

# Pride Toronto Special General Meeting: Appointment of Auditors

Thursday, September 8, 2022, 6:00 pm - 8:00 pm EST

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

<b>Meeting Called By</b>	Board of Directors
<b>Type of Meeting</b>	Special General Meeting
<b>Notetakers</b>	Katherina Symes and Lee Hamilton
<b>Attendees</b>	Membership and Board of Directors, Auditors - Adam Scherer & Chandor Gauthier, Amanda Bustard (Get Quorum), Angela Janssen (Captioner)
<b>ASL Interpreters</b>	Alex Skrzyniak & Cynthia Carruthers & Jessica Kingsbury

Agenda Item	Notes	Motions/Action Items
1.Virtual Doors Open	Presenter: SGM Chair leZlie lee kam  <b>Start time: 6:02PM</b>	None
2.Welcome, Call to Order, and Opening Items i. ASL Etiquette / Accessibility Features ii. Land Acknowledgement iii. Housekeeping Items and Overview iv. Appointment of Notetaker / Scrutineers v. Approval of SGM Agenda	SGM Chair leZlie lee kam  <b>i. ASL Etiquette / Accessibility Features</b> ASL interpretation - Cynthia, Jessica & Alex Transcription is also provided by Angela Janssen. We try to follow ASL etiquette guidelines and they will be spotlighted when the interpreters are on. ASL Interpreters can be pinned during the meeting. ASL interpreters are neutral  Accessibility requests can be provided through the Q&A functions  Wording of motions included in presentation - any changes will be made prior to voting.  When speaking remember: <ul style="list-style-type: none"> <li>● speak clearly</li> <li>● directly</li> <li>● slowly</li> <li>● one person speak at a time</li> <li>● ASL Interpreters are neutral following code of conduct.</li> </ul>	<b>Motion #1:</b> To appoint Lee Hamilton and Katherina Symes as notetakers for the 2022 Special General Meeting held on September 8, 2022. <b>Mover:</b> Moka Dawkins <b>Second:</b> Bryan Junior <b>Results:</b> 29 <b>yes</b> , 2 <b>no</b> , 2 <b>abstain</b> <b>Motion:</b> Approved  <b>Motion #2:</b> To appoint GetQuorum as scrutineers for all voting results at the 2022 Special General Meeting, held on September 8, 2022 <b>Mover:</b> Tiana Robichaud <b>Second:</b> Gina Michael <b>Results:</b> 25 <b>yes</b> , 6 <b>no</b> , 1 <b>abstain</b>

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	<ul style="list-style-type: none"><li>● Speak directly to the person, not to the interpreter.</li></ul> <p>Harm reduction resources are available at <a href="http://pridetoronto.com/harmreduction">pridetoronto.com/harmreduction</a>. If someone is having a response to this meeting, please visit the website. If you are having a hard time accessing the site please send an email to: <a href="mailto:harmreduction@pridetoronto.com">harmreduction@pridetoronto.com</a></p> <p><b>ii. Land Acknowledgement</b> Pride Toronto land acknowledgement read by leZlie lee kam</p> <p>Call to action - our responsibility to use power and privilege to ensure indigenous people enjoy the same privileges as us. Volunteer time or donate.</p> <p><b>iii. Housekeeping Items and Overview</b> Shared principles: practice self care, no oppression, no hate speech, no racism, no transphobia, no selling of goods and services.</p> <p>Be good and kind to each other during this meeting. Be caring and compassionate with each other. Listen with an open mind. Be concise as possible, stay on topic. Constructive criticisms are appreciated but there is no need for personal attacks or rudeness. Ask no harassment or rudeness,</p> <p>No test voting procedure is needed due to members being familiar with the process. So for this meeting we will not have a test voting procedure.</p> <p>Quorum is 2.5% of members - we have quorum to proceed. 440 members - We have 28 eligible members as of 6:05pm</p>	<p><b>Motion:</b> Passed</p> <p><b>Motion #3:</b> To approve the agenda for the 2022 Special General Meeting, held on September 8, 2022.</p> <p><b>Mover:</b> Moka Dawkins <b>Second:</b> Ruth Noble <b>Results:</b> 29 <b>yes</b>, 5 <b>no</b>, 1 <b>abstain</b> <b>Motion:</b> Approved</p>
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	<p>Board members listed and welcome sent on their behalf.</p> <p>Need to end at 8pm - no ASL interpreter after 8pm</p> <p>Our board treasurer (D-Lishus) leaves at 7:30 pm</p> <p><b>Get Quorum review</b> Get Quorum reviews the voting platform, sound issues, speaking requirements, connect through zoom app to be able to vote.</p> <p>Chat function is available for all attendees, however it will not be monitored by the panel. If you have a question, please click the raise hand function.</p> <p>All questions within the Q&amp;A will be gathered in a report and can be made available at the end of the meeting. Questions will not pop up unless it's addressed/answered.</p> <p><b>Meeting Procedures</b> Robert's Rules of order will be used in this SGM.</p> <ol style="list-style-type: none"><li>1)Point of order</li><li>2)Point of information</li><li>3)Point of Privilege</li></ol> <p>Use raise hand procedures - first two will be used.</p> <p>Welcome to representatives of the auditing firm that are going to be appointed was done.</p> <p>You will have option to turn on camera when question or raising point; General chat to communicate with each other.</p>	
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	<p>Q&amp;A chat - a board or staff member will respond. Due to tight timeline we are only answer questions tonight regarding auditor appointment.</p> <p><b>iv. Appointment of Notetaker / Scrutineers</b> Approved - see motion #1</p> <p><b>Get Quorum is a third party agency overseeing this.</b> Approved - see motion #2</p> <p><b>v. Approval of SGM Agenda</b> Approved - see motion#3</p>	
<p>3.Appointment of Auditor</p>	<p>SGM Chair leZlie lee kam</p> <p>D-Lishus (Treasurer) has been introduced by leZlie lee kam, who will introduce our new auditors.</p> <p>Here to appoint Auditors for the 2021 - 2022 fiscal year. Appointment of an auditor is important - we are behind in getting this year's audit completed.</p> <p>Process - RFP was put out on April 22nd 2022. May 6th was the deadline and the final day to respond to those proposals was May 12th. Closing date was June 13, 2022. Interviews took place July 4, 2022 with board participation at the Pride Office.</p> <p>Discussion was had with the board and ED on July 7th and a choice was made to move forward with the auditor of choice to put to members.</p>	<p><b>Motion#4</b> - to postpone the approval of the auditor until such time that the Board has fully reported to the membership on fraud, forgery, and misappropriation of funds from Indigenous artists and communities. <b>Mover:</b> Tom Hooper <b>Second:</b> Jocelyn Pierce <b>Results:</b> 12 <b>yes</b>, 21 <b>no</b>, 0 <b>abstain</b>. <b>Motion</b> - Failed.</p>

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	<p>Introduce Crowe Soberman LLP for presentation. Q&amp;A will take place after the presentation.</p> <p>Auditors - Adam Scherer: Managing Partner (he/him) &amp; Chandor Gauthier (she/her) was introduced to do their presentation</p> <p>Crowe Soberman is a Toronto mid-sized based firm and has been in business since 1988. There are 34 partners and over 200 staff members. Considered one of the top auditing/accounting firms within Canada. We are a midscale firm.</p> <p>What differentiates them is the personal attention and direct access to partners and skills. Clients like their small-firm approach. They do not give surprise invoices. everything is spoken about before anything is done. They are business advisors.</p> <p>Power clients to make right decisions. Passionate people to get results for clients.</p> <p>They do have a robust not for profit business within their firm. They follow up with all of the not for profit standards. They are very involved with 2SLGBTQ+ community - different initiatives and charities.</p> <p>They were the very first accounting firm to march in Pride Toronto's parade.</p> <p>Adam Scherer has a primary focus on taxes however Chandor Gauthier will be the main person to deal with the audit at Pride Toronto with her experience. Ready to start as soon as appointed. Have resources for anything needed from an auditing standpoint.</p> <p>Parker Holman, Manager, will support our account.</p>	<p><b>Motion#5</b> - A motion to invalidate the result of the motion to postpone the appointment of the auditor because of the lack of democratic and procedural process. <b>Mover:</b> Ian Tian <b>Second:</b> Gary Kinsman <b>Results:</b> 16 yes, 20 no, 0 abstain <b>Motion:</b> Failed.</p> <p><b>Motion #6:</b> To appoint Crowe Soberman LLP as Pride Toronto's auditor for the 2021-22 fiscal year. <b>Mover:</b> Bryan Junior <b>Second:</b> Dania Niles <b>Results:</b> 24 For, 11 Withheld, 1 choose not to vote <b>Motion:</b> Approved.</p>
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	<p>They have an extensive list of other Not-for-profits that they have worked with.</p> <p>Have spoken with the board with audit suggestions. There are strategic pieces to do but otherwise ready to start as soon as appointed.</p> <p>After the Auditor's presentation, the floor was opened for any questions.</p> <p><b>Tom Hooper has asked a question:</b> Why did we not get the name of the audit company ahead of time? Questions about documents were not answered by the last auditors. Serious issues are not being addressed. Still no answers provided. How can we appoint this auditor when cover up has taken place.</p> <p>Tom Hooper: I am making a motion to postpone the approval of the auditor until such time that the Board has fully reported to the membership on fraud, forgery, and misappropriation of funds from Indigenous artists and communities.</p> <p>leZlie lee kam- how do we expect to proceed if we do not vote today for members.</p> <p>Tom Hooper - We have 8 months to answer commitments - we owe the community answers, stop sweeping under the rug. If you vote yes on motion, then you are forced to answer these questions.</p> <p>D-Lishus - What you are looking for is for us to move forward when we need to have an auditor in order to do so. It is interesting that the approach is taken.</p> <p>D-Lishus - We need to vote on this motion.</p>	
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	<p>leZlie - We need a 2nd for the motion. There are two separate issues: 1 - board sitting presently is not the board or ED that was responsible for what happened previously. 2. You know we have tried to clean up the previous mess - there has been no acknowledgement. Your tone is very accusatory - need to lighten tone. The board is trying their best.</p> <p>We acknowledge the misuse of funds and mismanagement . This is no secret.</p> <p>Tom Hooper - 8 months have gone by and nothing has been done. He is looking for more. He is angry.</p> <p>Tara Schorr - Point of clarification for Tom. What happens when we don't appoint an auditor at this point? Having an auditor going through pride's books is a necessity for a NFP organization in order to maintain good governance. If we don't appoint an auditor now, we can't move forward as an organization. What Tom is proposing might be considered stalemate and might not allow us to move forward.</p> <p>Tom - Asking for the Board to come forward to explain the past fraud and misuse of the funds from the grant. Pride hasn't given us adequate answers and we will not be seeing them until the AGM.</p> <p>leZlie - We are at a stalemate - if we do not move forward there will be no Pride Toronto. We need to call the motion.</p> <p>Keira Grant - Posted Q&amp;A and requested a point of clarification but was not addressed prior to the motion put to a vote. Not happy with how this is being resolved and that we are not following Robert's Rule. The motion</p>	
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	<p>should be invalid - we need to redo the vote. What happened to this board. The members do not have trust in the organization.</p> <p>leZlie - Not sitting well - accusations are being made and unfounded.</p> <p>Keira - Members are not happy.</p> <p>leZlie - Fiscal year ends in July. We need to submit.</p> <p>Keira - Why doing this now - not supporting the community.</p> <p>leZlie - We had to go with the process. We had to go through the interview process to find new auditors since the previous auditor. We need to listen.</p> <p>Sherwin - Move back to D-Lishus for move forward. New call for motion from Ian.</p> <p>Ian - Question for auditor - what will you do if members send you evidence of fraud etc.</p> <p>Chandor - We are required to look into this, we need to take it to board. We will be identifying things that can be approved. Will submit a management letter for any inefficiency and how to address those items. Work with an organization to fix those.</p> <p>Gary Kinsman - Question for auditor - what kind of anti-racist and anti-colonial commitments have been made by Crowe Soberman.</p> <p>Adam Scherer - Adding a diversity, inclusion policy and are committed to completing a full robust education system for all members so that we can honestly state we are following the policy that we are creating.</p>	
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	leZlie - Put in a recommendation that you put in place. We need to move forward.	
4.Executive Director Update / Q&A	Executive Director: Due to time, Sherwin Modeste will make self available early October to answer all questions from the members	
5.Adjournment	SGM Chair leZlie lee kam Thank you to everyone who helped. Made motion 7.	<b>Motion #7:</b> To adjourn the 2022 Special General Meeting, held on September 8, 2022. <b>Mover:</b> Peter Mwaura <b>Seconder:</b> Tara Schorr <b>Results:</b> 21 <b>yes</b> , 4 <b>no</b> , 1 <b>abstain</b> <b>Motion:</b> Passed

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.

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Director

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Director

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Date

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Date