Grossinger, Vice President
Sam Butcher, Vice President
Marj Booth, Secretary/Treasurer
Leon Muszynski, Director – Private Camps Sub-Class
Nicola Bangham, Director – Special Needs Camps Sub-Class
Jeremy Laverty, Director – Day Camps Sub-Class
Alex Robertson, Director – Not-For-Profit /Agency Camps Sub-Class
Sara Petker, Director – Religiously Affiliated Camps Sub-Class
Brian Blackstock, Member-At-Large
Ryan Underhill, Member-At-Large

12. Announcements

Elaine Cole from Kids in Camp (KIC) let everyone know about a concert with Stuart McLean and Andy Barrie that KIC will be hosting on Friday, April 23rd. She invited all members to come out and support KIC and help send children to OCA camps.

Two books were for sale at the AGM, the Ontario Journey and How to be a Camp Counsellor.

Lisa Wilson spoke about wanting to move forward. She feels that we need positive energy to go forward. She appreciates the Board's leadership but feels that we need to do something to continue to improve things and the overall feeling within the membership.

13. Adjournment

Ellen Nash declared the meeting adjourned.

Moved by: Barb Gilbert
Seconded by: Lisa Wilson
Carried.