



**Draft AGENDA
2018 ANNUAL GENERAL MEETING**

Thursday June 21, 2018 1:30 PM EDT

EPAC Registered Office,
The Willow Group Boardroom,
1485 Laperriere St.,
Ottawa, ON K1Z 7S8

- 1. Welcome and Confirmation of Quorum of Members Attending in Person and Electronically**
- 2. Adoption of the draft 2018 AGM Agenda**
- 3. Adoption of the draft AGM Minutes of June 23, 2017**
- 4. Chair's Report on Achievements and Plans**
- 5. Secretary's Report**
- 6. Treasurer's Report and Approval of the Financial Statements for 2017**
- 7. Ratification of Board Actions for 2017-8**
- 8. Election of Directors**
- 9. Recognition of Volunteer Service in 2017-8**
- 10. Questions and Other Business**
- 11. Adjournment**



Draft Minutes

**Ethics Practitioners' Association of Canada (EPAC)
Annual General Meeting (AGM)
Friday, June 23, 2017, 1:30 PM EDT**

The meeting was held on June 23, 2017, at the EPAC Head Office, Willow Group Conference Room, 1485 Laperrière St., Ottawa, K1Z 7S8, following a webinar. Six members attended in person and three electronically.

MINUTES

1. Welcome

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

2. Confirmation of Quorum

The Chair advised that the Association membership stood at 74 fully paid members in good standing, 30 members more than at the time of the 2016 AGM. A quorum of 8 fully paid members in good standing is required for the AGM. The Chair declared quorum.

3. Adoption of the draft 2017 AGM Agenda

Moved by Robert Czerny, seconded by Mark Audcent, that the Agenda be adopted. Motion carried.

4. Adoption of the draft AGM Minutes of June 21, 2016

Moved by Robert Czerny, seconded by Mark Audcent, that the minutes of the Annual General Meeting of June 21, 2016, be adopted. Motion carried.

5. Chair's Report

Robert Czerny presented his fourth annual report as Chair on the activities and successes of the Association since the previous AGM in 2016.

He began by mentioning his national, pan-Canadian vision for EPAC and his view that Canada needs a focus on ethics in a changing society, a focus to which EPAC contributes. He commented on the encouraging increase in memberships. He reported that four webinars and

six round tables had taken place over the past year and the “Tait at 20” Conference is being planned for the fall of 2017. While EPAC was saying goodbye to Mark Audcent who served four years as a director and as Secretary, four new directors were coming in, bringing new energy and ideas. The new website was now solidly in place following its launch the previous year. While there was an ongoing need for volunteers, there were also many volunteers to thank for services rendered over the past year. These included the directors, the speakers at the webinars and the persons who provided translation and editing services. A special thank you was offered to The Willow Group, which had provided EPAC with excellent and friendly service over the year.

A copy of the Chair’s annual report is available on the EPAC web site.

6. Secretary’s Report

Mark Audcent presented the Secretary’s report confirming that the 2016 annual report had been filed with Industry Canada and that all Industry Canada filings were up to date. The 2017 annual report will need to be filed between July 29 and September 27, 2017. A notice of change in directors will also have to be filed following this meeting. The new Secretary should also request Industry Canada to change the address for notifications for required filings.

Mark advised that the Board of Directors had eight duly constituted meetings with quorum during the 2016-2017 year.

Mark advised that he would be available over the summer to coordinate the transfer of responsibilities to the new Secretary.

7. Treasurer’s Report

Matt Marjanski presented the Treasurer’s Report. He advised that EPAC had had a stable financial performance for the 2016-17 year, but the Association’s assets were declining. On December 31, 2016, EPAC’s assets were \$9,260, with no liabilities. At current revenue and expense levels, EPAC could continue to operate for another three years.

8. Referral of the 2016 Financial Statements

Matt Marjanski tabled copies of the Association’s draft financial statements for 2016.

It was noted that on the Statement of Operations and Changes in Net Assets (unaudited), the line entitled “Workshop dues” should be changed to “Workshop expenses”.

Matt advised that Mr. Randy Tivy, of the accounting firm Collins Barrow LLP, the Association’s financial reviewer, had advised that no financial review of EPAC’s financial statements was required by law or desirable, given EPAC’s limited assets. Mark Audcent questioned this advice and emphasized the importance of an ethics organization having financial probity and

transparency, and complying with the law. Vania Karam offered to investigate the compliance requirement and report back to the Board of Directors.

Moved by Mark Audcent, seconded by Robert Czerny, that the draft financial statements be referred to the Board of Directors for review and that the Board of Directors be authorized to adopt the final, signed 2016 financial statements. Motion carried.

9. Appointment of Financial Reviewer for 2017-18

In addition to any legal requirement for a financial review, article 7 of EPAC's By-laws reads as follows:

7. Financial Reviewer A financial reviewer shall be appointed each year at the annual general meeting by ordinary resolution of the members. If a reviewer has not been selected by the Board in advance of the annual general meeting, the members shall authorize the Board to make the appointment for that year.

Since no financial reviewer for the 2017-18 year has been selected by the Board in advance of this AGM, it was moved by Matt Marjanski, seconded by Robert Czerny, that the appointment of a financial reviewer be postponed until Vania Karam reported on the legal requirements for financial review, and that the Board of Directors be authorized to appoint a financial reviewer at that time.

10. Ratification of Board Actions for 2016-17

Moved by Robert Czerny, seconded by Mark Audcent, that the actions of the Board of Directors for the period from the last Annual General Meeting (AGM) of the Association, held on June 21, 2016, to this Annual General Meeting, be ratified. Motion carried.

12. 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.

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 was sent out to members and posted on the EPAC website. Under EPAC's by-laws, nominations from the floor are not receivable.

Membership of the Board of Directors is as follows:

Director at end of term and not standing for re-election:

- Mark Audcent

Director at mid-term and continuing in office:

1. Craig Ervine (first term; second year)

Directors at end of term and standing for re-election:

2. Bob Czerny (fourth term; first year)
3. Mary Gusella (second term; first year)
4. Matt Marjanski (second term; first year)
5. Meg Steele (second term; first year)
6. Ryan Turnbull (fourth term; first year)

New directors standing for election:

7. Sean Anderson (first term; first year)
8. John Brian Bridson (first term; first year)
9. Vania Karam (first term; first year)
10. Marjolaine Lalonde (first term; first year)

It was moved by Robert Czerny, seconded by Mark Audcent, that Bob Czerny, Mary Gusella, Matt Marjanski, Meg Steele, Ryan Turnbull, Sean Anderson, John Brian Bridson, Vania Karam and Marjolaine Lalonde each be elected to a two-year term on the Board. Motion carried.

13. Recognition of Volunteer Service in 2016-17

Bob Czerny noted that he had extended EPAC's thanks to volunteers in his opening remarks as Chair.

Moved by Bob Czerny, seconded by Sean Anderson, that all volunteers over the 2016-17 be thanked for their services.

14. Other Business

No other business was raised.

15. Adjournment

Moved by Robert Czerny, seconded by Mark Audcent, that the meeting adjourn. Motion carried. The meeting adjourned at 2:00 p.m.