

**Deep River Community Association Incorporate**  
**General Meeting**  
**1135th Meeting**

March 30, 2017, 2017, North Renfrew Long-Term Care Centre, Ridge Rd entrance

Present: Steve D'Eon, President; Marie Corriveau, Vice President; Bernice Recchia, Treasurer;  
Wendy Murphy, Cheryl Smith, Bruce Wilkin , (B. Morin, Secretary)

List of attending club representatives on file.

1. Call to Order (Steve D'Eon)
2. Establishment of Quorum
3. Review of the DRCA by-laws re Member Delegates. Recognition of Member Delegates.  
(Barbara Morin – Secretary)

**4. Amendment of Clause 27**

**MOTION #1135-01-2017** Moved by Monica Mulvihill and seconded by Jim Iliffe to alter the DRCA by laws clause 27.

Existing wording: "27. A person shall be hired to fulfill the requirements of the position of Secretary of the Corporation. The person shall not be a member of the Board of Directors."

New wording: "27. A person may be hired to fulfill the requirements of the position of Secretary of the Corporation. The person shall not be a member of the Board of Directors."

**CARRIED**

**5. Amendment of Clause 20 (b)**

**MOTION # 1135-02-2017** Moved by M. Stephens and seconded by J. Bishop  
To add to clause 20 (b) to account for the disposal of assets worth less than \$5,000 and to correct an error in the notification wording for assets in excess of \$5,000.

Existing wording: "20 (b) Any sale of the assets of the Corporation in excess of \$5,000 shall require an affirmative vote of two-thirds of the Members present and voting at a General Meeting. Notice of the proposed sale shall be given in writing to the Members at least fifteen days in advance of the meeting and at the same time be published in the North Renfrew Times."

New wording: "20 (b) Sales of assets of the Corporation not in excess of \$5,000 shall require a decision by majority vote of the Board. Any sale of the assets of the Corporation in excess of \$5,000 shall require an affirmative vote of two-thirds of the Members present and voting at a General Meeting. Notice of the proposed sale over \$5,000 shall be provided to the Members at least two weeks in advance of the meeting and be published in the North Renfrew Times at least two weeks in advance of the meeting." **CARRIED.**

**6. Reports by the Board of Directors:**

**Treasurer's Report** (Bernice Recchia)

Having been acclaimed to the Board of Directors at the December 2016 AGM I attended my first meeting Jan 12<sup>th</sup>, 2017 and received the first indication of the problems looming. There was a shortfall of \$6,000.00 which was attributed possibly to publishing one less edition in December. The shortfall escalated to \$19,901.00 at the end of the first quarter. We met to discuss options and actions. Steve and Wendy will discuss these and the outcome with you.  
The final loss at March 29<sup>th</sup>, 2017 is \$36,768.83 for the NRT and \$6,819.91 for the DRCA.

**Presents Report** (Steve D'Eon)

Copy of report attached.

7. Sale of an asset in excess of \$5,000. The Board proposes to sell the North Renfrew Times to an Employee-Owned-Enterprise (EOE) owned by the NRT's three full-time employees. (Under Clause 20b)
- a) **Rationale** “win-win-win.”
  - b) **Discussion**
  - c) **Moved to go in-camera to disclose confidential information.**  
(Delegates only)

**8. Sale of an asset in excess of \$5,000.**

<p><b>MOTION # 1135-03-2017</b> Moved by John McKay and seconded by Allan Symons to sell the North Renfrew Times to an Employee-Owned-Enterprise (EOE) owned by the North Renfrew Times' three full-time employees. Under Clause 20(b). <b>CARRIED</b> (Recorded vote: 30 yes, 1 no and 1 abstained)</p>
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**9. Adjournment**

## **President's Report**

March 30, 2017

I joined the Board of Directors several years ago. I have had the pleasure of working with different people during the past years.

During my tenure the Board at all times was cognizant the DRCA is a Community Association and our prime mandate is to serve the community. We spent our time on important community building activities like getting the Community Centre in order. If I take attendance at AGMs as an indication, sometimes you, the Members, were interested in our activities, other times it appeared not.

During this time the Board, subcommittees, and staff worked to improve our finances.

More recently, last year's Board, the one previous to this one, did a couple of things:

1) we initiated an in-depth look at who we are and what we do. Until that exercise I do not think the Board nor, you, the Members had a good idea of the assets and business of the DRCA. I presented those assets and what we do and who we do this for at the December AGM. They were also published as a series of articles in the paper; written by Marie Corriveau. The net of this exercise is the DRCA has multiple functions and owns some very important community assets.

2) The previous Board and this Board undertook some external reviews of our activities and structure. I would like to thank all who came forward to assist on those reviews: Cathy Amunds, Joyce Aiston, Michael Stephens, Jennie Forster, Tracey Gendron, Francis Osborne, Carole Judd, and Cheryl Smith. I also thank all who provided input. These exercises re-affirmed this community cares.

I think the above can best be summarized by a quote from a Board member a few years back,

"The DRCA is a community association that happens to own a newspaper."

If you take that quote further, a newspaper is a business, even if it is owned by a community association, and this newspaper has to be treated as a business.

Which brings us to the current situation.

At the December AGM a new Board was acclaimed. This new Board brought a business background to the DRCA as well a revitalized Club focus thanks to Cheryl. I have to thank this Board, these five people, for how hard they have worked; Bruce Wilkin, Marie Corriveau, Cheryl Smith, Wendy Murphy, and Bernice Recchia. All of us are volunteers. Each of us have an inbox and sent box full of emails, undertook various investigations, made or took countless phone calls, and attended numerous Board, committee, and other meetings. We fretted and put a lot of personal capital into fixing the problem.

Our Treasurer dug into our books and presented a true picture of the DRCA's finances. You have heard the Treasurer's report. Bernice has done a gargantuan effort that continues to amaze me.

The new Board initiated a more business-like approach to our sub-committee that oversees the newspaper. Wendy took the helm of this subcommittee. We recruited two other business people from the community. I thank them, Tom Moore and Michael Stephens, for their service. You have heard Wendy's report on the Standing Committee's actions.

The situation came to a head in early March when it became known our reliance on the corporation's audited financial statements incorrectly represented our financial picture; our reserves are insufficient to cover our costs.

To get to the recommendation before you, the Board consulted widely including formally with a labour lawyer, a contract lawyer, and you heard Wendy's report from our publishing consultant. In addition there were informal discussions and advice solicited from various contacts the Board members had including an MBA, a CPA, and the owners of other businesses. We tapped into our personal networks and I have no qualms stating this Board has done its best.

We had to move quickly for a solution. We considered many options.

The only option that meets the goal where the DRCA remains as a community enterprise is the one presented before you: selling the NRT to an Employee-Owned-Enterprise.

This option is unanimously supported by each and every member of this Board. A Purchase and Sale agreement has been tentatively reached with staff that protects the DRCA, the Seller, and allows the employees, the Purchaser, to go forward publishing a community paper from the existing office.

This will not be business as usual, but the main goals will be achieved. A community paper continues to be published in North Renfrew. The other assets of the DRCA are not at risk. Employees take ownership of their work product.

This sale will allow the DRCA to focus on our prime mandate: to serve our Members and the community at large.

I thank all of you for coming tonight and your interest in the DRCA.

This is my report.

 March 30, 2017

Humbly submitted, Steve D'Eon, President, DRCA