

Minutes of Hamilton Jewish Family Services

Special Meeting of the Members Tuesday, December 6, 2022

7:00 pm via ZOOM

PRESENT: Hannah Schayer, Chair

Carol Adler, Rachel Bernholtz, Mel Enkin, Gord Garshowitz, Dina Honig, Geraldine Katz, Louise Klinghoffer, Les Lasky, Jacki Levin, Cindy Mark, Greg Matusovsky, Heather McLean, Christine Nusca, Terry Nyp, Mildred Rodriguez, Susan Roth, Paul Roth, Gustavo Rymberg, Clareta Schoenberg, Suresh Tharma, Robin Zilberg

INVITED GUEST: Howard Eisenberg

Hannah Schayer welcomed everyone to the Special Meeting of HJFs and indicated that this meeting will be recorded.

All documents for the Special Meeting were emailed previously to all individuals who registered for this meeting.

All items on the agenda will be voted on by members as outlined in the previous bylaws, which is anyone who has made a donation of \$10 or more to HJFS in previous years. Staff who have made donations to HJFS are considered members and are entitled to vote.

All voting results are anonymous.

APPROVAL OF THE AGENDA

MOTION: To approve the Agenda of the Special Meeting of the Members was moved by Geraldine Katz and seconded by Robin Zilberg. **MOTION APPROVED**

APPROVAL OF AGM MINUTES – June 22, 2021

MOTION: To approve and accept the minutes of the AGM held June 22, 2021 as previously circulated moved by Gord Garshowitz and seconded by Carol Adler.

MOTION APPROVED

APPROVAL OF THE AUDITED FINANCIAL STATEMENTS

Greg Matusovsky, Treasurer reviewed the abbreviated version of the 2022 financial statements prepared by Vine & Partners LLP on the audited statements of HJFS which include:

- statement of financial position as of March 31, 2022
- statement of operations (changes in fund balances and cash flow) as of March 31, 2022

The HJFS audit field work was done in June 2022. The Finance and Administration Audit Committee reviewed statements with the auditors in July and the Finance Committee approved the statements in August.

The HJFS budget increased by 13% over the previous year which represents about \$90,000 in fiscal year 2022.

Income

- largest increase in our budget came from Hamilton Jewish Federation which represents 41%
- food bank donations and grants increased, but no United Way funding as in previous years

Expenses

- higher costs in food bank costs both in food and in salaries which represents 39% of our expenses

Total funds in reserve at year end was \$290,639

2/3 thirds of this amount which is internally restricted is for the food bank

The externally restricted amount of \$67,110 is for the accessibility grant.

The official Audited Financial Statements prepared by Vine & Partners which were circulated prior to this meeting were viewed.

MOTION: To accept the Audited Financial Statements accepted moved by Greg Matusovsky and seconded by Robin Zilberg

MOTION APPROVED

APPOINTMENT OF VINE & PARTNERS

MOTION: To approve the appointment of Vine & Partners LLP as auditors for Hamilton Jewish Family Services for the upcoming fiscal year 2022/23 moved by Greg Matusovsky and seconded by Cindy Mark.

MOTION APPROVED

RATIFICATION OF OPERATING BYLAWS:

Hannah Schayer asked Gord Garshowitz to moderate this portion of the meeting as a member of the Governance Committee.

MOTION: To approve the Bylaws as distributed was moved by Gord Garshowitz and seconded by Carol Adler.

Discussion on Section 8.1 (Members) of Bylaws

It was explained by Gord Garshowitz that the last time we had a valid constitution was in 2002. Many AGM's were held since then but not all members had been invited, so any changes in bylaws were not valid. Legal counsel was sought and in order to approve any changes in Bylaws, HJFS needed 50% plus one of our membership (351 members) to present at our last meeting held on September 6th which didn't happen so the Bylaws couldn't be approved.

Upon further reading of the 2022 Bylaws, a new legal option indicated five members would represent a quorum which why we called this meeting tonight.

Under the new bylaws Section 8.1 defines the only individuals considered members are Directors, Committee Members and current registered volunteers.

Gustavo Rymberg, CEO of Federation asked Gord Garshowitz to define the meaning of "registered volunteer" as listed in this section.

Gord Garshowitz explained that registered volunteers with HJFS are individuals who have registered with the Volunteer Coordinator and have met agency requirements including police checks.

Concern was expressed by Gustavo Rymberg that under the new bylaws Hamilton Jewish Federation will not be represented and have no voting status at future AGM 's of Hamilton Jewish Family Services. As Federation provides 41% of the operations budget it would be important to re-define who is a member. It is important to be inclusive and engage community members to be involved in decision making.

After a lengthy discussion, Les Lasky stated that this matter is too important to have a zoom discussion that is changing the constitution of HJFS. He suggested that a committee should be formed with members of HJFS and Federation to come up with a long term solution.

A motion should be made to table this for period of time (no longer than three months) at which time a committee has to come back to the board with a recommendation.

MOTION: To exclude Section 8.1 of the new Bylaws from the vote and that a Committee be formed to review this section and the rest of the new Bylaws be approved was moved by Les Lasky and seconded by Dina Honig.

MOTION APPROVED

Hannah invited individuals in attendance who wish to be part of the Section 8.1 revision to email Heather McLean.

When a resolution is reached on Section 8.1 a meeting of HJFS members (based on the 2002 version of Bylaws) will be called.

ELECTION OF THE BOARD OF DIRECTORS FOR FISCAL YEAR 2022 – 2023

The following individuals were nominated as a slate for the 2022/23 year

Carol Adler
Mel Enkin
Gord Garshowitz
Laura Herman
Geraldine Katz
Cindy Mark
Greg Matusovsky
Hanna Schayer
Clareta Schoenberg
Andrea Zians

No nominations were received from the floor.

MOTION: To approve the nominations as presented was moved by Cindy Mark and seconded by Cindy Mark.

MOTION PASSED

ADJOURNMENT

MOTION: To adjourn the meeting moved by Clareta Schoenberg and seconded by Mel Enkin.

MOTION PASSED

Meeting adjourned at 8:10 pm