

Pride Toronto 2021 Annual General Meeting Minutes

Wednesday, January 26, 2022, 6:30 pm - 9:30 pm EST, Extended to 10:30 pm EST by Vote

Virtual: Zoom (via GetQuorum) & Youtube (YouTube is view-only)

Meeting Called By	Board of Directors
Type of Meeting	Annual General Meeting
Notetakers	Nicoy Davis and Katherina Symes
Attendees	Membership and Board of Directors
ASL Interpreters	Christopher Desloges, Dean Wiebe, and Rogue Benjamin

Agenda Item	Notes	Motions/Action Items
1. Virtual Doors Open	<p>Presenter: AGM Chair Grant Gonzales</p> <p>Start Time: 6:30 pm</p> <p>Getquorum Olivia Dutka</p> <ul style="list-style-type: none"> ● GetQuorum Overview - explained the voting process. ● Need to be using Google Chrome. Using a mobile app requires using the meeting portal website to vote. ● Did a sample vote. <p>AGM Chair Grant Gonzales</p> <ul style="list-style-type: none"> ● Confirm # of members attending - 106 ● Confirm we have a quorum - Yes (9) ● Quorum is 2.5% of membership. We have 366 members. 	None
2. Welcome, Call to Order, and Opening Items: <ol style="list-style-type: none"> I. ASL Etiquette II. Land Acknowledgement / Opening Ceremony III. Getquorum Overview / Housekeeping Items IV. Appointment of Notetaker / 	<p>Presenters: AGM Chair Grant Gonzales, Board Co-chair Yuri Hernandez, Elder Blu Waters</p> <p>AGM Chair Grant Gonzales</p> <ul style="list-style-type: none"> ● Welcome everyone to the meeting. ● Meeting called to order. <p>Board Co-Chair Yuri Hernandez</p> <p>I. ASL Etiquette</p> <ul style="list-style-type: none"> ● We have ASL interpreters. If you need service, they are spotlighted. You may pin 	

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<p>Scrutineers</p> <p>V. V. Approval of AGM Agenda</p>	<p>them to your screen. If you need camera access let us know through the chat box.</p> <ul style="list-style-type: none">● We ask one person speaks at a time.● Interpreters are neutral and abide by code of conduct.● Speak directly to the d/deaf attendee not interpreter <p>—</p> <p>Board Co-Chair Yuri Hernandez / Elder Blu Waters</p> <p>ii. Land Acknowledgement and Opening Ceremony</p> <ul style="list-style-type: none">● We acknowledge that we are on the traditional territory of many nations, including the Mississaugas of the Credit, the Anishnabeg, the Chippewa, the Haudenosaunee and the Wendat peoples, and is now home to many diverse First Nations, Inuit and Métis peoples. We also acknowledge that Toronto is covered by Treaty 13 with the Mississaugas of the Credit and the Williams Treaties signed with multiple Mississaugas and Chippewa bands.● We also acknowledge all treaty peoples including those who came here as settlers, as migrants either in this generation or in generations past, and those of us who came here involuntarily, particularly forcibly displaced Africans brought here as a result of the Trans Atlantic Slave Trade and Slavery, we pay tribute to those ancestors of African origin and descent.● In reading this acknowledgement, we also acknowledge the special responsibility that the collective leadership has in meaningfully addressing anti-Black and anti-Indigenous racism at Pride Toronto, both historically and presently, and reaffirm our commitment to undertake this difficult but necessary work.	
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	<p>Elder Blu Waters</p> <ul style="list-style-type: none"> ● Opening Ceremony performed <ul style="list-style-type: none"> ○ Provided words of wisdom, guidance in a good way. <p>AGM Chair Grant Gonzales</p> <ul style="list-style-type: none"> ● Acknowledges report released one week prior regarding the three federal grants. ● Pride Toronto commits to hosting a Special General Meeting to discuss the matters about Pride Toronto Grants and funds at a later date. 	
<p>2. Welcome, Call to Order, and Opening Items:</p> <ol style="list-style-type: none"> I. ASL Etiquette II. Land Acknowledgement / Opening Ceremony III. Getquorum Overview / Housekeeping Items IV. Appointment of Notetaker / Scrutineers V. Approval of AGM Agenda (continued) 	<p>Javier Davila</p> <ul style="list-style-type: none"> ● Point of Order <ul style="list-style-type: none"> ○ Asked for the videos to be turned open and thanked us for having the chat available. <p>AGM Chair Grant Gonzales</p> <ul style="list-style-type: none"> ● Not a point of order but a question. ● Stated not able to for technical reasons. 	
<p>2. Welcome, Call to Order, and Opening Items:</p> <ol style="list-style-type: none"> I. ASL Etiquette II. Land Acknowledgement / Opening Ceremony III. Getquorum Overview / Housekeeping Items IV. Appointment of Notetaker / Scrutineers V. Approval of AGM 	<p>Tom Hooper</p> <ul style="list-style-type: none"> ● Point of Order <ul style="list-style-type: none"> ○ Regarding past statements by Pride Toronto and Executive Director in relation to Kent Monkman and grants written and why this Agenda item was not added. <p>AGM Chair Grant Gonzales</p> <ul style="list-style-type: none"> ● Responded and said that at the time of request (June 2021), it was declined regarding our corporation's act; the ONCA was not yet in place. Respect the 	<p>Motion#1 - To add the following Member Proposal by Tom Hooper to the meeting agenda:</p> <p>Be it resolved that all confidentiality agreements from any former board members or staff are entirely and indefinitely be waived regarding grant funding.</p> <p>Mover: Tom Hooper</p>

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<p>Agenda (continued)</p>	<p>confidentiality of our staff. It will be denied now.</p> <p>Tom Hooper</p> <ul style="list-style-type: none"> • Makes a motion to challenge the ruling AGM chair and allow motion to deal with no disclosure agreement. <p>AGM Chair Grant Gonzales</p> <ul style="list-style-type: none"> • Motion to be worded as: "May it be resolved that all confidentiality agreements from any former board members or staff are entirely and indefinitely be waived regarding grant funding." (Motion#1) <p>AGM Chair Grant Gonzales</p> <p>iii. Getquorum overview/housekeeping issues</p> <ul style="list-style-type: none"> • States how GetQuorum will be creating and monitoring the voting process. • While waiting for Motion#1 to load in voting software, meeting procedures are outlined, and principles are shared as listed in the slide presentation. 	<p>Second: N/A Results: 68 yes, 29 no, 4 abstain Motion: Approved</p>
<p>2. Welcome, Call to Order, and Opening Items:</p> <ol style="list-style-type: none"> I. ASL Etiquette II. Land Acknowledgement / Opening Ceremony III. Getquorum Overview / Housekeeping Items IV. Appointment of Notetaker / Scrutineers V. Approval of AGM Agenda (continued) 	<p>Kami Chisholm</p> <ul style="list-style-type: none"> • Point of Order <ul style="list-style-type: none"> o To make a motion letting Lisa Amin back into the meeting. She was removed because of comments directed to the Elder. <p>Elder Blu Waters</p> <ul style="list-style-type: none"> • Did not take offence but asked that we cooperate and support each other. I confirmed that I was not called in to be a token. • Let us refocus to be clear and concise and get this work done tonight. • Acknowledges that Pride Toronto will begin to address issues of racism at Pride Toronto. 	

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	<ul style="list-style-type: none"> Encourages Pride Toronto to let Lisa Amin back in and allow her to vote. <p>AGM Chair Grant Gonzales</p> <ul style="list-style-type: none"> Welcomes Lisa Amin back to the AGM. Stated that there will be a Q&A session for members to ask the Board and ED. Cautions that we are sharing space and need to be respectful. Time will be given to ask tough questions. 	
<p>2. Welcome, Call to Order, and Opening Items:</p> <ol style="list-style-type: none"> I. ASL Etiquette II. Land Acknowledgement / Opening Ceremony III. Getquorum Overview / Housekeeping Items IV. Appointment of Notetaker / Scrutineers V. Approval of AGM Agenda (continued) 	<p>AGM Chair Grant Gonzales</p> <p>Iv. Appointment of Notetaker / Scrutineers</p> <ul style="list-style-type: none"> Appoint Nicoy Davis and Katherina Symes as notetakers for the 2021 Pride Toronto Annual General Meeting. (Motion#2) Appoint getquorum as scrutineers for all voting results at the 2021 Pride Toronto Annual General Meeting. (Motion#3) <p>AGM Chair Grant Gonzales</p> <ul style="list-style-type: none"> If motion fails we can choose members to be scrutineers and use an excel sheet. With virtual voting using GetQuorum ensures there is no way for alteration of ballots 	<p>Motion#2: Appoint Nicoy Davis and Katherina Symes as notetakers for the 2021 Pride Toronto Annual General Meeting. Mover: Glenn Knight Second: Marc Fadel Results: 94 yes, 7 no, 5 abstain Motion: Approved</p> <p>Motion#3: Appoint GetQuorum as scrutineers for all voting results at the 2021 Pride Toronto Annual General Meeting. Mover: Ruth Noble Second: Keira Grant Results: 88 yes, 13 no, 1 abstain Motion: Approved</p>
<p>2. Welcome, Call to Order, and Opening Items:</p> <ol style="list-style-type: none"> I. ASL Etiquette II. Land Acknowledgement / Opening Ceremony III. Getquorum Overview / Housekeeping 	<p>AGM Chair Grant Gonzales</p> <p>V. Approval of AGM Agenda</p> <ul style="list-style-type: none"> Amended with Tom Hooper's request for motion - see motion #1. (Motion#4) <p>Ian Tian</p> <ul style="list-style-type: none"> Point of Order 	<p>Motion#4: Approval of AGM Agenda with the amended member proposal Mover: Glenn Knight Second: Charles Pavia Results: 75 yes, 23 no, 3 abstain</p>

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<p>Items</p> <p>IV. Appointment of Notetaker / Scrutineers</p> <p>V. Approval of AGM Agenda (continued)</p>	<ul style="list-style-type: none"> o Would like two things added to the agenda. o #1. Pride Toronto 2022 goal Prevent Harm Reduction and Safety - to involve Toronto Police in Harm Reduction policy. o The exact wording is: Pride Toronto to work with Toronto Police Service to prevent harm reduction during operating hours. Ian finds this alarming. Who made this decision, who contacted the Police? Monetary involvement? o #2. Pride Toronto will work with recruits of Toronto Police Officers to give 1 hr. Training session. Wants to know what accountability does Pride Toronto actually have with people who are trying to defund the police. <p>AGM Chair Grant Gonzales</p> <ul style="list-style-type: none"> ● These are not considered points of Orders but questions. ● Will clarify this later in the agenda. We will talk about it in the Joint ED/ Co-chair Board report. 	<p>Motion: Approved</p>
<p>3. <u>Minutes of the Previous Annual General Meeting</u></p>	<p>Presenter: Board Secretary Brian De Matos, AGM Chair Grant Gonzales</p> <p>AGM Chair Grant Gonzales</p> <ul style="list-style-type: none"> ● Asked if anyone has issues with the minutes from the Annual General Meeting held on January 21st, 2021. They need to raise their hand. <p>Gary Kinsman</p> <ul style="list-style-type: none"> ● Wants organization name changed in Minutes ● Pride Coalition is the proper name; No Pride and Policing Coalition is the recorded name in Annual General 	<p>Motion#5: To approve the minutes of the 2021 Pride Toronto Annual General Meeting as amended, held on January 21st, 2021.</p> <p>Mover: Ray Carino Second: Charles Pavia Results: 74 yes, 17 no, 9 abstain Motion: Approved</p>

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	<p>Meeting minutes held on January 21st, 2021.</p> <p>AGM Chair Grant Gonzales</p> <ul style="list-style-type: none"> We will amend the previous Annual General Meeting minutes. <p>Gary Kinsman</p> <ul style="list-style-type: none"> Why have you, as far as I know, not issued a statement about the police budget request? Last year Pride Toronto called for a 50% discount. Why not address it? <p>AGM Chair Grant Gonzales</p> <ul style="list-style-type: none"> We will address this in the joint Executive Director (ED)/Board Co-chair report section. <p>Board Secretary Brian De Matos</p> <ul style="list-style-type: none"> Request for approval of 2021 Annual General Meeting Minutes with amendment request. (Motion#5) 	
<p>4. By-Law No. 1 Amendments</p> <p>I. <u>Special Resolution: Number of Board Directors</u></p> <p>ii. <u>Pride Toronto By-Law No. 1 - For approval</u></p> <ul style="list-style-type: none"> <u>Iler Campbell Memo - Proposed Changes to By-Law No. 1</u> <p>(continued)</p>	<p>Presenter: AGM Chair Grant Gonzales</p> <p>Tom Hooper</p> <ul style="list-style-type: none"> Raises his hand to speak. <p>AGM Chair Grant Gonzales</p> <ul style="list-style-type: none"> Provides three minutes to speak. <p>Tom Hooper</p> <ul style="list-style-type: none"> Wants more than three minutes Note this is the 3rd AGM I have come to ask questions about grants. Begged the Board to change course and go public. Instead, the Board and ED chose to continue the coverup. Not the historical Board - the current Board continues to cover up. Board had a chance in summer to come clean. 	

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- The Board blamed the Indigenous artists. This coverup by this Board was a choice. Constantly sending board requests not being answered. Felt that this should not have come from him but from Pride Toronto. States this current Board does not get settler colonialism.
- The KPMG report is flawed in not addressing the unethical treatment of Indigenous groups.
- KPMG will not look at city or provincial grants. Tom Hooper has now asked for access to all grants.
- Harm continues to be caused by this organization. Need to hear from others about their pain.
- Wants to vote to remove non-disclosure to hold everyone accountable and access to all information.

Q&A

David Lewis

- We are wasting this space and time. The Board and ED have reached out.
- Disappointed that this forum is being used for this again. Aware that ED had reached out to Tom, but Tom did not respond. This time wasted is unfortunate.

Gary Kinsman

- Was one of the members of the Lesbian and Gay Pride committee in 1981 when they held the Pride festival, marched and celebrated the Stonewall riots. We were not incorporated then. There were no non-disclosure agreements - where do they come from?
- Need to get rid of these non-disclosure agreements - need to be transparent, etc.
- It comes from Pride Toronto becoming a corporation and replicating forms of organization within it that are quite undemocratic, and are based on how

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	<p>corporations are formed with Board of directors, passive memberships, and a staff that drives the organization, far more than the membership.</p> <ul style="list-style-type: none">• The reason non-disclosure agreements are used is to impose on people and on the Board certain restrictions of the corporation and to make them responsible not to the community, not accountable to the community, but to be accountable to the corporation itself. We need to get back to the 1980's when we could undertake more things.• Confused as to why we are now doing Tom's motion when done at the beginning of the meeting. The formulation of the motion was not to add to agenda but to do the actual vote. <p>AGM Chair Grant Gonzales</p> <ul style="list-style-type: none">• The vote was added to the agenda, there was no notice provided to the members with respect to this item, so the first step is to add it to the agenda, which that is the motion that was passed. Now we are going to discuss it and then we will vote on the actual motion after we conclude with hands raised. <p>Robert Hampsey</p> <ul style="list-style-type: none">• Are there any women who want to speak? (wants the meeting to be equitable)• This forum is for these issues. Sad that non-disclosures need to be done too, not transparent. Seeing that referenced as an excuse, costs much harm. How dare you use that as an excuse.• Timing does not make sense. It is the tip of the iceberg, if people choose not to speak out.• Overly concerned that the truth needs to come out. Lift ban if nothing comes. Truth will set you free.	
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	<p>Ian Royer</p> <ul style="list-style-type: none">● I understand the necessity for transparency - I would propose to table this issue for a Special General Meeting - rather than using an AGM. This will give proper time to discuss - refers to Section 13 Pt 1B in by-laws <p>AGM Chair Grant Gonzales</p> <ul style="list-style-type: none">● Defines a special general meeting purpose● Board and ED is committed to host within 60 days of KPMG report being out● Membership or board can call for a Special General Meeting <p>Point of Order Robert Hampsey</p> <ul style="list-style-type: none">● Motion has been called - this supersedes the questions. Thought there was a motion and others started asking questions. We need to be addressing the motion.● We are in the middle of a vote, so I am not sure why people are speaking about doing other options. We are supposed to be speaking to the motion.● Grant, that was out of order as the chair. You should be limiting it to the discussion of the motion on the floor right now.● Asking we adhere to the rules and when there is a vote, which is the business on hand, and we do not proceed. That also makes sure we get everything done. <p>AGM Chair Grant Gonzales</p> <ul style="list-style-type: none">● Currently not at a vote yet, at Q&A portion. Have not asked for a mover or seconder yet.● Trying to give members time to engage. <p>AGM Chair Grant Gonzales</p> <ul style="list-style-type: none">● Calls for the motion to vote	
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	<ul style="list-style-type: none"> Vote delayed due to point of order called by Noah Adams 	
<p>4. By-Law No. 1 Amendments I. <u>Special Resolution: Number of Board Directors</u> ii. <u>Pride Toronto By-Law No. 1 - For approval</u></p> <ul style="list-style-type: none"> <u>Her Campbell Memo - Proposed Changes to By-Law No. 1</u> (continued) 	<p>Noah Adams</p> <ul style="list-style-type: none"> Point of Order <ul style="list-style-type: none"> But having sound difficulties. Wants to give his Point of Order to Gary Kinsman. <p>AGM Chair Grant Gonzales</p> <ul style="list-style-type: none"> Not able to relay point of orders. States we will be proceeding with voting on Motion #6 while Noah and GetQuorum fix the technical issue Noah is facing. <p>AGM Chair Grant Gonzales</p> <ul style="list-style-type: none"> Proceed with voting on Motion#6 <ul style="list-style-type: none"> May it be resolved that all confidentiality agreements from any former board members or staff are entirely and indefinitely be waived regarding this matter to grant funding or Police. (Motion#6). <p>Noah Adams</p> <ul style="list-style-type: none"> Asks for phone number to call in. <p>Getquorum Olivia Dutka</p> <ul style="list-style-type: none"> Provides this in the chat. <p>Elder Blu Waters</p> <ul style="list-style-type: none"> No meeting ID exists for Noah to call in. <p>Getquorum Olivia Dutka</p> <ul style="list-style-type: none"> Will have tech support to try and work out issue. 	<p>Motion#6: May it be resolved that all confidentiality agreements from any former board members or staff are entirely and indefinitely waived regarding this matter to grant funding or Police Mover: Marc Fadel Second: Glenn Knight Results: 69 yes, 37 no, 2 abstain Motion: Approved</p>
<p>4. By-Law No. 1 Amendments I. <u>Special Resolution: Number of Board Directors</u></p>	<p>AGM Chair Grant Gonzales</p> <ul style="list-style-type: none"> The following two motions require 2/3 of membership in favour for approval 	

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<p>li. <u>Pride Toronto By-Law No. 1 - For approval</u></p> <ul style="list-style-type: none"> • <u>Iler Campbell Memo - Proposed Changes to By-Law No. 1</u> <p>(continued)</p>	<p>I. Special Resolution: Number of Board Directors</p> <ul style="list-style-type: none"> • We will host a meeting within 60 days of the report being released from KPMG. We can make this a secondary motion. • This will be an open discussion about the KPMG report, Tom Hooper report at a Special General Meeting. • KPMG report is expected soon, so in 60 days or less will bring meeting to March / Early April. <ul style="list-style-type: none"> o Vote on having a Special Meeting (Motion#7) <p>AGM Chair Grant Gonzales</p> <ul style="list-style-type: none"> • Noah still having technical issues so tells Noah to relay issue to Gary. Gary can call point of order. <p>AGM Chair Grant Gonzales</p> <p>li. <u>Pride Toronto By-Law No. 1 - For approval</u></p> <ul style="list-style-type: none"> • <u>Iler Campbell Memo - Proposed Changes to By-Law No. 1</u> <ul style="list-style-type: none"> o While waiting for Noah Adams, Grant presented a by-law amendment. o Outlining that Pride Toronto is transitioning to Ontario Not for Profit Corporations Act. o Explains that there are not many new elements with the new by-laws. 	
<p>4. <u>By-Law No. 1 Amendments</u></p> <p>I. <u>Special Resolution: Number of Board Directors</u></p> <p>li. <u>Pride Toronto By-Law No. 1 - For approval</u></p> <ul style="list-style-type: none"> • <u>Iler Campbell Memo - Proposed Changes to By-Law No. 1</u> <p>(continued)</p>	<p>Gary Kinsman</p> <ul style="list-style-type: none"> • Point of Order <ul style="list-style-type: none"> o A number of people are stating meeting is inaccessible. This is a major problem as layers of members cannot participate. This meeting is too technically driven. Violates one of the core principles of Pride Toronto. So that is the point of order. 	

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- o That is a major problem because what this means is a whole layer of the membership of Pride Toronto is not able to participate in the meeting on the same level as other people. Captions are not working. Cannot hear people. Pride Toronto is breaching Accessibility act requirements.

AGM Chair Grant Gonzales

- Thank you for that point of order. It is not procedural, but it is a key point.
- We are using the Zoom platform through getquorum. It is a common platform. It is challenging. It is not perfect. We are trying to adapt as best we can. We were hoping for an in-person AGM. Omicron stopped that.
- We will do our best to improve our accessibility. We know this is not perfect. Thank you for bringing this forward.
- Grant apologized; we will revisit. Using a similar platform from 2021. Used that experience to plan 2022. Feedback is so important, thank you. Will address future needs.

Noah Adams

- Point of Order
 - o Made several comments in chat about the meeting being one of the most inaccessible meetings ever been a part of. Covid cannot be an excuse.
 - o First of all, asked several times to lean into the mic. I cannot tell who is speaking.
 - o My accessibility devices do not work because they seemed to have turned off all the settings. People are coming in and out depending on

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	<p>connection. The captions are barely working.</p> <ul style="list-style-type: none">o Here to just vote and can barely make out what we are trying to vote on. I think at this point you are almost breaching your obligations under the accessibility act. Do you understand how serious that is? <p>AGM Chair Grant Gonzales</p> <ul style="list-style-type: none">● Absolutely. Sorry, I will let you finish. I cannot speak to some of the technical details because I do not know what the issues are with respect to captioning.● Trying to speak as loud as I can. I have my own technology that I am using. The mic is right in front of me. I hear you clearly. I know folks have been having issues hearing me.● Points taken on the other points around accessibility. It is something we will need to revisit.● Feedback is so important and your feedback, Noah, is so important.● Been told folks are having issues reading. If you turn on the live transcript, as we are having a live note taker, and in addition to live transcript, we will also make it accessible by putting the motion in the chat, so everyone is clear on what we are voting for. I think those two items might help. <p>Getquorum Olivia Dutka</p> <ul style="list-style-type: none">● I want to mention something.● I do believe this is being live streamed on youtube, so if there are issues with the Zoom platform, maybe we can share that link so everyone can join in there as well. It might be an option <p>Elder Blu Waters</p>	
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	<ul style="list-style-type: none"> ● Reviewing chat, some are saying they are great, some are saying that this meeting is not accessible. Can we clarify where we are, and what we are in process of? ● We are at 8:22 right now, and I hope people are willing to stay on longer because many points of orders have been introduced, and we need to address all these issues. ● If we could keep moving and at least hear what people are saying and try to get through as many as we can, we can have that forward momentum. Not to disrespect anyone who is having issues with technology, but if we can get this back on point to see where we are at and which direction we are going. <p>AGM Chair Grant Gonzales</p> <ul style="list-style-type: none"> ● Outlined where the meeting was and how it was progressing. ● Meeting still needs to address By-laws amendments, ED report, Co-chairs report, Audited Financial Statements, and Board Elections. 	
<p>4. By-Law No. 1 Amendments I. <u>Special Resolution: Number of Board Directors</u> II. <u>Pride Toronto By-Law No. 1 - For approval</u> ● <u>Iler Campbell Memo - Proposed Changes to By-Law No. 1</u> (continued)</p> <p>Please ask grant to clarify this info..</p>	<p>AGM Chair Grant Gonzales</p> <p>I. Special Resolution: Number of Board Directors</p> <ul style="list-style-type: none"> ● This was voted on years ago but articles with amendments were never completed. ● We are to go from 5 to 12 members. ● If this does not pass, we cannot do Board Elections tonight. Would be missing empowering strong community members to be leaders. <p>AGM Chair Grant Gonzales</p> <p>II. Pride Toronto By-Law No. 1 - For approval</p> <ul style="list-style-type: none"> ● ONCA does not have many changes needed to our current by-laws. Key amendments: <ul style="list-style-type: none"> ○ Consolidate the act into us by laws. ○ Future Pride offices must have 	

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	<p>gender neutral washrooms, be equipped with fire alarms with visual indicators, not just auditory.</p> <ul style="list-style-type: none">o Staff must work with event hosts who take all possible action to provide gender neutral facilities at our events or affiliated events.o Individuals elected or appointed to fill a midterm vacancy serve for the remainder of the unexpired term of their predecessor.o This is a requirement of the act, not something different that we are trying to propose.o Pride Toronto may only employ former board directors at least six months after the end of their term, just to ensure we are avoiding conflicts of interest or putting staff in an awkward position.o At the succession of the Board, the same person may hold the role of treasurer and secretary. It is just a role change if the Board wishes to merge these positions, it is not necessarily mandatory and it just gives us that ability if the Board wishes to do so.o Disciplinary process for members for issues of cause. <p>Q&A Tyler Johnson</p> <ul style="list-style-type: none">● Clarifying composition of Board - will we be going down to five members of Board. Who decides how many board members? <p>AGM Chair Grant Gonzales</p> <ul style="list-style-type: none">● The Members' Special Resolution would allow the Board to determine that number. We can choose between 5-12 if motion passes. Law is three members. The range is historical.	
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- I cannot speak to the rationale of why we have 5 to 12, but I do know that the intent of this Board since I have joined is to maximize the positions to give as many leadership positions to as many diverse members of our community as possible to make sure we have representation from all corners of our community.
- If candidates were elected, we would have twelve for 2022-2023. By-laws say seven currently.

Anu Radha Verna

- There is so much in here that it is actually difficult to understand and have the discussions needed.
- In the Clarification point J. There are many things that are not required in by-law.
 - These state that if you have a criminal record folks will not be able to be part of the Board of Pride.
 - Asked question about why Pride Toronto is ok with excluding former incarcerated community members where Black and Indigenous folks make up a considerable amount.

AGM Chair Grant Gonzales

- If bylaws conflict with act, the act takes precedence of bylaws
- Bondable - means bankruptcy as the ONCA requires not a criminal record. Need to observe this due to legislation requirements.

Jason Yarez

- Are we voting all these in as one package? If so, then we need to break them up into separate vote.

AGM Chair Grant Gonzales

- Will be separate votes. Special resolution

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	<p>than by-laws amendment.</p> <p>Jason Yarez</p> <ul style="list-style-type: none">● Point of Order<ul style="list-style-type: none">○ Bondable absolutely means you cannot have a criminal record. So, it is not for just financial matters. <p>AGM Chair Grant Gonzales</p> <ul style="list-style-type: none">● That was not the intent of including that. It was related to bankruptcy.● Entertain a motion to pass by-law No. 1, striking "be bondable." <p>Robert Chevalier</p> <ul style="list-style-type: none">● Point of order<ul style="list-style-type: none">○ The member had asked a question that an incorrect answer was given to and also suggested that we divide, we separate.○ That was the initial statement and then called closure. This vote is incorrect and should not proceed. <p>AGM Chair Grant Gonzales</p> <ul style="list-style-type: none">● Pauses the vote and referred it back to Jason Yarez.● Thought the question was, are we voting on both at the same time.● Answer was we are not voting on both at the same time.● We are voting on the special resolution first and then the by-laws. <p>Jason Yarez</p> <ul style="list-style-type: none">● Wanted to test the desire of the membership to split it into separate votes.● Asked to see motions again. <p>AGM Chair Grant Gonzales</p> <ul style="list-style-type: none">● Presents that there are two motions, asked for clarification as to what is being	
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	<p>split up, as already planned to do two separate votes.</p> <ul style="list-style-type: none"> ● First motion: <ul style="list-style-type: none"> ○ Is to approve Members special resolution with respect to the numerical composition of the board ○ Ensure board can be composed of 5-12 members. ● Second motion: <ul style="list-style-type: none"> ○ Approve the by-law No. 1, as amended, with the amendment to strike "be bondable" from the eligibility requirements of Pride Toronto's further Board of directors. ○ We need to comply with the Ontario Not-for-Profit Corporations Act. Motion needs to be $\frac{2}{3}$ of membership. For the following motions: ● Vote to amend by-laws with two thirds voting in favour, the motion passes. <p>Getquorum Olivia Dutka</p> <ul style="list-style-type: none"> ● Asks for clarification on vote - Just to be clear, Grant, which was the motion to strike the words "be bondable." <p>AGM Chair Grant Gonzales</p> <ul style="list-style-type: none"> ● I apologize. Yes, it was to strike "be bondable" from by-law No. 1. Then we will move to the vote on by-law No. 1, as amended. ● Apologies for that confusion. Because it was in between, will entertain the point of order to explain the special resolution again, as the motion was to reopen the vote. 	
<p>4. By-Law No. 1 Amendments I. <u>Special Resolution: Number of Board Directors</u> li. <u>Pride Toronto By-Law</u></p>	<p>AGM Chair Grant Gonzales</p> <ul style="list-style-type: none"> ● The first motion to approve the Members' Special Resolution with respect to the numerical composition of the Board of directors 	<p>Motion#7: To approve the Members' Special Resolution with respect to the numerical</p>

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<p><u>No. 1 - For approval</u></p> <ul style="list-style-type: none"> • <u>Iler Campbell Memo - Proposed Changes to By-Law No. 1</u> <p>(continued)</p>	<ul style="list-style-type: none"> • If passed, the Board can revise our articles to reflect what is already in our by-laws, that the Board is composed of 5 to 12 board members. (Motion#8) <p>AGM Chair Grant Gonzales</p> <ul style="list-style-type: none"> • Vote on Special Resolution fails. <ul style="list-style-type: none"> o Did not get $\frac{2}{3}$ of membership. We cannot proceed with elections tonight. We will revisit this, as I know we have four strong candidates from the community who -- sorry, I am a little bit at a loss for words but taking space away from -- it is just -- sorry. o We have Moka, Courage, D-Lishus and Elizabeth who would have brought a lot to the Board. Grant is disappointed that we are taking space away from women on the Board, but that is the view of the membership. o Will revisit that at a different meeting. 	<p>composition of the Board of Directors. (Need $\frac{2}{3}$ of votes)</p> <p>Mover: Second: Results: 62 yes, 41 no 4 abstain Motion: Failed</p>
<p>4. By-Law No. 1 Amendments</p> <p>I. <u>Special Resolution: Number of Board Directors</u></p> <p>ii. <u>Pride Toronto By-Law No. 1 - For approval</u></p> <ul style="list-style-type: none"> • <u>Iler Campbell Memo - Proposed Changes to By-Law No. 1</u> <p>(continued)</p>	<p>AGM Chair Grant Gonzales</p> <ul style="list-style-type: none"> • Vote on motion to remove the word Bondable from bylaw #1. 	<p>Motion#8 - Added by Anu Verma: Do you approve to strike the word bondable from by-law #1 (need $\frac{2}{3}$ of votes)?</p> <p>Mover: Nadine Wiltshire Second: Ray Carino Results: 68 yes, 18 no, 6 abstain Motion: Approved</p>
<p>4. By-Law No. 1 Amendments</p> <p>I. <u>Special Resolution: Number of Board Directors</u></p> <p>ii. <u>Pride Toronto By-Law No. 1 - For approval</u></p>	<p>Samantha Fraser</p> <ul style="list-style-type: none"> • Point of Order <ul style="list-style-type: none"> o Please reopen vote and explain special resolution to people. o Confusion in the chat about what happened. 	<p>Motion#9: Reopen voting of special resolution (need $\frac{2}{3}$ of votes)</p> <p>Mover: James Dubro Second: Lee Patience</p>

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<ul style="list-style-type: none">• <u>Iler Campbell Memo - Proposed Changes to By-Law No. 1</u> (continued)	<p>AGM Chair Grant Gonzales</p> <ul style="list-style-type: none">• Reviews Special Resolution again<ul style="list-style-type: none">o Pride Toronto files articles with government.o One of articles requires us to indicate number of board members.o We need to vote to change the article to say board composition can be between 5 to 12 members.o Articles currently say we can't have more than 7.o There is currently 8 board members if not approved we would need one to step down to be at 7. <p>AGM Chair Grant Gonzales</p> <ul style="list-style-type: none">• Motion to reopen voting of special resolution<ul style="list-style-type: none">o Needs 2/3 of members. <p>Member from the floor</p> <ul style="list-style-type: none">• Point of order<ul style="list-style-type: none">o Related to the bondable amendments <p>AGM Chair Grant Gonzales</p> <ul style="list-style-type: none">• This has already been resolved. <p>Kami Chisholm</p> <ul style="list-style-type: none">• Point of order<ul style="list-style-type: none">o They are confused about what the membership voted on and asked for clarification on what we have voted on. <p>Elder Blu Waters</p> <ul style="list-style-type: none">• Asking for clarification that current by-laws state that the current board composition says 5-7. <p>AGM Chair Grant Gonzales</p>	<p>Results: 69 yes, 24 no, 2 abstain Motion: Approved</p> <p>Motion#10 (revote on Special Resolution): Are you in favour of the motion to approve the Members' Special Resolution with respect to the numerical composition of the Board of Directors? Mover: Nadine Wiltshire Second: John Ray Results: 71 yes, 28 no, 4 abstain Motion: Approved</p>
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	<ul style="list-style-type: none"> • No, our articles say 5-7 even though by-laws say 5-12 to bring both in alignment and is efficient. • By-laws say one thing, articles say another. • We want articles to match by-laws making official with government. <p>Elder Blu Waters</p> <ul style="list-style-type: none"> • Currently, you have 8 board members, but your article speaks to only having 5 to 7. • So, in the current form that it sits, one board member will have to step down because of your article stating that only 5 to 7 members will be present. • The previous call was to make your by-law be from 5 to 12, which was approved previously. • However, the article was not changed. <p>AGM Chair Grant Gonzales</p> <ul style="list-style-type: none"> • Correct. <p>Elder Blu Waters</p> <ul style="list-style-type: none"> • What we are voting on, then, is to make a special change to the amendment to reflect the same as the by law of 5 to 12 members. Is that correct? <p>AGM Chair Grant Gonzales</p> <ul style="list-style-type: none"> • We are going vote on if we will reopen the special resolution. This requires $\frac{2}{3}$ majority vote • Second step is to vote on the actual special resolution. • Proceeds with voting for both motions <p>AGM Chair Grant Gonzales</p> <ul style="list-style-type: none"> • Acknowledges the time; we are doing our best but may need to extend the meeting. 	
4. By-Law No. 1	Treasurer Ande Clumpus	Motion #11:

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<p>Amendments I. <u>Special Resolution: Number of Board Directors</u> II. <u>Pride Toronto By-Law No. 1 - For approval</u> • <u>Iler Campbell Memo - Proposed Changes to By-Law No. 1</u> (continued)</p>	<ul style="list-style-type: none"> We need to vote on by-laws still. <p>AGM Chair Grant Gonzales</p> <ul style="list-style-type: none"> Brings motion to the floor to approve amended by-law no 1. <p>AGM Chair Grant Gonzales</p> <ul style="list-style-type: none"> Acknowledges the time; we are doing our best but may need to extend the meeting. Time to move on to ED / Co Chair annual reports. 	<p>Approve amended By-Law No. 1 as approved from membership, (need 2/3 of votes) Mover: Lisa McNeil Second: Nadine Wiltshire Results: 63 yes, 27 no 4 abstain Motion: Approved</p>
<p>5. Presentation of the <u>Annual Report</u>, and Joint Report from the Executive Director and Co-Chairs</p>	<p>Presenters: Executive Director Sherwin Modeste, AGM Chair Grant Gonzales, Board Co-chair Yuri Hernandez</p> <p>Executive Director Sherwin Modeste Presentation of the Annual Report</p> <ul style="list-style-type: none"> Thank you everyone. It has been a pleasure to serve and continue to serve. Pride Toronto means a lot, as does the community and being a member brings me immense joy. Everything I was to present will be part of the Annual General report. Rather than going over the report will allow for Q&A. <p>AGM Chair Grant Gonzales</p> <ul style="list-style-type: none"> Prior to Q&A - will do Joint Report. <p>Board Co-Chairs Grant Gonzales & Yuri Hernandez Presentation of the Joint Report.</p> <ul style="list-style-type: none"> Been a rewarding and challenging time. Joined in 2020. Board chairs in 2021. Shouldering a lot of work, lots of policies to write only had 4-5 policies now have 50+ policies that supports finance, governance, HR. We hear about the three government reports. 	<p>Motion#12: Approve a motion to extend the AGM by 1 hour (10:30pm EST) Mover: Don Collymore Second: Susan Gapka Results: 64 yes, 34 no, 2 abstain Motion: Approved</p>

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	<ul style="list-style-type: none"> ● We had launched our investigation back in October before this recent report. ● We were working to find the underlying cause of these issues because we were not sure we knew the full scope, even with Tom's report. ● We do not know what we do not know so looking forward to getting a report and fixing the issues. ● We are committed to holding a general meeting and our preliminary plan to address the report headfirst to make sure issues do not happen again. ● We do not want to harm marginalized groups. ● We want to be good partners. ● We want to act in good faith. ● We commit to bring this forward back to membership in awareness of transparency. ● There are other things we want to acknowledge but this really needs to be addressed. <p>Executive Director Sherwin Modeste</p> <ul style="list-style-type: none"> ● Apologizes to staff who are having to work in this Covid exposure and deliver both in-person / virtual events. ● Thank you to all staff who made 2021 a success. <p>AGM Chair Grant Gonzales</p> <ul style="list-style-type: none"> ● We are approaching 9:30 pm. We need a motion to extend the meeting by one hour to 10:30 pm. ● We will do two more questions then present audited statements. 	
<p>5. Presentation of the <u>Annual Report</u>, and Joint Report from the Executive Director and Co-Chairs (continued)</p>	<p>Q&A. Javier Davila</p> <ul style="list-style-type: none"> ● This is about the annual report. At a June 15th board meeting Pride Toronto discusses training police recruits and 	

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<p>Please ask sherwin to</p>	<p>collaborating with the Police on harm reduction.</p> <ul style="list-style-type: none">● There was concern brought up by at least one board member that this is in violation of the board membership, which voted both in 2017 and 2019 to neither invite Toronto police to Pride or have any relationship with them.● It looks as if this training is framed within a strategy of harm reduction and moving towards community safety. Of course, we know the Police are exactly the opposite of harm reduction, which is why the Board voted against for their inclusion.● So, I am just curious about how the Board decided to go ahead with this, inconsistent with the membership wanting no contact, no relationship with Toronto police, and how this is inconsistent with principles of harm reduction. I am curious how and where this is funded. <p>AGM Chair Grant Gonzales</p> <ul style="list-style-type: none">● At no time, past, present, or future are we going to be welcoming Police to the parade or street fair as participants.● Clarifying that with respect to harm reduction - City of Toronto permit requires Police on festival footprint.● Conversation at board meetings was around training policy to reduce their intervention to allow community lead responses, what that would look like, step down, and let community respond. <p>Executive Director Sherwin Modeste</p> <ul style="list-style-type: none">● City of Toronto by-laws require police presence.● Sherwin was involved in 2016 vote, that commitment stands today.● However, as ED, I have heard from community, harm reduction agencies	
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clarify his remarks	<p>that we create a space for a call to be made, rather than a police officer can a harm reduction team go.</p> <ul style="list-style-type: none">• The intent is to reduce interaction - if minutes from June say otherwise then we will apologize. <p>Kylie Brooks</p> <ul style="list-style-type: none">• I will try to be brief.• About the police training in Toronto with what is happening right now I do not believe we should be interacting with Police.• I am very much against any interaction with TPS (Toronto Police Services).• To offer support to them is offering support, and I do not think that they are going to be helpful to us whatsoever. <p>Executive Director Sherwin Modeste</p> <ul style="list-style-type: none">• We do not have a choice but to have Police due to city requirements pertaining to permits.• As one of the major festivals in the City of Toronto, the tables that we sit on to get all our permits, okay, they must be approved by the fire department, waste management, traffic, TTC, Police.• All these departments sit at the table, and we then put our proposal to them.• It is unfortunate that we must, and therefore, again, the entire process is being proactive rather than reactive to making sure that the interactions are less of what it used to be and again, really taking it from harm reduction.• So, this is by no means again, and I stress any intent to invite Police back into the festival.• This was a decision that was made by the membership and will only be reopened if the membership decides to do that.	
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	<ul style="list-style-type: none">As ED I am tasked with running the festival.	
5. Presentation of the <u>Annual Report</u> , and Joint Report from the Executive Director and Co-Chairs (continued)	<p>Q&A</p> <p>Jamie Magnusson</p> <ul style="list-style-type: none">Addressing the question of Harm Reduction as someone doing that work for years.Not happy with the clarification. I was really happy to have the minutes clarified.That is a good clarification, but I do not think it solves the issue from the point of view that this is a serious contradiction in any kind of association in harm reduction with policing and the fact that harm reduction is collaborating with criminalized folks.Major point of contradiction at Pride Toronto is in the process of training new recruits around being less harmful to community members.There are a number of agencies that serve our communities.My question is how you propose to resolve that contradiction that Pride Toronto has positioned itself so that it is now training Police. <p>AGM Chair Grant Gonzales</p> <ul style="list-style-type: none">Feel like we are misusing the word harm reduction - it is not that we are providing harm reduction training.It's letting Police know how to reduce their intervention so we can prioritize responses that the community agencies you referenced provide the work and be prioritized over the Police.The conversation is to let those agencies do the work and avoid having Police respond every time that what might otherwise constitute a police response.This what we meant by harm reduction.	

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	<ul style="list-style-type: none">● It is around prioritizing and then partnering with those community agencies to deliver harm reduction and avoid Police having to do that work. <p>Jamie Magnusson</p> <ul style="list-style-type: none">● The fundamental contradiction that Pride Toronto is training new police recruits.● That is not Pride Toronto's job, according to several votes within the membership over the past years.● So that is the fundamental contradiction that remains. <p>Executive Director Sherwin Modeste</p> <ul style="list-style-type: none">● We are working with a diverse group of organizations to reduce harm reduction on festival footprint - it is one of our pillars.● We are looking at police presence at the festival - because of the way the festival is structured we must follow by-laws to get permits.● We want Police presence to reduce so we can use a harm reduction approach that is less police involvement.● And what we are working towards is reducing the interaction by saying to them, you know, we are going to be working with agencies like Breakaway, like Sherbourne health, to ensure that the harm reduction approach that is taken is one that is community driven.● So, if someone has an overdose, we do not need Police to respond to that. This is where our harm reduction team will come in.● We will work with security firms. Harm reduction team will be very visible for easy access to get to the issue. <p>AGM Chair Grant Gonzales</p>	
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	<ul style="list-style-type: none"> Clarifies it is not Pride Toronto by-law it is the City of Toronto by-law by which we must abide for Police presence at festivals. <p>Jamie Magnusson</p> <ul style="list-style-type: none"> I just want to make one more point before I leave, I was all with you when you said I'm talking with this organization, this harm reduction organization, but I'm not with you when you talk about training police recruits. That's not a conversation we should be having. 	
<p>5. Presentation of the <u>Annual Report</u>, and Joint Report from the Executive Director and Co-Chairs (continued)</p>	<p>AGM Chair Grant Gonzales</p> <ul style="list-style-type: none"> We are going to take a 5-minute break and return with presentation of Audited Annual Financial Statements, Appointment of Auditors, and board member elections. <p>5-minute break.</p>	
<p>6. Presentation of <u>Audited Annual Financial Statements</u> and Appointment of Auditor</p>	<p>Presenter: Treasurer Ande Clumpus and Auditors Hogg, Shain & Scheck Professional Corporation</p> <p>Treasurer Ande Clumpus</p> <ul style="list-style-type: none"> Created a presentation for financial statements and expenses but will let Auditors present expenses and revenues. Mainly want to talk about going forward and brief explanation of our grants. Will take Q&A after Audit. Net assets of 1.3 million, using funds to book artists for 2022, pay vendors, prepare for Pride 2022. Been able to solidify artist announcements in November (never done before). Engage in contracts with vendors to build relationships. In the long term, for the last two years, because we had a digital 	

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	<p>festival, we built in a lot of contingencies which were not turned out to be needed.</p> <ul style="list-style-type: none">● Net revenues were higher than expected. We are going to have smaller net revenues but ultimately our goal is to build up a reserve fund so ensure Pride can withstand volatility.● Everyone knows our fortunes can turn quickly and if we do not have a reserve fund, it puts us in a really bad position. It means we cannot put on a festival and if we need money, sometimes we are compromising our values.● We want a reserve fund that is about 50% of our operating budget to ensure if there are problems, we can manage them. So that is our plan going forward.● Announced that this is his last meeting as his term ends.● In 2018, Pride applied for and received grants from Heritage Canada, two grants from Public Safety Canada, one grant. Pride had just posted a \$700,000 deficit. The money was needed.● In January 2019, Pride membership passed resolution calling for resignations for of all board members but one. I came on. It was me and one other board member.● In April 2019 we held a special general meeting and recruited a bunch of new board members.● For the remainder of 2019, I will admit, we had limited oversight of our grants. Part of it was just not knowing what was going on with our grants because we were a new board but a lot of it was us rebuilding Pride.● We are a volunteer board. <p>Gary Kinsman</p> <ul style="list-style-type: none">● Point of Order	
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	<ul style="list-style-type: none">o Is quite dismayed at the lack of discussion of the annual report and the confusion that the Executive Director Sherwin created.o There is a major distinction to be made between -- this is my point of order -- between the need for Pride Toronto to have permits with the Police for the parade and the festival and the decision of the Pride board to do training for the Police and to collaborate with them around harm reduction.o There is no tie between having to apply for permits for the festival and the parade and having to do training with the police officers and having to do collaboration around harm reduction.o This is a violation of the members' decisions in 2017 and 2019, both in terms of the intent of that decision as well as the letter of that decision because it involves collaboration with the Police in the festival footprint during the festival time and the motion explicitly excluded from us working with the Police, Pride Toronto working with the Police within the festival area.o So, I really hope that people will take this seriously. If I had been able to vote on it, I would have voted the annual report down because of these confusions and because of the things it does not include. <p>AGM Chair Grant Gonzales</p> <ul style="list-style-type: none">● Clarify what Sherwin Modeste was saying.● Motion was clear, Sherwin was not talking about police participation.	
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- For the festival to continue there must be police presence. Their participation in the pride Parade.
- Participation in Parade and street fair are clear as per motions from 2019.
- If we host a festival, there will be Police as is mandated by the city.
- Pride Toronto and the Board and not bringing Police back to participate.
- So, I just want to be absolutely clear on the record, on video, this will be written and transcribed and put in the minutes: The Board is not reopening this debate.
- We are not reopening the motion for 2019.
- Compare festival to a protest for point of reference. Police presence is required.
- Clarify that because I just think we're suggesting the board is doing something that we're not doing.
- In fact, the board members we have recruited are only going to bolster the support of the membership's motion to exclude the police from the Pride Parade and the streetfair.
- We did our due diligence when interviewing board candidates, so I'm just not clear where folks think we're all of a sudden starting to invite them back, to be direct and clear. We are not doing that.
- Point heard about the harm reduction piece. Think that's an ongoing conversation we're going to have because, again, we've misused the term. I acknowledge that and we'll take that back.
- At no time have we or will we entertain inviting police back.
- That is a membership vote, and it is only up to the membership to vote it but we will not be proactive in doing that.
- We're talking about a board that are also made up of members of the community. I

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hope we can recognize that. Sherwin is a member of the community, and we in our roles have that shared responsibility to uphold the membership.

- Feel like a little bit of our own identity in serving in this leadership role is being erased by folks making assumptions about what we are doing.

Ian Royer

- Point of Order
 - We need some context as to accepting these financials and how critical it is to the solvency of Pride Toronto.
 - It is also necessary that we have two special meetings voted on before we leave: 1 on the grants and 1 on the police situation.
 - Suggestion is that we clarify what needs to happen with these financial statements so that we are legally soluble
 - Sense we need to accept these financial situations tonight, which is why meeting extended by half an hour.
 - Think it's important that there is a commitment from the people on this call to attend two special meetings, one on the situation with the grants and resolving that, and one on the situation with the police because those issues cannot be resolved in half an hour.
 - Think that there's some context that needs to be given on the financial the acceptance of the financial statements is very important to our organization at this juncture and that we vote tonight and commit as memberships, as members and the people that are interested in these

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hot topics to return to the board to structure productive conversation around the police issue and around the grants issue.

- o Think that needs to happen now, because we are going to keep going in circles around these three issues which are being conflated, and they are in fact separate things that need to be addressed and we only have half an hour to make sure that Pride Toronto as an entity is able to function until we can address those issues?

AGM Chair Grant Gonzales

- Board has already committed to having a special meeting about the grants.
- Will take back to ED and board the discussion about a second meeting about the police situation.
- Explain that in by-laws that a collection of 10% of membership to request a special meeting.
- Must follow by-laws.
- With respect to the audited financial statements, the vote is to receive the audited financial statements.
- In law, it is the responsibility of the Board to approve the Board of directors, and in law, it is the responsibility of the Board to present the audited financial statements.
- We thought it was important to do so, obviously, so we extended the time to do that.
- Even if the members were not to accept receiving the audited financial statements, they are still approved.

Edna Simmons

- Pride Toronto Must provide clear actions on what it is doing to address Anti-Black racism within the organization; Harm

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	<p>Reduction why was I lied to and told there was no longer Harm Reduction at Pride and pushed out?</p> <ul style="list-style-type: none">● Why was my knowledge stolen without compensation?● An in-depth investigation into the grant investigation by Tim Hooper.● We need answers on the Trainings on Harm Reduction since Pride is not a Training institution nor are they a Social Service Agency.● We are demanding an Equitable Action for Change for our marginalized communities. <p>Kami Chisholm</p> <ul style="list-style-type: none">● Point of Order<ul style="list-style-type: none">○ Same auditor for many years going back to 2016, in Tom Hooper report there is issues with misuse of funds, etc.,○ As someone who's worked with Hogg, Shain & Scheck Professional Corporation and has not found them to be this oblivious to what's going on.○ I'm wondering what kind of accountability Hogg, Shain & Scheck Professional Corporation has provided, if they're actually doing audits at this time, where they look at all the grants applied for, the budgets, the regulations, the timing and every single transaction is actually audited and approved.○ What kinds of changes to audited procedures have happened?○ Please give us an indication that you have taken this seriously and that auditor is actually providing accountability for this huge,	
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	<p>egregious lack of trust they have broken.</p> <p>AGM Chair Grant Gonzales</p> <ul style="list-style-type: none"> ● That is not a point of order but a question. ● Will pass it back to Treasurer Ande Clumpus to finish and the question will be answered by auditors later in the meeting. <p>Treasurer Ande Clumpus</p> <ul style="list-style-type: none"> ● My apologies earlier. I was really rushing. ● I am sorry if anybody could not follow me there. ● To sum it up, when we realized what happened, we tried to renegotiate the grant as best as we could. ● A lot of the money still went to the places it was still committed but we had hired KPMG to do a full review of things and we shared everything with them. ● We put the member who had produced the report in touch with them to share everything with them. ● We are trying to be as transparent as possible and ensure that we are conducting ourselves ethically, honestly, and transparently. ● Now there is stronger oversight from the treasurer and the Board. ● We have hired a staff member to oversee grant writing and administration and we have turned over processes to prevent these rash decisions from occurring again. ● As we know, when this organization has large deficits, it makes decisions it does not want to make. 	
<p>6. Presentation of <u>Audited Annual Financial Statements</u> and</p>	<p>Auditor Kevin Thomas</p> <ul style="list-style-type: none"> ● Presentation of Audited Financial Statements 	

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<p>Appointment of Auditor (continued)</p>	<ul style="list-style-type: none">o Again, as we were looking through the information and going over everything, we were able to conclude that based on the audit results that we had, the financial statements do fairly present, in all material respects, the results of operations.o So, we are again issuing an unqualified audit opinion that it does present fairly, in all material respects, the results of operations. There is no change from that in prior years.o The Independent Auditor Report outlines what we have as responsibility for management of the financial statements and what the responsibilities of the auditor are, so what we looked at and what work we did to come to our conclusion.o Going on to the statement of financial position, so this is the amounts as of July 31st, 2021. As you can see, what we are seeing is a substantial increase, about \$400,000 increase, in the current assets of the corporation.o A lot of that is there is an increase in cash and an increase in accounts receivable, which are sponsorships collected shortly after year end. We saw some improvement on that side.o On the other side with liabilities, we have seen a decrease in the current liabilities year over year, about \$200,000 reduction. That is the payables we had and paying off at the end of the year. Really what that resulted in is your working capital, your net assets of current assets over current liabilities moved significantly. It moved from \$750,000	
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	<p>last year up to \$1.4 million this year. It puts Pride in an outstanding position to move forward with future festivals.</p> <ul style="list-style-type: none">o Corresponding with that, we have unrestricted assets, giving a healthy surplus of \$1.3 million of net assets.o We saw a substantial decrease in the grant revenue, which was offset mostly by a decrease in sponsorship. More in-kind donations were given during the year as well as increase in government assistance, which are programs such as the Canada Emergency Wage Subsidy, the Canadian emergency grant subsidy and the Canada Emergency Business Account loan that were made available by the government during the year.o On the expense side, we have, again, a little bit of an increase, about \$100,000 increase year over year but a lot of that is made up by about a \$250,000 increase in in kind donations so services and products provided to the organization. There is an increase you see in both revenues and expenses.o Some of the major expenses such as salaries and benefits were relatively consistent year over year. Office administration was relatively consistent, and a number of the other expenses were down slightly. Really, Pride was able to generate a \$625,000 surplus down slightly from the year before but to put it in a healthy position to be able to operate better than before in net assets.o For the cash flow statement, it really just shows that, again, really the	
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	<p>cash provided by operating activities is the key one that shows the festival itself generated about \$250,000 in cash during the year that was held by the corporation. Really, that was the main source of the increase, cash balance as of July 31st, up from the \$550,000 from the year before.</p> <ul style="list-style-type: none">o With regards to the notes in the financial statements, they are relatively consistent with the prior years. We have the notes talking about the summary of accounting, so how everything is recorded in the books. You know, we are talking about what the different financial instruments are and the risks of the organization, which are fairly minimal for an organization this size. Discussing what those are similar to the last year.o Probably the biggest one as we move down, I wanted to draw attention to, is talking about the CEBA loan, the Canada Emergency Business Account loan. If it is repaid by the time of this statement, it was December 23rd, 2022, the government extended to 2023. If it is repaid by that date, the remaining \$20,000 will be former Board given to the organization.o The sponsorships in kind, again, we saw a substantial increase in that year over year. It was about another \$250,000, and that is really from organizations making donations in services and goods to Pride Toronto that were used throughout the year. These are the areas that were donated, some media promotion, special projects, office administration and volunteers.	
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	<ul style="list-style-type: none"> o For the grant revenue, we are down about \$500,000 over the year in grant revenue and most of that is coming from the fact that the Canadian Experiences Fund sort of ended in the last year so there was no corresponding amount in the previous year. Just quickly going through. It shows three main grants, Canadian Heritage, the Ministry of Public Safety and the big one from economic development from the City of Toronto. o Really outlines the amounts from the various programs available, so how much you got for the wage subsidy, how much for the rent subsidy and that amount and just what amount was still outstanding at year end. o That was what we had for the financial statements, just to go over them at an elevated level. 	
<p>6. Presentation of <u>Audited Annual Financial Statements</u> and Appointment of Auditor (continued)</p>	<p>Q&A Unknown – from chat platform Read by AGM Chair Grant Gonzales</p> <ul style="list-style-type: none"> ● Carrying on from the sentiment from the last question from the point of order around why did this audit not capture some of the issues raised around the grants? ● How can members have confidence in you, in the audited financial statements, when issues around those grants were not captured? <p>AGM Chair Grant Gonzales</p> <ul style="list-style-type: none"> ● I hope that accurately captures the sentiment of those questions. ● Perhaps, Kevin Thomas (Auditor) in doing so, can you please speak around what your scope is, any scope of an auditor and where the limitations are with 	

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respect to an auditor and what you or any auditor may or may not miss.

Auditor Kevin Thomas

- I mean, I guess with regards to that, when performing our audit, we do our audit based on a risk-based approach.
- We look at the risks to the organization through our understanding of the environment they operate in, the understanding of the specific entity itself and just the nature of the transactions.
- We design our audit approach to address those issues and be able to sort of drill down on those risky areas.
- One of the areas we do look at in detail is the grant revenue to say what we have been able to look at what the requirements of the funding are and how those have been met by the organization, including correspond that occurs after the fact with the funders themselves.
- As we look through that sort of information, we become comfortable that the information reported in the financial statements as a whole is in compliance with what the funders had intended or what had been agreed to at the time that the audit was completed.
- One of the key things to note as well is just by our professional standards, we cannot be knowingly associated with fraudulent or misleading financial statements. We have not come across anything to indicate that that is the case.

Keira Grant

- So, I am just sort of following up on the question that many of us are asking many the chat.
- I am hearing you say that, you know, the scope of your audit did not necessarily uncover some of the things that have

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	<p>been brought to the community's attention in Mr. Hooper's report.</p> <ul style="list-style-type: none">● But it sounds like Mr. Hooper is not himself an accountant or an auditor and stumbled across this information in the process of looking for something else entirely. I am not an accountant or an auditor myself.● I am very confused as to how a member of the public was able to figure out all this information about the funds, but somehow years of audits did not uncover any kind of issues. Like, I feel like I need an idiot's guide to that part. <p>Auditor Ed Scheck</p> <ul style="list-style-type: none">● I can say before we started the engagement, we were well aware of the correspondence from Mr. Hooper, Tom.● I think the question was earlier what audit procedures we have undertaken to expand our audit and what different procedures we have undertaken over the last, in particular, three years.● So, for the last three years, we have expanded the amount of audit evidence that we have looked at. We have gone through, so what Kevin just told you in layperson's terms is that we looked at the grants.● We looked at the information, the conditions of what the grants money was given. We saw correspondence that collaborated how the money was received, number one, and how it was spent.● Were there changes to how the money was originally received and the conditions, how it was originally set and how it was subsequently spent? The answer is yes that is what we saw. That is what we looked at.	
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	<ul style="list-style-type: none"> ● All I can say is we are independent. Our job or our responsibilities are to be unbiased, to look at all the information, all the information, make sure that it is reasonable in our minds and report on it. ● That is exactly what we have done this year, and that is what we did last year, and that is what we did the year before. <p>AGM Chair Grant Gonzales</p> <ul style="list-style-type: none"> ● Thank you, Ed Sheck (Auditor). ● A member has called a question. ● I will just re-emphasize this is not going to be the last opportunity to speak to, specifically the issues. ● I know a lot of members have raised, so we will have opportunity to specifically address that point of order. 	
<p>6. Presentation of <u>Audited Annual Financial Statements</u> and Appointment of Auditor (continued)</p>	<p>Tom Hooper</p> <ul style="list-style-type: none"> ● Point of Order <ul style="list-style-type: none"> ○ Feels this is happening way too fast during meeting. ○ Trying to close debate after two minutes. ○ My point of order is that we extend the time to debate on this question. Do not care if it takes us to 10:30 pm. ○ We deserve to get answers here and want to ask the questions that they have prepared. <p>AGM Chair Grant Gonzales</p> <ul style="list-style-type: none"> ● We can vote on it. ● It will not be possible to extend because we will not have an accessible meeting past 10:30 pm. ● That is why we have committed to holding a special general meeting and it can be three hours in length so we can have those fulsome questions raised by yourself, Tom, by all members of the 	

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community with the KPMG report handy as well.

- Not to say that you cannot also ask your questions that you have now then, but I am sure you will have more once the KPMG report comes.
- While procedurally we could vote on it, again, we will not have an accessible meeting at 10:30 pm, so it will not be possible to continue.
- Because we cannot have an accessible meeting, I am not going to hold that vote.
- Again, we are guided by Robert's Rules of Order, but I do not want to create an inaccessible meeting, so we are just going to move to vote on the two motions before us with respect to the audited financial statements.

Tom Hooper

- Point of Order
 - So I love that now suddenly, we have accessibility concerns.
 - We are not going to ram through this conversation on the financial reports.
 - Challenges the ruling of the chair and I want a vote to continue this Q&A of the auditors.
 - We deserve answers from these auditors, and I have a question I want to ask.

AGM Chair Grant Gonzales

- Asks Tom Hooper to entertain with drawing this motion and bringing it back forward so that the membership can have another opportunity to have more time dedicated to the audited financial statements as they are obviously in many ways related to the federal grants.
- That way, we can give the time necessary to have that discussion and Q&A.

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	<ul style="list-style-type: none">● We will not vote on these two motions tonight to receive the financial statements or to appoint the auditor and then to defer to the special general meeting in March or early April. <p>Tom Hooper</p> <ul style="list-style-type: none">● I am here to ask a question of the auditor.● Is the auditor prepared to take more than two questions from the membership tonight?● Did they actually think they were going to come here and not face any accountability for the fact that I sent Ed Scheck the documents claiming the fully executed contract with Kent Monkman on August 2nd?● He came back a month and a half later saying everything was fine.● Why is it you are bragging about two budget surpluses, yet Pride's operations are telling heritage we cannot afford to do our special audit, the requirements of this grant. They would not tell us where those funds went.● The director of operations said we cannot because we are in a budget crisis. Where is that budget crisis shown on these financial reports?● The director of operations said that Ed Scheck was going to charge \$10,000 to audit \$250,000 in revenue. That is absurd, and that was a requirement of the grant that this Board and this ED waived.● They asked heritage permission to not do that, claiming a budget crisis. Where is this budget crisis?● There are two surpluses you are bragging about.● So, I am sorry, I do not accept moving on and only taking two questions under all this stuff. That is not accessible. So, my motion stands?	
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	<p>Rob Chevalier</p> <ul style="list-style-type: none">● Point of Order<ul style="list-style-type: none">○ There was actually a challenge to the chair on the floor and then Grant started to make recommendations.○ That is completely not acceptable.○ When there is a challenge, it needs to be addressed. I do not want to manipulate things because that implies intent.○ I recognize everyone is doing their best, but you also must follow the process fairly and equitably. <p>AGM Chair Grant Gonzales</p> <ul style="list-style-type: none">● Trying to find ways to find a middle ground.● Hard stop at 10:30 pm.● The question was asked already, so I will pass it over to Kevin Thomas (Auditor) and then we can vote on extending but we cannot extend because we will not have interpretation after 10:30 pm.● So, I do not really know how to go from here.● I take advisement from the membership.● It is a hard stop of 10:30 pm, but go ahead, Kevin Thomas (Auditor). <p>Auditor Kevin Thomson</p> <ul style="list-style-type: none">● Asks for clarification on the question. <p>AGM Chair Grant Gonzales</p> <ul style="list-style-type: none">● For auditors – Question was around the grants, and documentation received.● How can any member trust your assessment after what Tom Hooper had forwarded to you last year. <p>Auditor Ed Scheck</p>	
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- I received the correspondence from Tom and did some audit work with respect to the claim he was making.
- We satisfied ourselves that there was nothing that would affect this audit report or our findings within the audit. So that would be number one.
- Number two, I have been sitting since 6:30 pm tonight waiting to explain the financial statements, so to indicate that I would have two quick questions and get away with something I think is not listening to what the Elder said at the beginning of the meeting.
- I have been here for four hours waiting to present the financial statements, so we continue to present the financials. We will be glad to answer any questions.
- It is unfortunate that the meeting has taken this long, but that is not within our power to do, so we will come back and answer all the questions we have to.

AGM Chair Grant Gonzales

- Going to put the question forward and then vote on extending meeting.
- Not sure how else to proceed.

Elder Blu Waters

- Question proposed. We granted that person the right to answer that question.
- The members have a right to ask the questions and the auditors should answer.
- The question has not been answered. Hoping that the question can be answered.

AGM Chair Grant Gonzales

- I do believe that the question has been answered.
- Ed Scheck answered Tom Hooper's question.

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	<ul style="list-style-type: none"> We have three minutes and will need to host another meeting. 	
<p>6. Presentation of <u>Audited Annual Financial Statements</u> and Appointment of Auditor (continued)</p>	<p>AGM Chair Grant Gonzales</p> <ul style="list-style-type: none"> Bring forward Audited Statements and appoint the auditors at the next special meeting. Will draw back the motions for approval of auditor statements and appointment of auditors. 	
<p>7. Election of New Board Members I. Overview of Recruitment Process ii. <u>Overview of Voting Method</u> iii. Candidates' Remarks and Q&A iv. Voting by Membership</p>	<p>Presenter: AGM Chair Grant Gonzales</p> <p>AGM Chair Grant Gonzales</p> <p>I. Overview of Recruitment Process</p> <ul style="list-style-type: none"> There was a Q&A session last week with respect to the Board. Statements are on the website. We are going to decide as co-chair to proceed on the vote as a motion to approve candidates. That's Moka, D-Lishus, Courage and Elizabeth. We will have three more motions. Motion on the floor to approve Board of directors recommended for election as Pride Toronto board members. <p>GetQuorum Olivia Dutka</p> <ul style="list-style-type: none"> Offers to do voting matters subsequently. This will save time. Will extend voting time to five minutes instead of two for each. <p>AGM Chair Grant Gonzales</p> <ul style="list-style-type: none"> Agrees this should happen. States do it in three minutes. <p>Jason Yarez</p> <ul style="list-style-type: none"> Point of Order 	<p>Motion#13 Added by Jason Yarez: Motion to adjourn Annual General Meeting Mover: Merlin Hargreaves Second: Glenn Knight Results: 50 yes, 28 no, 1 abstain Motion: Approved</p>

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	<ul style="list-style-type: none"> o My point of order is we are at our allocated time, there has not been a motion made to extend the time further, so there should be a motion of adjournment immediately. o I call the question on that. <p>AGM Chair Grant Gonzales</p> <ul style="list-style-type: none"> ● Let us have a motion to extend the time by five minutes and then we will do those motions consecutively. <p>Jason Yarez</p> <ul style="list-style-type: none"> ● I made a motion to adjourn. <p>AGM Chair Grant Gonzales</p> <ul style="list-style-type: none"> ● Motion to adjourn, means we will not have an opportunity for elections. ● Let us put that motion on and let us see if that passes. ● If it does not pass, request to GetQuorum to prepare the other motions? <p>Getquorum Olivia Dutka</p> <ul style="list-style-type: none"> ● Asks for a mover and seconder. <p>Elder Blu Waters</p> <ul style="list-style-type: none"> ● When we finish this motion, if it passes to adjourn, can we please stay on for a moment so we can close this meeting as it was opened by myself in a good way. ● Protocols from an Indigenous perspective when a meeting is called and an opening and invocation of those ancestors to come in, we have to close the meeting in that way. ● So, if you can at all possible, please stay for a few moments when we close the meeting off. Thank you. 	
8. Adjournment	<p>Presenter: AGM Chair Grant Gonzales</p> <ul style="list-style-type: none"> ● Thank you. Meeting is adjourned. I will pass it over to Elder Blu Waters. 	

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	<p>Elder Blu Waters</p> <ul style="list-style-type: none">• I want to thank everyone who has stayed here for this long meeting.• To have your voices at the table is important to each person, and I do appreciate your time and ask that those ancestors go back to where they stay at this time so that when we need them again, they can come and help us do this work in the best way possible.• I wish each of you have a good rest tonight and that these issues you brought forward will be addressed again at another meeting so you feel your voices are heard and answers are given to you.• Remember that each of you is a beautiful gift from the creator to come and sit together so we can share our knowledges and do this work in the best way, which is in the understanding that we care about our communities, we care about everyone's well-being and that we can meet again to carry on with this work to take care of our communities.• To that I say meegwetch. Thank you for being here and thank you for allowing me to sit on this meeting. Thank you. <p>End Time: 10:37 pm EST</p>	
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DISCLAIMER The above minutes should be used as a summary of the motions passed and issues discussed at the meeting of the members of the Board of PRIDE TORONTO. This document shall not be considered to be a verbatim copy of every word spoken at the meeting.

Director

Director

Date

Date