



EPAC AGM MEETING Monday May 27, 2013 EST. 1:30 PM

Minutes of Meeting held at Prinzo Fine Catering, 85 O'Connor Street, Ottawa

There were 20 (2012 - 18) attendees for the lunch of which 15 (2012 - 16) were members.

1. Welcome and Confirmation of Quorum

The Chair of the meeting, Ann Fraser, opened and welcomed everyone. She clarified the quorum of 15 and that those present were fully paid members in good standing. Ann then **moved** to adopt the agenda, **seconded** by David Armstrong, and **confirmed**.

2. Approval of AGM Minutes of May 22, 2012: The May 22, 2012 AGM Minutes were then tabled: **Proposed** by Paul Maillet, **seconded** by Anne Buchanan and **approved**.

3. Chair's Report on Achievements and Plans

Ann read EPAC's mission and vision; the wording differed slightly from last year.

The organization has continuously looked to identify the unique role that EPAC can provide for the community at large. At the Strategic Planning Retreat last September, we discussed whether the mission and vision were still relevant. When I was asked to become a more active member of the Board, EPAC was at a crossroads and considering whether the organization still provided value or whether it should fold. We had a very ambitious strategic plan for an all-volunteer organization.

One of the challenges has been attracting new members. We were at the 44 member mark, and are now up to 75; which is not sustainable over the long term. The new Chair would like to focus on attracting new members, and this should be a focus for all Board members. We are still Ottawa-centric. Our workshops have been held in Ottawa, and included: 1) "Shaken,

Stirred and Strengthened: How Ethical Organizations Rebuild Trust after Difficult Times” and 2) “Tone at the Top: Essential Principles and Practices of Ethics Leadership”. The Workshops are not intended to generate revenues, but the last two have.

Chris MacDonald from the Ted Rogers School of Management of Ryerson University in Toronto held an event on “The Ethical and Legal Aspects of Workplace Media”, and would like to hold an EPAC-sponsored workshop in Toronto next year. We had a second Twitter chat last July and have been having LinkedIn chats; we encourage you to look into these chats. We signed a library agreement between Globethics, in partnership with CBERN, and EPAC that gives EPAC content a larger outreach to broader audiences, higher “searchability”, and a higher profile.

Your Board continues to meet monthly; we try to ensure that the organization makes a difference. We pay website costs and Virtual Option (our administrative service provider) sends out communications. EPAC needs all members to help make it successful, not just Board members. We have two Board members leaving, Jessie MacNeil and Jane Garthson. I would like to say a special thanks to Jane, one of the founding members of EPAC. She returned to the Board three years ago and facilitated the strategic planning session and helped rejuvenate the organization. Her efforts have been tireless, and she has helped to keep us on track. The new bylaws and articles of continuance were drafted by Jane.

Thank you to the entire Board, our members, and all those present for their support.

4. Report from the Treasurer and Approval of the Financial Statements for 2011 and 2012

The Treasurer, Janice Gray, provided copies of the DRAFT financial statements.

For the year ending 2011, EPAC’s financial statements included a more detailed breakdown on revenues, provided in an addendum, which identified CBERN’s contribution to one of our workshops. We were lucky this year to have Trevor Hemmerling approve and provide the Review Engagement Report. He has also agreed to do this for next year. Our net assets for 2012 are \$13,000 compared to \$10,000 for last year. The difference comes from workshops; this year they made a profit because the speakers provided their services pro-bono, and we were able to offer more at a lower cost. Last year’s workshop costs were \$6,000.

Another change in the financial statement, under member services, resulted from our Administrative Coordinator, Pat McGregor, leaving in May. The costs for Virtual Option services average between \$500 - \$700 per month. It was noted that Richard Morris also provided advice and reviewed our financial statements. The \$4,348 cost (of which \$3,982 was Virtual Option costs) was not for the full year, but from May 2012.

Ann Fraser noted that one of our challenges is the cost to manage our website; there is the need to manage membership dues and look after payments that come in. Membership is drawing about \$7,000/year. Cornelius Von Baeyer also noted that the website hosting is free because Ron Schneider is carrying the hosting costs on his account. Cornelius **moved** that EPAC recognize the efforts of Ron in this regard; **seconded** by Marc Terreau. **Approved.** Cornelius offered to look after this task.

Marc Terreau **moved** that the financial statements for 2011 and 2012 be approved, **seconded** by Bob Czerny. **Adopted.**

5. Appointment of Financial Reviewer for 2013

Jane Garthson **moved** that Trevor Hemmerling be approved as our financial reviewer for next year, **seconded** by Morag McAleese. **Adopted.**

6. Approval of the Articles of Continuance under the new Canada Not for-Profit Corporations Act

Jane, head of Governance and Audit Committee, spoke to the Articles of Continuance and the requirements of the new Canada Not for Profit Act. Bob Czerny and Jane drafted Articles which were posted on website and LinkedIn for review. A discussion of the Articles followed, and two minor errors were noted and will be amended.

Jane then spoke to our Bylaws, and a discussion and questions followed. The requirement for an electronic voting mechanism was raised, and options for allowing members to vote were discussed. Electronic voting is an option but would involve additional costs. Bob has a contact who has offered to conduct a survey for EPAC pro bono.

Jane read a special resolution of members:

“Special Resolution of Members

Continuing the Ethics Practitioners Association of Canada (EPAC) under the provisions of the Canada Not-for-profit Corporations Act and authorizing the directors to apply for a Certificate of Continuance.

WHEREAS EPAC was incorporated under Part II of the Canada Corporations Act by Letters Patent dated the 25th day of June, 1996; and

WHEREAS it is considered to be in the best interests of EPAC that it be continued under the Canada Not-for-profit Corporations Act (NFP Act) pursuant to section 297 of the NFP Act;

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

The directors of EPAC are authorized and directed to make an application under section 297 of the NFP Act to the Director appointed under the NFP Act for a Certificate of Continuance of the Corporation;

The Articles of Continuance (transition) of EPAC, which have been submitted to this meeting and are annexed to these minutes as Schedule A, are approved;

The general operating by-law of EPAC (as amended) is repealed effective on the date that EPAC continues under the NFP Act and the new general operating by-law No.1 which has been submitted to this meeting and is annexed to these minutes as Schedule B is approved and will be effective on the same date.

Any one of the officers and directors of EPAC is authorized to take all such actions and execute and deliver all such documentation, including the annexed Articles of Continuance (transition), the notice of registered office and of directors in the forms fixed by the Director, which are necessary or desirable for the implementation of this resolution.

The undersigned, being the duly appointed (Secretary) of EPAC, certifies that the above is a true and correct copy of a special resolution of EPAC, passed at a meeting of members held on the 27th day of May, 2013 by a majority of not less than two-thirds of the votes cast by the members of EPAC who voted in respect of the resolution, and the resolution is in full force and effect, unamended as of the date below.”

Jane **moved** that we accept the special resolution, **seconded** by Marc Terreau. **Adopted.**

Ann thanked Jane and Bob for their contributions.

7. Approval of the new Bylaws under the new Canada Not-for-Profit Corporations Act

Articles of Continuance and new Bylaws were **approved** following adoption of the special resolution.

8. Election of Directors

Jane stated that there is a slate of candidates, but there will still be one Director position remaining if all proposed candidates are approved.

Continuing as Past Chair:

Ann Fraser

Members continuing for a second year:

Ann Fraser

Janice Gray

Morag McAleese

Anne Buchanan

Election of Directors

Member standing for re-election:

Bob Czerny – will be taking on role of Chair from Ann. Bob spoke to the membership survey and the need to move to engagement. We need to enlist and facilitate engagement of members. Two thirds of members are in the Ottawa-Gatineau area, eight in Montreal, four or five in Toronto, 17 elsewhere. What can this organization do for these 17, for members outside of the federal government? Bob spoke of his interest in, and passion for, the importance of ethics.

Ryan Turnbull – Ryan is an independent consultant, has an MA in philosophy from Carleton University, has been in business for six years, has worked with 80 non-profit organizations, and is on EPAC's Communications committee,

Chris MacDonald – In his absence, Jane Garthson spoke to Chris' background. He is currently Director of the Jim Pattison Ethical Leadership Education and Research Program, Ted Rogers School of Management at Ryerson University. His academic qualifications and background make him an excellent Board member.

New members are proposed:

Mark Audcent - Senior Legal Counsel for the Senate, provided a summary of his background and his role and responsibilities as Corporate Officer for Values and Ethics for the Senate.

Michael Bassett – Senior Researcher at the Conference Board of Canada, manages the corporate ethics management counsel involving senior leaders from the private and public sectors. He convenes this group three times/year, hosts events, has networks and contacts. He is also responsible for conducting research on Corporate Social Responsibility. He noted that there is a direct connection between the way members engage and the values of the organization.

Nicolae Irina – Currently doing research on the relationship between ethical responsibility and faith. His work in business ethics is related to work done at York University for Dr. Wesley Cragg, for CBERN. He works as an outreach assistant and library assistant at CBERN and is looking to populate the library with articles by EPAC members. Nicolae is the national contact for Globethics, and is looking forward to contributing to EPAC.

Jodi Leblanc – In Jodi’s absence Morag McAleese spoke on her behalf. Jodi is with the Office of Values and Ethics at Veterans Affairs. Morag met her through Web2 Tools. She is young, enthusiastic, from PEI, published in the policy journal on social media ethics. She is also involved with the Institute of Public Administration of Canada. Morag read an e-mail from Jodi outlining her background and interest in working on the Board.

Marc **moved** that nominations cease, **seconded** by Cornelius. **Approved.**

Jane **moved** that candidates be acclaimed for a two-year term on the Board, **seconded** by Ann Fraser. As there were no other nominations **all were elected by acclamation.**

9. Recognition of Volunteer Service in 2012-13

Ann thanked the two departing Board members, especially Jane Garthson for her significant efforts on behalf of EPAC. Richard Morris’ contributions were also recognized.

10. Ratification of Board Actions

Members were asked to support the actions of the Board since the last AGM. Marc **moved** that the actions of the EPAC Board for the last 12 months be ratified, **seconded** by David, **motion passed unanimously.**

11. Questions from Members and Attendees

There were no questions from the floor. There was no other business.

12. Adjournment

Ann Fraser made **motion** to adjourn, **approved.** The AGM was adjourned at 2:45 p.m.

SCHEDULE A

The Articles of Continuance (transition) of EPAC

SCHEDULE B

New General Operating By-Law No.1