

**THE CHILDREN'S BRIDGE**  
**ANNUAL GENERAL MEETING**

**October 25, 2003**

**MINUTES**

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**Present:**

Jonathan Barker, Arnold Park, Carl Arsenault, Lorne Jenkins, Cindy Boates, Rick Kenny, Nick Paonessa, Bonni MacGregor, Karen Sherlock-Brennan, Erin Given, Brian MacGregor, Liz Wild, Roy Bent, Margaret Lawson, Sandra Park, Martha Maslen, and Cathy Murphy.

Jonathan Barker took the chair and brought the meeting to order at 2:15 pm.

**Board of Directors**

Jonathan announced that three directors, namely Beth Burrows, Ailene MacDougall, and Heather Wood-Bennett, have resigned from the board. He thanked them for their contributions to the Bridge.

There being no nominations presented to the meeting, there was no election of directors. Jonathan indicated that the board would continue with nine members, which is within the range (minimum three, maximum twelve) stipulated in the bylaws of the Bridge.

**Minutes**

With reference to an item in last year's minutes, Bonni MacGregor requested that the minutes record responses to questions or comments, where appropriate. Rick Kenny (Secretary) noted the request.

**Motion:**

Moved by Bonni MacGregor, and seconded by Karen Sherlock-Brennan that:

The minutes of the 2002 AGM be accepted as presented.

*Carried.*

**President's Report**

Jonathan Barker proposed that the topic of the Children's Bridge Foundation be taken up later in the meeting. He then reviewed progress over the past year with respect to his vision for the Bridge, the key elements of that vision being diversification and internal organization. Notable items completed or underway include:

- An overhaul of the information technology infrastructure, including a new client database
- Much-needed expansion of the Ottawa office space
- Program expansion, to be addressed in Martha's report
- Approval of a revised investment policy to generate income for the Foundation
- Cost increases offset by revenue increases

### **Treasurer's Report**

Carl Arsenault reported that Bridge revenues were up slightly in fiscal year 2003, compared to the previous year. The largest increases were due to the China program, and sales of the Memory Album. Costs were also up, primarily due to expansion of post-adoption and professional development programs. However, the year ended with a small surplus.

The expenses included \$30K towards charitable work, comprised of \$12K for Foundation setup and \$18K in donations to charitable work in China and Korea. The Bridge currently has approximately \$700K in its reserve fund, held in cash or equivalents.

#### **Motion:**

Moved by Carl and seconded by Lorne Jenkins that:

McKay Duff be reappointed as auditors for the current year.

*Carried.*

### **Executive Director's Report**

Martha Maslen reported that the China and Korea programs are proceeding smoothly, and we are starting in Thailand. The recent experience with SARS in China has highlighted the need to diversify to other countries. To that end she reviewed progress in (re)establishing programs in various countries.

#### **Vietnam:**

We are waiting for this program to reopen, pending Canada's signing of the bilateral agreement. Vietnamese orphanages and officials are still interested in working with the Bridge. There is a great need for charity and adoption in this country.

#### **Honduras:**

Our application is still pending with the Ontario Ministry of Community & Social Services.

#### **Kazakhstan:**

Progress has been slow, due to various obstacles. Starting date is still unknown.

#### **Peru:**

The Bridge is actively investigation this country's program.

**Dominican Republic:**

Also under investigation, albeit with great caution to ensure that the program is safe and above board. There is high availability of children.

Martha concluded by confirming that the Bridge's excellence in pre- and post-adoption support programs is recognized both within Canada and internationally.

Cathy Murphy (Manager of Regional Development) showed an example of the new Adoption and Parenting Resource Kit that will be received by all new clients. The kit is also available for purchase by other members.

**Children's Bridge Foundation**

Jonathan Barker reported that the Foundation has been incorporated and has received charitable status. The interim directors and voting members are Carl Arsenault, Keith Lavergne, and Jonathan. A new board of directors will be elected at the first Annual General Meeting of the Foundation, to be held in the next few months.

The Foundation directors believe that the Foundation and Bridge should be strongly linked and the relationship must be managed carefully. To that end, the voting members of the Foundation will most likely be a subset of the directors of the Bridge. The exact structure of control is still being worked out, recognizing that the Foundation might possibly outlast the Bridge.

A subcommittee of the Bridge board held a planning session on September 7<sup>th</sup>, which resulted in a program proposal (titled "Children's Bridge Foundation: Prototype Foundation Program", authored by Ann Ramundo and Katharine Parsons) circulated at this meeting. Jonathan thanked Ann and Katharine for their work, and indicated that the Foundation board would be reviewing the proposal.

Jonathan concluded his report by announcing the unanimous choice by the Foundation board of Sheila Levak as the person to lead the Foundation, as chairperson of the next board. Sheila is an adoptive parent, with the passion and drive to launch the Foundation into the first years of fulfilling its mission to improve the quality of life for orphaned and abandoned children.

Jonathan then opened the floor for questions and comments. The following points summarize the discussion.

**Program issues:**

- Based on observations from her recent trip to China, Martha Maslen suggested that an emphasis on programs related to foster care (outside the orphanage) would be welcomed in some areas, more than training nannies and improving care inside

the orphanage. Needs are very specific to certain areas. In the north, for example, existing programs are very basic and child-focused.

- Concerns about the appropriateness of the proposed programs and the potential need for more basic programs would be at least partially addressed by designing criteria for measuring success or failure that would include evaluation at the local level.
- The emphasis will be on continuing programs that can make a positive difference in the lives of orphaned and abandoned children, in some focused area of needs and geography.
- Margaret Lawson, Medical Consultant to the Bridge, suggested that the scope of education programs be extended to include medical procedures such as immunization, because current practices in some places miss the window of opportunity to properly immunize all children.
- The proposed programs emphasize education because there is considerable experience within the Bridge membership in early childhood education. However, addressing more basic needs such as immunization and feeding could become a priority depending on the local situation.
- An early activity for the Foundation will be to select a geographic area for the initial programs. The criterion of greatest need will have to be balanced with ease of startup. In addition, CCAA approval will be required.

#### **Fundraising and organizational issues:**

- The target for fundraising in the first year is \$100K. Hopefully there will be multiple fundraising programs, including at least one major campaign. Bridge members have contributed many good fundraising ideas recently.
- The issue of targeting individual donations to specific orphanages as requested by the donor is problematic because of costs, and has not been resolved. It is possible that a special fund could be established to respond to specific requests arising from a visit to a program country. However, this would not be the focus of Foundation activities.
- There cannot be a direct connection between the proportion of funds allocated by country and the distribution of Bridge files by country. Otherwise Revenue Canada could question the charitable status of the Foundation on the basis of viewing the Foundation as a marketing arm of the Bridge.
- Given that the Foundation is a new organization, and that there are a number of thorny issues to be resolved, the Foundation board will be seeking advice from professionals and others experienced in this type of work. In particular, Carole

Chouinard will continue to provide legal advice in matters such as adhering to the objects of the Foundation and maintaining its charitable status.

- The Bridge membership will have input to Foundation policies and operations through three channels:
  - Providing input to the Bridge directors who are voting members of the Foundation and therefore elect the Foundation directors
  - Standing for election as a Foundation director (nomination procedures to be determined)
  - Working directly for the Foundation as a volunteer

Controls are in place to ensure coordination with the Bridge at the policy and operational levels.

- The Foundation has an agent in China to oversee and report on programs there. In future, it is possible that adoptive parents might be asked to visit and report on specific programs.
- The Foundation office will be co-located with the head office of the Bridge. The planned expansion of Ottawa office space will allow for Foundation staff, when required. There are no immediate plans to hire a fundraising director. During startup, the Foundation will share staff resources with the Bridge.
- Excellent two-way communication between the Foundation and the Bridge membership will be important to success. The need for early response to the many questions being posed by members must be balanced against the need for additional planning and formulating a clear, coherent message.

**Next steps:**

Jonathan is turning over responsibility to Sheila Levak, who is already familiar with progress to date. She is formulating her approach and communication strategy. At an appropriate time, Sheila and the Foundation board will make an announcement to the Bridge membership, outlining the vision, the next phase of launching the Foundation, and how people can contribute. In the meantime, members are asked to send all comments and suggestions to Jonathan Barker ([jbarker@trialstat.com](mailto:jbarker@trialstat.com)), who will forward them to Sheila. All input is welcome.

**Adjournment**

There being no further business, it was moved by Nick Paonessa and seconded by Arnold Park that the meeting be adjourned at 3:35 pm.

*Carried.*

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Rick Kenny, Secretary  
rtkenny@canada.com