

# Pride Toronto Special General Meeting: Board Director Elections

## Minutes

Thursday, April 7, 2022, 6:30 pm - 9:30 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>	Shayana Gayle and David Gomez
<b>Attendees</b>	Membership and Board of Directors
<b>ASL Interpreters</b>	Dean Wiebe, Christie Reaume and Amber Kageyama

Agenda Item	Notes	Motions/Action Items
1.Virtual Doors Open	<p>Presenter: SGM Chair Grant Gonzales</p> <p>AGM Chair Grant Gonzales</p> <ul style="list-style-type: none"> <li>● Confirm # of members attending - 82</li> <li>● Confirm we have a quorum - Yes (10)</li> <li>● Quorum is 2.5% of membership. We have 398 members.</li> </ul> <p>Quiet Registration Period: 6:15 pm EST Start Time: 6:30 pm EST</p>	None
<p>2.Welcome, Call to Order, and Opening Items</p> <p>i. ASL Etiquette / Accessibility Features</p> <p>ii. Land Acknowledgement/Opening Ceremony</p> <p>iii. Housekeeping Items and Overview</p> <p>iv. Appointment of Notetaker / Scrutineers</p> <p>v. Approval of SGM Agenda</p>	<p>Presenters: Grant Gonzales, Board Co-Chair</p> <ul style="list-style-type: none"> <li>● Welcome everyone to the meeting.</li> <li>● Meeting called to order.</li> </ul> <p>i. ASL Etiquette</p> <ul style="list-style-type: none"> <li>● ASL interpretation is provided</li> <li>● Live transcription is available</li> <li>● You can pin interpreters to your screen</li> <li>● Speak clearly and avoid speaking fast</li> <li>● Resources for harm reduction are available on Pride Toronto's Website</li> <li>● <a href="mailto:harmreduction@pridetoronto.com">harmreduction@pridetoronto.com</a></li> </ul> <p>ii. Grant Gonzales, Board Co-Chair: Land Acknowledgment</p>	<p><b>Motion #1:</b> To appoint David Gomez and Shayana Gayle as notetakers for the 2022 Special General Meeting, held on April 7, 2022. <b>Mover: Elizabeth Bate</b> <b>Second: Glenn Knight</b> <b>Results: 62 yes, 7 no 2 abstain</b> <b>Motion:</b> Approved</p> <p><b>Motion:</b> To appoint GetQuorum as the scrutineer for all voting results at the 2022</p>

# Pride Toronto Special General Meeting: Board Director Elections

## Minutes

Thursday, April 7, 2022, 6:30 pm - 9:30 pm EST

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

	<ul style="list-style-type: none"><li>● 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.</li><li>● 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.</li></ul> <p>Elder Blu Waters: Opening Ceremony</p> <ul style="list-style-type: none"><li>● Unable to attend due to connectivity issues</li></ul> <p>Gary Kinsman, Moment of Silence</p> <ul style="list-style-type: none"><li>● We are requesting a minute of silence for Ezra Vanessa Amos from Hamilton</li><li>● A black, queer person in Toronto died last Thursday, March 31st. They were arrested by Toronto Police at Bloor and Bathurst, Police charged them</li><li>● Taken to Toronto Western Hospital and put under psychiatric hold</li><li>● Died in unexplained circumstances</li><li>● Lead revolts against police in homeless encampment in Hamilton</li></ul>	<p>Special General Meeting, held on April 7, 2022 <b>Mover: Duncan Broom</b> <b>Seconder: Glenn Knight</b> <b>Results: 56 yes, 8 no, 5 abstain</b> <b>Motion: Approved</b></p> <p><b>Motion:</b> To approve agenda that has been amended to include in the KPMG compliance review report item: Pride Toronto response to members update on member motion from the AGM held in January 2022 Discussion on City of Toronto grants with respect to police. <b>Mover: Ian Tian</b> <b>Seconder: Robert Hampsey</b> <b>Results: 50 yes, 14 no, 2 abstain</b> <b>Motion: Approved</b></p>
--	---	---

# Pride Toronto Special General Meeting: Board Director Elections

## Minutes

Thursday, April 7, 2022, 6:30 pm - 9:30 pm EST

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

	<p>iii. Housekeeping Items and Overview leZlie lee kam: Community Guidelines and Other Shared Principles</p> <ul style="list-style-type: none"><li>● Deepest sympathies for friends and family of Ezra</li><li>● We will be discussing heated topics</li><li>● we are asking for patience kindness and understanding</li><li>● Please be respectful when speaking, no hate speech</li><li>● We hope we can have a good kind and progressive meeting this evening</li><li>● We are here to engage with each other</li><li>● Self care is important; if you need to step away please do so and take time for you.</li><li>● Listen with open minds and hearts.</li><li>● We recognise there is lots to say so please be concise. Stay focused and on topic.</li><li>● We are here to listen to constructive criticism and feedback and answer tough questions</li><li>● Please, no personal attacks on any member</li><li>● Been working with Sherwin Modeste to weather the damages left behind.</li></ul> <p>Getquorum Amanda Bustard and Grant Gonzalez, Board Co-Chair</p> <ul style="list-style-type: none"><li>● Get Quorum Overview - explained voting process.</li><li>● Needs to be using Google Chrome. Using a mobile app requires using the meeting portal website to vote. Did a sample vote.</li><li>● Here to support the Board and help throughout the meeting for voting and questions</li><li>● Tutorial on how to participate</li></ul>	
--	--	--

# Pride Toronto Special General Meeting: Board Director Elections

## Minutes

Thursday, April 7, 2022, 6:30 pm - 9:30 pm EST

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

	<ul style="list-style-type: none"><li>● Best to be joined via google chrome</li><li>● Allow audio and turn on your mic and video</li><li>● Motions voted on and passed through integrated portal</li><li>● Participate with a virtual hand raise</li><li>● Live voting practice</li><li>● Most folks are having success voting and using the software</li><li>● No difficulties expressed</li><li>● Tech support to be submitted in Q&amp;A and will respond directly</li><li>● Full report submitted to board with all Q&amp;A info</li></ul> <p>Meeting procedures</p> <ul style="list-style-type: none"><li>● Robert's rules of order</li><li>● Hand raising we will pick the first two people</li><li>● New motions/proposal front the floor are out of order as members require notice of new business</li><li>● Point of order</li><li>● Point of information</li><li>● Point of privilege</li><li>● Please raise your hand if you want to speak, we will turn on your camera and microphone.</li><li>● Try our best to address issues in the general chat</li><li>● We will read questions in order, if questions have already been answered will skip those</li><li>● We will prioritize members who have not yet asked a question</li><li>● Members have 5 minutes each to ask their question</li></ul> <p>iv. Appointment of Notetaker / Scrutineers</p> <ul style="list-style-type: none"><li>● Point of information: Who are these people?</li></ul>	
--	--	--

# Pride Toronto Special General Meeting: Board Director Elections

## Minutes

Thursday, April 7, 2022, 6:30 pm - 9:30 pm EST

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

	<ul style="list-style-type: none"><li>● Sherwin responds: They are staff and members of Pride Toronto</li><li>● Refresh browser to ensure voting accuracy.</li><li>● After this vote we will be limiting voting time to 2 minutes moving forward seeing as most folks are having no trouble using GetQuorum</li></ul> <p>v. Approval of SGM Agenda</p> <ul style="list-style-type: none"><li>● Vote has been launched</li><li>● SGM agenda has been approved</li></ul> <p>Point of information: Jocelyn Piercy</p> <ul style="list-style-type: none"><li>● Wondering where in the agenda we can discuss the grants and funding issues; KPMG Compliance review report</li></ul> <p>Response - Grant: We will make time to discuss this in the meeting tonight.</p> <p>Point of information: Ian Tian</p> <ul style="list-style-type: none"><li>● The vote needs to be redone once Gary reconnects</li><li>● Would there be a space to speak about the city's recent revelation of the police pride and grants application?</li><li>● What is Pride Toronto's role this festival season in relation to training police officers and the connections being made?</li><li>● The level of trust is low between members and board + Executive Director (ED)</li></ul> <p>Response: Grant</p> <ul style="list-style-type: none"><li>● All items of business, including KPMG compliance review, there will be time for a Q&amp;A.</li><li>● There will be no need to add those questions to the agenda, raise those</li></ul>	
--	---	--

# Pride Toronto Special General Meeting: Board Director Elections

## Minutes

Thursday, April 7, 2022, 6:30 pm - 9:30 pm EST

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

	<p>questions until ED speaks towards the end of the meeting.</p> <ul style="list-style-type: none"><li>● Vote will be redone once Gary is able to speak</li></ul> <p>Point of information Gary Kinsman,</p> <ul style="list-style-type: none"><li>● Will the Executive Director make a statement to amend the current statement provided to the public as it relates to the KPMG report mentioning that no current staff, board member is present in any capacity that was involved in the grants from the previous administration.</li></ul> <p>Response: Grant</p> <ul style="list-style-type: none"><li>● Give the Executive Director a chance to correct the mistakes that were in the letter to members march 18th, 2022, no individual responsible for these actions</li></ul> <p>Gary:</p> <ul style="list-style-type: none"><li>● Just to clarify that you can go to the Pride website and look under the current people that are involved in pride and you can find someone's name in numerous documents that were involved in the KPMG report</li></ul> <p>Response: Grant</p> <ul style="list-style-type: none"><li>● Please give Sherwin a chance to explain the statement regarding KPMG report later on in the Q&amp;A session</li></ul> <p>Point of order, Robert Hampsey</p> <ul style="list-style-type: none"><li>● Awful technology</li><li>● Concerned that people were being disregarded and we ignored people's motions that were brought up</li><li>● When members are saying they want this on the agenda</li></ul>	
--	--	--

# Pride Toronto Special General Meeting: Board Director Elections

## Minutes

Thursday, April 7, 2022, 6:30 pm - 9:30 pm EST

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

	<ul style="list-style-type: none"> <li>● Rethink that and follow Robert's rules</li> <li>● It should be recorded on the agenda as requested by the members</li> </ul> <p>Grant responds,</p> <ul style="list-style-type: none"> <li>● Items will be addressed. That's why points mentioned are moot.</li> <li>● There will be an opportunity to ask the Executive Director those specific questions relating to the amendment of the Agenda and the KPMG report</li> <li>● Amending the agenda as apart of the report</li> <li>● Pride Toronto response to membership</li> <li>● AGM held on January 26, 2022</li> <li>● Update on member motion from AGM held in January 2022</li> </ul>	
<p>3. Review of KPMG Compliance Review Report</p> <ul style="list-style-type: none"> <li>● Overview of KPMG Compliance Review Report</li> <li>● Current Actions and Next Steps</li> <li>● Questions and Answers</li> <li>●</li> </ul>	<p>SGM Chair / Executive Director</p> <p>Summary of the review, Maher Sinno</p> <ul style="list-style-type: none"> <li>● Thanking folks for patience and understanding</li> <li>● Will go through actions items as it relates to KPMG report</li> <li>● KPMG report started in October 2021, specific to Grant Compliance</li> <li>● March 18, the report was released to stakeholders</li> <li>● Pride Toronto accepts grants have gone wrong</li> <li>● Indigenous folks were harmed, committed to rectifying the harm</li> <li>● We understand that there is a lot of harm done and have reached out to several organizations and affected parties to be a part of our consultations on what might be</li> </ul>	

# Pride Toronto Special General Meeting: Board Director Elections

## Minutes

Thursday, April 7, 2022, 6:30 pm - 9:30 pm EST

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

	<p>acceptable resolutions to financial problems</p> <p>Current Actions and Next Steps</p> <ul style="list-style-type: none"><li>● Enhanced government: grant application review and approvals, Board of Directors plays an active role in monitoring and approval of grants</li><li>● Financial reporting: finance and audit committee to look over and monitor the process as well</li><li>● Transparency: proactive information sharing of approved grants<ul style="list-style-type: none"><li>○ We will try our best to provide summaries of other grants received and its spending</li></ul></li><li>● Day to Day Oversight: Grant and Fund Development Manager position, we have not had this at Pride Toronto in years<ul style="list-style-type: none"><li>○ They ensure the grants received, and its spending, is in alignment and communicated transparently with general community</li></ul></li><li>● Day to Day Oversight: identifying issues with deliverables, working with community organizations, management should take care of specific deliverables of the promised grants will be delivered to the specific communities and in alignment to what they were given for</li><li>● Organizational Compliance: financial management policies, how we look at grants on a broader scale.<ul style="list-style-type: none"><li>○ We have come a long way, but still need to do more</li></ul></li><li>● Organizational Compliance: Capping Pride Toronto's allotments for administrative expenses,</li></ul>	
--	---	--



# Pride Toronto Special General Meeting: Board Director Elections

## Minutes

Thursday, April 7, 2022, 6:30 pm - 9:30 pm EST

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

	<ul style="list-style-type: none"><li>○ Making sure anyone handling money at Pride Toronto does not exceed a certified allotted time unless given permission</li><li>○ We are looking at whether chairs or ED should be involved</li><li>○ Policy already in place</li><li>● Organizational Compliance: New Coding System for Grants,<ul style="list-style-type: none"><li>○ Any expense relevant to the grant itself, it will be attached to a specific code for the specific grant it was allotted for</li><li>○ We always have accountability and good record-keeping</li></ul></li></ul> <p>Member Motion Update,</p> <ul style="list-style-type: none"><li>● Sought legal advice with respect to the motion brought at the AGM in January 2022 regarding the waiver of certain non-disclosure agreements and confidentiality agreements</li><li>● Members of a corporation do not have the ability to require the corporation to waive non-disclosure or confidentiality agreements</li><li>● Such waiver may put Pride Toronto in risk of being in breach of contractual and other legal obligations</li><li>● Pride Toronto has not and does not anticipate releasing current and/or former board members or staff from NDA, confidentiality agreements, or other legal obligations of confidentiality.</li></ul>	
--	--	--

# Pride Toronto Special General Meeting: Board Director Elections

## Minutes

Thursday, April 7, 2022, 6:30 pm - 9:30 pm EST

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

	<p>Q&amp; A Session</p> <p>Sherwin:</p> <ul style="list-style-type: none"><li>● City of Toronto, grant was spoken about through the freedom of information</li><li>● Ontario Trillium Foundation Grant, applied for but never received</li><li>● There is no conversation with Toronto Police to participate in Parade<ul style="list-style-type: none"><li>○ The conversation with them will not happen without the harm reduction team</li></ul></li><li>● Issue Gary raised around current staff or board being directly or indirectly involved in any wrongdoing; based on the information that was presented and that I have reviewed from KPMG, I do stand and believe that there is no current staff and/or board member that was involved in the wrong doings during the time of the problems</li></ul> <p>Question box: Kami Chisholm</p> <ul style="list-style-type: none"><li>● Why were many of the documents KPMG requested not provided? Why have these projects still not been fully audited, but only sections partially done?</li></ul> <p>Sherwin responds</p> <ul style="list-style-type: none"><li>● The entire projects were audited, as it was a compliance review</li><li>● In relation to documents that were not presented to KPMG, I can speak to the information that has been in place. There had been information that was missing due to several turnovers in staff within the organization. When the staff left the information left with them.</li><li>● We are implementing systems to ensure that this does not happen</li></ul>	
--	--	--

# Pride Toronto Special General Meeting: Board Director Elections

## Minutes

Thursday, April 7, 2022, 6:30 pm - 9:30 pm EST

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

	<p>again, so no one person should be the holder of information, and should be stored in a central place so the incoming ED should have access to this information.</p> <p>Question box: Lisa</p> <ul style="list-style-type: none"><li>• Has anyone from Pride Toronto contacted the police -- any police -- to report the fraud and financial mismanagement? Has anyone else to anyone's knowledge reported this matter to the police, again whether Toronto Police Service or otherwise? If the answer is no, can Pride Toronto please explicitly speak to the reason why it did not proactively report itself to the police when it has already acknowledge tent amount to criminality</li></ul> <p>Sherwin responds:</p> <ul style="list-style-type: none"><li>• I can only speak to information since I became ED. In October of 2021, we launched the KPMG audit, we found quite a bit of wrongdoing, once that was done the agencies we contacted, and apologized to the members harmed.</li><li>• There have been no communication with police in relation to this matter</li><li>• If it was reported, we will fully cooperate</li></ul> <p>Tom Hooper asks:</p> <ul style="list-style-type: none"><li>• Several times I have asked about fraud and forgery,</li><li>• What are you hiding, the board has asked that they do not investigate this?</li></ul>	
--	---	--

# Pride Toronto Special General Meeting: Board Director Elections

## Minutes

Thursday, April 7, 2022, 6:30 pm - 9:30 pm EST

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

	<ul style="list-style-type: none"><li>● Why has Pride not acted on the forgery of grant support letters?</li><li>● Peel school board confirmed this letter is plagiarized. Cannot locate signature.</li><li>● What is Pride going to do about the 2spirit instruction that was supposed to happen at 947 schools.</li></ul> <p>Sherwin responds:</p> <ul style="list-style-type: none"><li>● Thank you Tom, alot of misrepresentation of organizations and individuals happened during the 2018 - 2019.</li><li>● We have apologized over and over for this</li><li>● I think to myself “What on earth were we thinking when those actions were made,” however, I do not have the answer</li><li>● I can speak to how I am going to act as Executive Director moving forward, the policies we have since put in place, the relationship we are trying to rebuild to these committee</li></ul> <p>Javier Davila asks:</p> <ul style="list-style-type: none"><li>● Why have we skipped past the harm that Pride caused? Pride needs to account for what it did and the harm it caused. This must happen before you move on to next steps.</li></ul> <p>Sherwin Responds:</p> <ul style="list-style-type: none"><li>● We are working on addressing the harm that we cause</li><li>● This will not happen again with the policies and procedures currently in place</li><li>● I did not sign up to be doing what I am doing now</li></ul>	
--	---	--

# Pride Toronto Special General Meeting: Board Director Elections

## Minutes

Thursday, April 7, 2022, 6:30 pm - 9:30 pm EST

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

	<ul style="list-style-type: none"><li>● I thought I was joining an organization that had procedures and policies in place</li><li>● As soon as the matters surfaced, it was brought to the board</li><li>● Will be in a manner that is acceptable to the individuals harmed</li></ul> <p>Valerie asks:</p> <ul style="list-style-type: none"><li>● Is there any hope of reclaiming any of the missing funds and redirecting it back to its intended uses?</li></ul> <p>Sherwin responds:</p> <ul style="list-style-type: none"><li>● We may have to redirect some of the operations budget back to those organizations.</li><li>● It was wrong what happened, address it moving forward</li><li>● We will be working with the community, if it's a financial agreement is wanted we will insure that is what happens</li></ul> <p>Christin Milloy asks:</p> <ul style="list-style-type: none"><li>● Can we get clarification on whether Pride specifically instructed KPMG not to investigate forgeries? I was on the Board when we commissioned the KPMG audit, and I don't recall us ever giving them an instruction like that.</li></ul> <p>Sherwin responds:</p> <ul style="list-style-type: none"><li>● This was beyond the scope of KPMG</li><li>● I reached out to most of the agencies and realized where the wrong happened</li><li>● KPMG could have done it, the answer would be the same</li></ul>	
--	--	--

# Pride Toronto Special General Meeting: Board Director Elections

## Minutes

Thursday, April 7, 2022, 6:30 pm - 9:30 pm EST

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

	<ul style="list-style-type: none"><li>● It was beyond the scope and as a result I reached out directly to the organizations</li></ul> <p>Gary Kinsman says:</p> <ul style="list-style-type: none"><li>● Question revolving matter about KPMG Report. There was a commitment to use this funding to hire 50 individuals in the country. What type of repairs is Pride Toronto going to make to these communities.</li><li>● Misinformed indigo queer and said that the grant wasn't approved</li><li>● This is a racist expression</li><li>● Include reparations to the indigenous community</li><li>● TD bank is responsible for funding the coastal gas link - needs to end.</li></ul> <p>Sherwin responds:</p> <ul style="list-style-type: none"><li>● Where we may not have provided the funding as laid out in the original grant.</li><li>● Over \$100,000 was spent directly in the indigenous community hiring indigenous artist</li><li>● We have currently started the conversation to ensure who needs to be at the table are there and will ensure that this never happens again</li><li>● Policies and procedures are put in place for the membership to challenge the work of Pride Toronto</li></ul> <p>Ian Tian says:</p> <ul style="list-style-type: none"><li>● Sherwin you said you have zero interactions with police now...under harm reduction, Pride's position is to work with police to achieve this.</li><li>● This is a mess inherited from before. Why are you still preventing members</li></ul>	
--	--	--

# Pride Toronto Special General Meeting: Board Director Elections

## Minutes

Thursday, April 7, 2022, 6:30 pm - 9:30 pm EST

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

	<p>from accessing the truth? This includes to repeal the NDA (Non Disclosure Agreement)</p> <ul style="list-style-type: none"><li>● Accountability, there are steps that Pride is going to do in the report, the most important aspect of accountability is transparency. One way to do this is to dissolve the NDA. Laws are made by people they are not buildings people bump into. I don't think there is nothing you can't do.</li></ul> <p>Sherwin responds:</p> <ul style="list-style-type: none"><li>● There are certain requirements along with permits that cannot be negotiated when it comes to public safety and police presence during things like festivals.</li><li>● The police will be on the foot print to work with a harm reduction support team to ensure harm is reduced entirely.</li><li>● Pride Toronto has a meeting with harm reduction on April 14th to map out a contingency plan.</li><li>● Within the next couple of weeks, we will be providing concrete updates surrounding police involvement</li><li>● In relation to the NDA, I wish we could say otherwise. Pride Toronto is legally bound to abide by its contractual agreements relating to the NDA. This action was based on the legal counsel of Pride Toronto,</li></ul> <p>Edna Simmons asks:</p> <ul style="list-style-type: none"><li>● What black harm reduction organizations were contacted,</li></ul> <p>Sherwin responds:</p>	
--	---	--

# Pride Toronto Special General Meeting: Board Director Elections

## Minutes

Thursday, April 7, 2022, 6:30 pm - 9:30 pm EST

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

	<ul style="list-style-type: none"><li>• We have contacted community health centers and Black Cap</li></ul> <p>Question: KPMG report and forgeries</p> <p>Sherwin responds:</p> <ul style="list-style-type: none"><li>• When the KPMG was brought we were recommended people we can speak to</li><li>• There was different alterations to the letters and was brought to individual agencies</li><li>• Working on rebuilding the relationship with the harm agencies</li></ul> <p>Gary Kinsman,</p> <ul style="list-style-type: none"><li>• Why is Pride Toronto a corporation? Why are Board members accountable to the corporation and not to the membership and our communities. This is not a democratic way of organizing. In the 1980s the Toronto Lesbian and Gay Pride committee was able to organize fine without being a corporation but as a community-based democratic organization.</li></ul> <p>Sherwin responds:</p> <ul style="list-style-type: none"><li>• Maybe board can answer, as an immigrant to Canada if the membership thinks that Pride should be what it is</li><li>• A lot of work needs to happen in the 2SLGBTQ+ community</li><li>• We have made a lot of gains</li><li>• Based on my personal experience of engaging in Pride</li></ul>	
--	--	--



# Pride Toronto Special General Meeting: Board Director Elections

## Minutes

Thursday, April 7, 2022, 6:30 pm - 9:30 pm EST

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

	<p>Robert Hampsey:</p> <ul style="list-style-type: none"><li>● I want to acknowledge that Sherwin has inherited a lot of stuff</li><li>● You do not have the luxury of saying this is before my time</li><li>● You must take action in the best interest of the corporation</li><li>● I am apart of a union that disgusted with the actions of Pride</li><li>● Membership is really disgusted a concerned and wants to know who is this</li><li>● You will not have the ability to provide the service that is required by the staff, members and communities</li></ul> <p>Sherwin responds:</p> <ul style="list-style-type: none"><li>● Based on the advice we have been given, we are not in a position to release board members or staff members from the NDA that was signed. It is not saying that we can't force and we cannot perform this action ourselves.</li><li>● We continue to look into this matter into where we went wrong. Not trying to shy away from accountability. Wants to make sure things are set straight moving forward and provide transparency to community members and board members across the board.</li><li>● I don't want to have to be a part of another Black Lives Matter (BLM) protest but instead celebrate. However, when we need to make noise to stand up to injustices we will.</li></ul>	
--	--	--

# Pride Toronto Special General Meeting: Board Director Elections

## Minutes

Thursday, April 7, 2022, 6:30 pm - 9:30 pm EST

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

	<p>Grant Gonzales says:</p> <ul style="list-style-type: none"> <li>Getting a lot of questions surrounding KPMG and auditor. However we will move to treasurer report.</li> </ul> <p>Andy to speak more to this.</p>	
<p>4. BREAK</p>		
<p>5. Presentation of <a href="#">Audited Annual Financial Statements</a> and Appointment of Auditor</p>	<p>Previous Board Treasurer, Ande and Auditors Ed and Kevin</p> <p>Treasurer report, Ande Clumpus:</p> <ul style="list-style-type: none"> <li>Formed in 2020 to oversee the accounting and financial reporting processes of pride toronto, including audit and financial statement ensure the economic sustainability of Pride Toronto</li> </ul> <p>Revenues:</p> <ul style="list-style-type: none"> <li>\$2.8M (vs. \$2.8M in 2020, \$6.3M in 2019)</li> <li>Increase in sponsorships for Virtual Pride compared to 2020; still significant drop compared to 2019 due to lack of physical festival</li> <li>Decrease in grants (Canadian Experiences Fund, Celebrate Ontario), permits and donations (smaller Parade event)</li> </ul> <p>Expenses:</p> <ul style="list-style-type: none"> <li>\$2.2M (vs. \$2.1M in 2020, \$5.4M in 2019)</li> <li>Year-over-Year increase in salaries, media and promotion (in-kind expense), and festival infrastructure</li> <li>Decrease in contractor expenses, events fees and volunteer cost</li> </ul>	<p><b>Motion:</b> To appoint Hogg, Shain &amp; Scheck Professional Corporation as Pride Toronto's auditor for the 2021-22 fiscal year.  <b>Mover: Nadine Wiltshire</b>  <b>Secunder: Eric Hunter</b>  <b>Results: 37 no, 23 yes, 9 abstain</b>  <b>Motion:</b> Failed</p>

# Pride Toronto Special General Meeting: Board Director Elections

## Minutes

Thursday, April 7, 2022, 6:30 pm - 9:30 pm EST

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

	<ul style="list-style-type: none"><li>● Despite lack of physical festival, still hired 225 paid artists, performers and educators for Virtual Pride</li></ul> <p>Going forward:</p> <ul style="list-style-type: none"><li>● Net assets of \$1.3M (vs. \$711k in 2020, -\$23k in FY19)</li><li>● <b>Short-Term:</b><ul style="list-style-type: none"><li>○ Use funds to book artists, pay vendors, prepare for Pride 2022</li></ul></li><li>● <b>Long-Term:</b><ul style="list-style-type: none"><li>○ Expecting smaller net revenues with physical festival</li><li>○ Build up a reserve fund to ensure Pride can withstand financial and operational volatility</li><li>○ 50% of operating budget</li></ul></li></ul> <p>Auditors, Ed Scheck and Kevin Thomas</p> <p>Ed Scheck:</p> <ul style="list-style-type: none"><li>● Reads report</li><li>● Provided an audit and opinion on July 31 2021 indicating we looked at the financial sheet and assets. We believe the audited evidence obtained is sufficient. obtain reasonable assurance that financial statements are accurate.</li><li>● Cash flow statements have not changed much</li><li>● Can talk a little bit about audit strategy. When an audit is complete we review with management and the board then we have a letter of representation signed indicating everything provided is accurate.</li></ul>	
--	---	--

# Pride Toronto Special General Meeting: Board Director Elections

## Minutes

Thursday, April 7, 2022, 6:30 pm - 9:30 pm EST

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

	<ul style="list-style-type: none"><li>• Next we look into strategy, what are weaknesses and what are strategies the agency poses.</li><li>• Two years ago we had to do a major restatement because information was not accurate</li><li>• A forensic audit would go into extreme details exploring liabilities undisclosed.</li><li>• If there are unrecorded liabilities, Pride needs to remake payments for funds that were not properly provided and issue a new report.</li></ul> <p>Tom Hooper says:</p> <ul style="list-style-type: none"><li>• I want to speak against the approval of financial statements and the improvement of this auditor.</li><li>• Tom asked Ed if he witnessed any fraud related activity when performing the audit.</li></ul> <p>Ed Scheck Responds:</p> <ul style="list-style-type: none"><li>• That would not be a level we would look at in an audit process. I can say when we showed the papers on the screen that is the first level of detail that I have heard.</li></ul> <p>Tom Hooper:</p> <ul style="list-style-type: none"><li>• I sent that document, don't lie. I will take this to twitter. Have you seen a fully executed contract with Kent Monkman? If you won't answer, you should resign right now. I sent you a grant report claiming a fully executed contract with Kent Monkman. I asked if this was a fraud. Is this fraud?</li></ul>	
--	--	--

# Pride Toronto Special General Meeting: Board Director Elections

## Minutes

Thursday, April 7, 2022, 6:30 pm - 9:30 pm EST

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

	<p>Ed Scheck:</p> <ul style="list-style-type: none"><li>• I have not seen any fraud</li></ul> <p>Tom Hooper:</p> <ul style="list-style-type: none"><li>• (Ordered to halt for not abiding housekeeping rules)</li></ul> <p>Ed Scheck:</p> <ul style="list-style-type: none"><li>• The initial audit did not uncover anything. If we found anything, part of our duty and professional responsibility would be to continue down that path. We did not see anything with respect to fraudulent acts. You did send information to us and I did respond to you with that. We were not engaged to perform a forensic audit.</li></ul> <p>Tom Hooper:</p> <ul style="list-style-type: none"><li>• Should there be a forensic audit?</li></ul> <p>Ed Scheck:</p> <ul style="list-style-type: none"><li>• I think the board should investigate if there are reasonable grounds.</li><li>• I am curious as to why the funders would not want their money back if it was received fraudulently.</li></ul> <p>Tom Hooper:</p> <ul style="list-style-type: none"><li>• Urges to vote against Ed's re-appointment.</li></ul> <p>Kami Chisholm questions:</p> <ol style="list-style-type: none"><li>1. Why are you not reviewing contracts, payments or receipts like senior auditors at your firm does?</li><li>2. Why did you ignore the fraud that Tom Hooper has provided?</li><li>3. Do you plan to resign in shame?</li></ol>	
--	---	--

# Pride Toronto Special General Meeting: Board Director Elections

## Minutes

Thursday, April 7, 2022, 6:30 pm - 9:30 pm EST

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

	<p>Ed Scheck:</p> <ol style="list-style-type: none"><li>1. We did receive receipts and revenue coming in. We don't look at the application process. Responsible for funds received, time frame, deferred income. We wouldn't go through the application process typically. If an improper application was noticed we would notify the Board but this is not part of the scope of work as an auditor.</li><li>2. We get our instruction from the Board of Directors what we are classified as a special or more detailed audit. We didn't look at the details of that to determine whether there was fraud. That is not Standard Engagement</li><li>3. No, I don't plan on resigning, that's why we are here today. The KPMG report provides a lot of best practices. Aware of the financial stress the org was under in 2018-2019. Did that cause some practices within the organization to run a fowl proper business practice. But until further proof can be validated, this would have a bearing on the July 2022 statements. How practices would change, we've been involved with pride for years. We have not seen any alleged fraud that would change their report. Moving forward the current Board and Executive Director are making significant improvements</li></ol> <p>Grant Gonzales, Board Co-chair says, We are at time.</p> <p>Point of order, Javier Davila:</p>	
--	--	--

# Pride Toronto Special General Meeting: Board Director Elections

## Minutes

Thursday, April 7, 2022, 6:30 pm - 9:30 pm EST

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

	<ul style="list-style-type: none"><li>Move a motion to remove our current auditor, point of order no necessary</li></ul>	
6. Announcement	Executive Director / Co-Chairs	
7. Adjournment	SGM Chair  <b>End Time: 9:45 PM EST</b>	<b>Motion:</b> To adjourn the 2022 Special General Meeting, held on April 7, 2022. <b>Mover: Lisa Amin</b> <b>Seconder: Finn Stuart-Seabrook</b> <b>Results: 46 yes, 12 no, 4 Abstain.</b> <b>Motion:</b> Approved

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