

THE CHILDREN'S BRIDGE
ANNUAL GENERAL MEETING

October 16, 2004

MINUTES

Present:

Logan Atkinson, Jonathan Barker, Gail Carruthers, Loyde Henriques, Rick Kenny, Trudy Ledsham, Mark Miller, Nick Paonessa, Arnold Park, Ann Ramundo, Martha Maslen, Kate Maslen, and other members.

Jonathan Barker took the chair and brought the meeting to order at 3:00 pm.

Minutes

Rick Kenny apologized to the meeting that the minutes of the 2003 AGM were not available due to an oversight, and therefore could not be reviewed. In response to suggestions about making the minutes available electronically and conducting a vote to approve them by email and/or regular mail, Rick promised to look into the matter.

President's Report

Jonathan Barker briefly reviewed the progress of the Bridge over the past year towards the goals of country diversification, establishing the Foundation, and improving internal systems.

Treasurer's Report

In the absence of the Treasurer, Jonathan Barker presented the audited financial statements for the year ending July 31st 2004, noting that both revenue and expenses had increased significantly from the year before. However, the Bridge ended the year with a surplus.

Jonathan addressed the size of the accumulated surplus, stating that it provided:

- interest income that is donated to the Foundation to cover administrative costs, ensuring that 100% of funds raised by the Foundation is available for programs to help children
- a self-insurance fund to support continued operation and orderly completion of adoptions in progress in the case of a sudden, significant loss of income (for example, due to the unexpected closure of a country program)

In response to a question about external insurance to cover the risk of catastrophic loss of income, Jonathan stated that this had been investigated three years previously. Because the premiums were found to be prohibitive, the board had decided to continue to rely on the surplus for this purpose.

Katharine asked what a worst case scenario might be. Jonathan replied that the Bridge has almost 250 files in progress at any given time. In the event of a sudden loss of income, the Bridge would have to ensure completion of all adoptions. Allowing \$2000 per file, the cost could be as high as \$500,000, hence the need for a surplus in excess of half a million dollars.

There were a number of suggestions related to the availability and format of the financial statements:

- ❑ Make the minutes available before the AGM.
- ❑ Delay the AGM if necessary so that financial statements can be made available well before the AGM.
- ❑ Provide an explanation for expenditures in the financial statements, for the Miscellaneous and Professional Development categories, for example.

Jonathan thanked members for their suggestions and promised that the board would consider them carefully.

Executive Director's Report

Martha Maslen reported on each of the country programs:

- ❑ **China** – The Bridge sent a record number of files to China in the past year. China will likely to continue to be our major program over the next 5 years.
- ❑ **South Korea** – Currently numbers are 30 to 25 adoptions per year, which could grow to 50. Expected to be stable for about the next 10 years. The government of South Korea has set a target of 2015 to close international adoptions.
- ❑ **Thailand** – Program is already established, but has a long waiting period and offers mostly older children. Could benefit from an in-country representative, but the interest from adoptive families is low.
- ❑ **India** – Potential is high. Numbers could rival China within a few years. Program manager (Anjali Viegas) has good contacts there and is making good progress in establishing a program. It will be restricted initially to adoptive parents of Indian origin, both singles and married couples.
- ❑ **Vietnam** – The accord is back in Canada for review by the federal and provincial governments. It could be signed by the end of 2004, but that is by no means certain.
- ❑ **Kazakhstan** – Expecting our license very soon. This country accepts singles, but will likely have a relatively small program due to the difficult adoption process.
- ❑ **Honduras** – Taking a long time to establish a program. Accepts singles, but will also likely have a relatively small program.
- ❑ **Dominican Republic** – Also taking a long time to establish a program.

Bridge staff have also investigated other possibilities such as Costa Rica and countries in Eastern Europe. Martha invited members who have an interest and contacts in countries with an international adoption program to contact her or other Bridge staff. She also asked for input from members and potential clients as to which countries and cultures they would like to see added to our portfolio of programs.

In response to a concern expressed about whether the agency is in danger of spreading its resources too thinly by working in too many countries, Martha replied that we need to research more countries than we actually go forward with, because most of those we look at are not suitable.

Election of Directors

On behalf of the board, Rick Kenny presented the slate of candidates, which had also been distributed to members prior to the meeting.

- For election to an initial three-year term:
 - Logan Atkinson
 - Gail Carruthers
 - Loyde Henriques
- For re-election to a second three-year term:
 - Jonathan Barker
 - Arnold Park
 - Katharine Parsons-Strawbridge

Moved by Rick Kenny and seconded by Ann Ramundo,

That all six candidates presented to the meeting be elected as Directors of The Children's Bridge.

Carried.

Following the election, a discussion ensued concerning:

- the nomination process, including the selection of candidates by the board;
- the board's decision to present a slate of candidates as opposed to allowing members to vote for the candidates of their choice;
- the communication from the board to the membership about the nomination and election process.

Rick Kenny spoke to the election of a slate, saying that the bylaws give the board discretion in determining the election process. In this case, the board had agreed that it was not in the best interests of the candidates nor of the membership in general to hold an open vote at the AGM. However, the process was open to review and change in the future.

Moved by Rick Kenny and seconded by Nick Paonessa,

That the board review and seek input from the membership on the process for election of directors, and inform the membership of the revised process.

Carried.

Questions from Members

There was no support at the meeting for a suggestion to consider multiple levels of membership, with different fees and bundled services for each level. Furthermore, Martha indicated that it would be an administrative headache.

Children's Bridge Foundation

Jonathan Barker reported on his recent trip to China, which included visits to several orphanages where the Foundation has started or is considering programs. His presentation included a slide show of children at some of the orphanages. Kate Maslen mentioned that the Foundation website was featuring the children from one orphanage that were being sponsored to attend Middle School, as an example of how the Foundation was fulfilling its mandate.

Members made a number of suggestions as to how the Bridge could assist the Foundation in raising money by making the Foundation more visible to Bridge clients:

- Include a donation form in the first information package.
- Highlight the Foundation during Bridge information sessions.
- Mention the ability to direct of a portion of a United Way donation.
- Provide for a donation to the Foundation on the Bridge membership form.

Other Business

Rick Kenny introduced an amendment to the bylaws prepared by Gerry Yemensky (Counsel for the Bridge) concerning the procedure for amending the bylaws, to remove the reference to approval by the federal government, which is not legally required. Furthermore, the membership was asked to confirm amendments (called Bylaw 3) to the bylaws approved at the 2000 AGM, without regard to government approval, regardless of the above reference that was still in the bylaws at that time. The amendments of Bylaw 3 were to:

1. enable a director to be elected for three consecutive terms (formerly two terms), and
2. include members who are in process as voting members (in addition to members who have completed adoptions with the Bridge).

Moved by Rick Kenny and seconded by Jonathan Barker:

Be it resolved that Bylaw 1, section 44 be amended to read:

The bylaws of the Association not embodied in the Letters Patent may be repealed or amended by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3)

of the members at a meeting duly called for the purposes of considering the said bylaw.

Be it further resolved that Bylaw 3 dated September 30th, 2000 is confirmed to be of force and effect as of the date to which it was passed and approved by the directors and the members.

Carried unanimously.

Adjournment

There being no further business, it was moved by Rick Kenny and seconded by Nick Paonessa that the meeting be adjourned at 4:50 pm.

Carried.

Rick Kenny, Secretary
rtkenny@canada.com