



*First Draft / 15-06-18*

**Ethics Practitioners' Association of Canada (EPAC)  
Annual General Meeting (AGM)  
Thursday, June 18, 2015, DST. 1:00 PM**

**MINUTES**

The meeting was held in room 102, St. Paul University, 233 Main Street, Ottawa

*7 individuals, all members, attended in person; no one attended remotely.*

**1. Welcome**

The Chair of the meeting, Robert Czerny, called the meeting to order and welcomed everyone.

**2. Confirmation of Quorum**

The Chair clarified that, given the Association membership roll of 58 fully paid members, a quorum of 6 fully paid members in good standing was required. The Chair declared quorum.

**3. Adoption of the draft 2015 AGM Agenda**

Moved by Margaret Marie (Meg) Steele, seconded by Kim Anne Chute, that the Agenda be adopted. Motion carried.

**4. Adoption of the draft AGM Minutes of June 25, 2014**

Moved by Robert Czerny, seconded by Janice Gray, that the minutes of the Annual General Meeting of June 25, 2014, be adopted. Motion carried.

**5. Chair's Report**

Robert Czerny presented a comprehensive report on the activities and successes of the Association since the 2014 AGM. He reported on the following matters among others: renewal of the website; re-launch of ethics round table lunches in Ottawa; social media initiatives on Google+, LinkedIn and Twitter; the transition from Virtual Option to the Willow Group for administrative services; the change in registered office; the Executive Director; two workshops in Ottawa over the past year; outside inquiries for assistance in ethics training; outgoing and

incoming directors; membership; volunteers; and finances. A copy of his report is attached as an appendix to these minutes.

## **6. Secretary's Report**

Mark Audcent presented the Secretary's report confirming that all required filings, including those related to the change in registered office and the annual report, have been made with Industry Canada. The Board of Directors met eight times during the 2014-2015 year. A copy of his report is attached as an appendix to these minutes.

## **7. Treasurer's Report**

Janice Gray reported that the Association had had a stable financial performance for the 2014-2015 year. There have been relatively small decreases in membership dues and workshop registration fees.

## **8. Approval of the 2014 Financial Statements**

Janice Gray tabled copies of the Association's financial statements for the year, together with a favourable review engagement report from Mr. Trevor L. Hemmerling, CGA, the Association's financial reviewer. Moved by Robert Czerny, seconded by Matt Marjanski, that the members approve the 2014 financial statements of the Ethics Practitioners' Association of Canada as reviewed and reported on by the financial reviewer. Motion carried.

## **9. Appointment of Financial Reviewer for 2014-15**

Mark Audcent advised that Mr. Trevor L. Hemmerling, CGA, having provided several years of volunteer service to EPAC as its financial reviewer, now wished to retire from that function. Moved by Robert Czerny, seconded by Mark Audcent, that Mr. Hemmerling be warmly thanked for his services. Motion carried. Moved by Mark Audcent, seconded by Matt Marjanski, that the Board of Directors be directed and authorized to appoint a qualified financial reviewer for the upcoming year. Motion carried.

## **10. Ratification of Board Actions for 2014-15**

Members were asked to ratify the actions of the Board since the last AGM. It was moved by Kim Anne Chute, seconded by Robert Czerny, that the actions of the Board of Directors for the period from the last Annual General Meeting (AGM) of the Association, held on June 25, 2014, to this Annual General Meeting, be ratified. Motion carried.

## **11. Election of Directors**

Robert Czerny reported that the Articles of Continuance of the Association provide for a range of between 3 and 12 directors. The Board of Directors, by resolution, had fixed the number of directors at 9. Current membership of the Board of Directors is as follows:

***Directors not standing for re-election:***

Monique Boivin  
Michael Bassett  
Janice Gray  
Jodi LeBlanc  
Chris MacDonald

***Continuing director:***

Gary Corbett (first year of first two-year term completed)

***Directors standing for re-election:***

Mark Audcent (first term completed)  
Robert Czerny (second term completed)  
Ryan Turnbull (second term completed)

All persons who are EPAC members in good standing are eligible to offer their candidacy for an open position of director. A call for candidacies had been sent to members in February and posted on the EPAC website. Under EPAC's by-laws, nominations from the floor are not receivable. The following members in good standing have offered their name for election to the Board of Directors.

***Members standing for election:***

Kim Anne Chute  
Mary Gusella  
Matt Marjanski  
Margaret Marie (Meg) Steele

It was moved by Robert Czerny, seconded by Mark Audcent, that (1) Mark Audcent, (2) Robert Czerny, (3) Ryan Turnbull, (4) Kim Anne Chute, (5) Mary Gusella, (6) Matt Marjanski, and (7) Margaret Marie (Meg) Steele, each be elected to a two-year term on the Board. Motion carried.

The Chair noted that pursuant to the Board resolution there remained one vacancy on the Board and expressed his hope that a candidate from outside Ottawa might be found for election to an interim term by the Board of Directors.

## **12. Recognition of Volunteer Service in 2014-15**

Robert Czerny thanked the five directors who were departing as of this meeting; the presenters at EPAC workshops during the year; and other individuals for volunteer services in 2014-15 and previously. (See the Chair's Report for details.)

### **13. Other Business**

No other business was raised.

### **12. Adjournment**

Moved by Mary Gusella, seconded by Matt Marjanski, that the meeting adjourn. Motion carried. The AGM was adjourned at 2:20 p.m.

#### **SCHEDULE A**

Chair's Report (Minutes, item 5 and 12)

#### **SCHEDULE B**

Secretary's Report (Minutes, item 6)