

The Children's Bridge Annual General Meeting (AGM)
Trudeau Room Holiday Inn Select & Suites Argentinia Rd Mississauga ON
Draft Minutes for November 6, 2010

Board Members present: Krista Shibata (via phone), Wladyslaw Kinastowski, Dave Hung, John McCarthy, Tina Dayes, Carlos Martins, Kim Rodger-Moorhead, Jason Goncalves (via phone), Grev Staniszewski, Cathy Murphy (Acting Executive Director CB)

Other members present: Sitaramacher and Neela Venkatesh Prasad, Nick and Donna Paonessa, Dante Ferrari, Jason Tutty, Henrietta Veerman (via phone), Danica Oldford, Sharon Alton (via phone), David Lam, Michelle Butt, Clarence Tan and Barbara Workman-Tan.

Regrets: Dahlia Stein (out of country)

Housekeeping Matters

- a) The meeting was opened at 2:05pm
- b) Quorum – quorum for the meeting was met
- c) For the benefit of the members present the Board members each introduced themselves.
- d) Minutes of the October 31, 2009, AGM were adopted as amended. Wladyslaw answered the open question from the last AGM on Board membership requirements, and noted that the answer to question 6 was missing from draft that was circulated. Moved by Carlos Martins, Seconded by Wladyslaw Kinastowski, *Passed unanimously.*
- e) Noted that the Minutes as well as the reports presented at the AGM would be posted in the Members only section of the CB site.
- f) Carlos Martins (President) and Krista Shibata (Vice-President) were thanked for their service to Children's Bridge, and their significant contribution to the Board, as their three year term ended at this AGM.
- g) Carlos asked if there were any objections to having the questions held until after the formal portion of the meeting was completed. None were voiced.

President's Report:

Carlos Martins provided a report to the assembled membership concerning the last year.

Highlights:

- Welcomed all members attending as attending this meeting is an important step in making the membership's concerns known to the Board, and, if one is so inclined, to run for election to group of Volunteer Directors.
- The past year has been one of significant transition and turbulence. As some of you heard at the information sessions we conducted in Ottawa (May 8, 2010) and Mississauga (May 15, 2010) The Children's Bridge has, over the past 12 months, experienced a short term cash crunch that was brought on, predominantly, as a result of increasing waiting times for referrals in most of its programs (and particularly from the China Regular Stream Program).

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- In order to address this problem, the Finance Committee as well as the Board as whole invested an incredible amount of time in determining what was needed to see the way through that difficult period. In addition, the whole Board worked diligently on determining the most equitable way of solution.
- In the past year The Children's Bridge:
 - significantly reduced expenses by cutting staffing levels and other expenses;
 - implemented higher facilitation fees that reflect, more accurately, the true cost of processing each adoption in the present environment; and
 - implemented an annual administration fee that applies as long as a family's dossier is in process.
- It appears that these measures have gone a long way to dealing with the problem, although we are not yet completely out of the woods. We are particularly pleased that our members have, for the most part, respected the needs of organization and paid administration fee. Nevertheless, there are still some families that have not yet come to the table and paid what is due (or made arrangements to pay over time).
- While we do critically require the membership's ongoing support, I believe that I speak for the whole Board in saying that we are optimistic about the future.
 - We now have:
 - a very lean organization;
 - a more sustainable pricing structure;
 - a diversified array of programs – most notably we are hoping to receive the formal licence for South Africa any day now;
 - a membership that, for the most part, is supporting the ongoing needs of the organization by paying the annual administration fee; and
 - a staff and a Board that is truly committed to making families happen.

Acting Executive Director's Report:

Cathy Murphy presented her report.

Highlights:

- The Children's Bridge staff and Board of Directors are here to support you through your adoption journey to become a family. We welcome your questions and input. International adoption is currently in a time of tremendous change.
- The Children's Bridge must face these changes and acknowledge the affect they have had on you and our agency.
- The Children's Bridge currently holds licenses for the following countries: China, China Waiting Children's Program, South Korea, Rwanda (two time license), Thailand, Thailand Waiting Children's Program, Kazakhstan, Vietnam, Jamaica, India and Ethiopia (we have a partnership agreement with CAFAC in Manitoba for our Ethiopia Program).

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- We are currently in the process of receiving our South Africa license, have applied for renewal of our domestic adoption license and are preparing a new license application for Florida, USA.
- Vietnam is currently ratifying The Hague and as of September 30, 2010 they have not accepted new applicant's dossiers. We expect the Vietnam program to open sometime in 2011.
- Kazakhstan is currently ratifying The Hague and as of May 24, 2010 they have not accepted new applicant's dossiers. We expect the Kazakhstan program to open in early 2011.
- Cathy also provided a series of statistics available in her report dealing with
 - Number of adoption completed in 2009-10 by program;
 - Demographics of children waiting for families in each program;
 - Number of adoptive applicants in process by program;
 - Estimated timelines for each program;

Treasurer's Report:

David Hung provided his report, referencing the audited financial statements as needed.

Highlights:

- From a financial perspective, the past fiscal year was definitely a challenging one for the Children's Bridge. The continued changing landscape of international adoption has had an adverse impact on the financial condition of the agency.
- For the fiscal year ended July 31, 2010, the agency's expenses exceeded revenues by approximately \$150,000 and again the agency had to draw down on its reserves to fund ongoing operations.
- As a not-for-profit organization, the Children's Bridge relies solely on the fees and service revenues generated from its members and it has only a very modest contingency fund.
- One of the biggest financial challenges that the agency has had to deal with is the ability to generate sufficient cash inflows to fund ongoing operations and service its 300+ families in waiting.
- Finance was a top priority for the agency during 2009-10, the Board of Director's and its various sub-committees, spent countless hours over the past year extensively deliberating all potential solutions to strengthen the financial position of the Children's Bridge.
- The result is that over the past year a number of important but necessary actions were taken, including:
 - A significant increase in the facilitation fee charged for most international adoption programs;
 - Reductions in staff hours;
 - Cost reductions in travel, telecommunications, program expenses, etc.;
 - Active pursuit of new licenses in Rwanda and South Africa; and
 - Implementation of a time-dependant annual fee.

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- Each of these decisions was made with the long-term viability of the Children's Bridge in mind.
- While significant progress was made in fiscal 2010, there is still much more to be done in fiscal 2011.
- Some of the key financial priorities in the upcoming year include:
 - Careful monitoring of cash balances and continued financial prudence;
 - Finalization of the new license in South Africa and active pursuit of new licenses deemed strategically aligned to the overall goals of the Children's Bridge;
 - Roll-out of additional facilitation fee increases for certain international adoption programs;
 - Subleasing a portion of the existing office space; and
 - Active pursuit of outstanding fees.

Motion by Carlos Martin and Seconded by David Hung

- Move to accept the audited financial statements as presented

Passed unanimously

Auditors for 2010-11

- As the current auditors have been serving The Children's Bridge for over five years, and given the current fiscal environment, the members voiced no objection to opening up the 2010-11 audit to tender.

Notice of Motion – Motion to Amend the Letters of Patent for The Children's Bridge:

Wladyslaw Kinastowski read the notice of motion as provided in the 2010 AGM invitation that was circulated to all members of the Children's Bridge.

1. Be it resolved that the Letters of Patent for The Children's Bridge be amended to add an object in Section 3 Objects of the Corporation. The changes to the Objects of the Corporation would be as follows:
 - a. The existing 5th Object would become the 6th Object.
 - b. Insert a new 5th Object "To educate, and provide assistance to, those families who wish to pursue a domestic adoption".
(Submitted by the Board of Directors)

This change, at the request of the Ministry of Children and Youth Services, would ensure consistency between the Letters of Patent of The Children's Bridge and its license of the past 15 years. During this time, The Children's Bridge has been licensed by the province to facilitate both international and domestic adoptions. The Children's Bridge would remain focused on international adoptions with this change to its Letters of Patent.

For reference the current Objects of the Corporation are:

- 1) To educate families on the subject of adopting a child from a foreign country who want to pursue an international adoption.

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- 2) To provide assistance to families who are interested in international adoption and who want to adopt a child from a foreign country.
- 3) To provide information on the subject of international adoption to interested people.
- 4) To assist children who are in need in orphanages in foreign countries by providing food, clothing, equipment, medical supplies and other necessities of life.
- 5) To raise funds to support the objects and purposes set out herein.

Motion moved by Wladyslaw Kinastowski and Seconded by Nick Paonessa.

Discussion on the motion concerned annual volumes of domestic adoptions (1-2 annually) and whether this would change the focus of The Children's Bridge from international adoption (no).

Passed unanimously

Election Of Board Members:

Carlos noted that there were four candidates for election this year. He asked that each candidate for the Board introduce themselves and provide a bit of background as to why they were running for the Board.

The four candidates in order of speaking:

Jason Tutty
Danica Oldford
Dante Ferrari
Dahlia Stein

Kim Rodger-Moorhead spoke on behalf of Dahlia Stein as she was out of the country on business.

Carlos asked if the membership had any objections to voting for the directors as a slate. *None were voiced.*

Motion to elect the above noted slate of candidates to the Board of Directors

Moved by Carlos Martins, Seconded by Wladyslaw Kinastowski

Passed unanimously

As the membership had indicated no objection the question and answer forum occurring after the formal part of the AGM was concluded, motion to adjourn the meeting by Carlos Martins and Seconded by Nick Paonessa - passed unanimously

The meeting was adjourned at 3:02pm, with an open forum for questions continuing for the next hour.