

**CITADEL FOUNDATION  
MINUTES OF THE 44<sup>th</sup> ANNUAL GENERAL  
AND SPECIAL MEETING**

Held via Conference Call  
On Thursday, May 7, 2020, at 6:30 p.m.

**PRESENT:** See Attachment "A"  
Duly constituting quorum for the meeting.

Mr. Laurent Després acted as Chairman and Mr. Michael Boden as Secretary.

The Chairman welcomed the members to the conference call and gave instructions as to how the annual meeting would proceed under the unusual circumstances due to the Covid-19 pandemic.

**APPROVAL OF THE AGENDA**

It was moved by Nectaria Skokos, seconded by Stephanie Boden, that the agenda be approved unanimously.

**Carried**

**RESOLUTION TO AMEND SECTION 24 OF BY-LAW 1**

The Chairman Indicated to the members that a resolution to amend section 24 of By-Law 1 was necessary in order for the Foundation to hold this AGM and future AGMs by electronic means if necessary. Mr. Despres highlighted the details of the by-law, noting that the board of directors had approved the amendment and that ratification from the members was necessary for the annual meeting to take place.

On a motion by Jean Robert, seconded by Patricia Lemieux, the Resolution to amend section 24 of By-Law 1 was approved unanimously.

**Carried**

**APPROVAL OF THE MINUTES**

On a motion by Diana Stavert, seconded by Gail Quinn, the minutes of the 43<sup>rd</sup> Annual General Meeting of Wednesday, May 1, 2019, were approved unanimously.

**Carried**

## **BUSINESS ARISING FROM THE MINUTES**

There was no business arising from the minutes.

## **PRESIDENT'S REPORT**

Since our last AGM, one of our members has passed away, Mrs. Diana Meredith. I respectfully ask you to take a moment of silence in Diana's memory. (Pause) I would also like to extend our thoughts for former president, Graham Jackson and his wife, Suzanne, who have contracted the Covid-19. We heard today that they were tested again last Sunday, no results so far, and that they are together and doing good. Please keep them in your prayers and thoughts.

2019 was an exceptional year for Citadel Foundation, giving out close to \$400K in donations, a record year. Over and above this record year, we transferred, \$10K from our general fund, to the Mark Jackson Memorial Fund to honour Graham for his dedication and service to Citadel Foundation over the years.

2019 also marked a record year of profits for the Foundation as you will see from the Treasurer's report, our Foundation's wealth increased over 1.8 million dollars.

This year, Gail Quinn and Marty Hicks will be stepping off the Board. Both dedicated members have given many years of their time to Citadel Foundation and on behalf of the membership, we extend our sincere thanks. We will miss you.

I would also like to thank the present and former members of the following committees who play an important role in the operations of our Foundation.

- The Board of Directors,
- the members of the Executive Committee,
- the Investment Committee and
- the Education Committee.

A special thanks to Hugh Fraser, who has stepped down as Chairman of the Education Committee. Hugh's commitment to the youth in the community has been second to none, as he has steered the committee and helped a countless number of students in need for many years now. Citadel Foundation has given out close to 2 million dollars in bursaries over the years, so thank you, Hugh Fraser.

Finally, I would like to thank the Foundation's administrative team:

Mike Boden, Executive Director

Marie-Ève Landry, Controller

Kathleen Poulin, Executive Assistant

Jacob Brglez, Coordinator – Friends' Foundation

Ange Victoire Itulinde, Administrative Assistant – Friends Foundation

## **TREASURER'S REPORT**

The Treasurer, Michael Boden, reviewed the audited financial statements for the fiscal year ended December 31, 2019, which were approved at the Board of Directors' meeting held on April 14, 2020.

## **APPOINTMENT OF THE AUDITORS**

It was moved by Michel Lemieux, seconded by Marie-Sol Gaudreau, that the firm of PricewaterhouseCoopers be appointed auditors for the fiscal year 2020.

The members had a brief discussion on the process of selecting auditors, and it was noted that the Board would review the possibilities of going out for tender offers for the coming years.

**Carried**

### **REPORT OF THE EDUCATION COMMITTEE**

Mr. Michael Boden summarized the activities of the Education Committee throughout the year indicating that Citadel granted just over \$80,000 in bursaries helping 38 students. This amount includes the PW Sims Award, the Guthrie Award, the Blinco Award, the Pauline Montminy Award, the Emergency Fund, the Quebec City Women's Club and the McGill bursaries. Mr. Boden concluded the report by thanking the members of the Education Committee for their time and making a difference in the students' lives.

### **NOMINATING COMMITTEE REPORT**

On behalf of the nominating committee, Mr. Michael Boden reported that the following members were renewing their memberships to Citadel Foundation for a ten-year term renewable in 2030:

Barbara Bignell  
Hugh Bignell  
Justine Allison Blair  
Anne Chapman  
Louiselle Couture  
Jane Dickinson  
John Dickinson  
Denis Drainville  
Vincent Edwards  
Gina Farnell

Jennifer Flemming  
Diane Kameen  
Helen Meredith  
Guy Morisset  
Bryan O'Gallagher  
Edgard Pitre  
Gail Quinn  
Meb Reisner  
Stuart Wright

No members indicated that they would not renew their membership.

On behalf of the nominating committee, Michael Boden indicated that Gail Quinn and Martin Hicks had completed their 2<sup>nd</sup> term and were not eligible for re-election.

On behalf of the nominating committee, Mr. Michael Boden reported that Allison Bain and Llewelyn Price had completed their first term and proposed that they be re-elected to the Board of Directors for a second term ending in 2023.

On a motion by Jill Robinson, seconded by Debra Stowe, and unanimously approved, Allison Bain and Llewelyn Price were re-elected to the Board of Directors for a three-year term ending In 2023

On a motion by Gail Quinn, seconded by Lucie Lachance, and unanimously approved, Joanne Rosenhek and Jean-François Richard were elected to the Board of Directors for a four-year term ending in 2024.

### **ELECTION OF VICE-PRESIDENT**

It was moved by Allison Bain, seconded by Bridget O'Connor, that Debra Stowe be elected Vice-President for the year 2020-2021.

Abstention: Debra Stowe

**Carried**

### **ELECTION OF PRESIDENT**

It was moved by Richard Walling, seconded by Jennifer Robert, that Laurent Després be elected President for the year 2020-2021.

**Carried**

Subsequent to the approval of the new Board members, Michael Boden introduced the Board of Directors:

Mr. Phil Almaguer	Term expiring 1 <sup>st</sup> term 2021
Mrs. Allison Bain	2 <sup>nd</sup> term 2023
Mr. Mark Brennan	1 <sup>st</sup> term 2023
Mr. Laurent Després, President	2 <sup>nd</sup> term 2022
Mrs. Gina Farnell	1 <sup>st</sup> term 2023
Mr. Hugh Fraser	2 <sup>nd</sup> term 2021
Ms. Diane Kameen	1 <sup>st</sup> term 2022
Ms. Bridget O'Connor	1 <sup>st</sup> term 2022
Mr. Llewelyn Price	2 <sup>nd</sup> term 2023
Mr. Jean-François Richard	1 <sup>st</sup> term 2024
Mrs. Jill Robinson	2 <sup>nd</sup> term 2021
Joanne Rosenhek	1 <sup>st</sup> term 2024
Mrs. Diana Stavert	2 <sup>nd</sup> term 2022
Mrs. Debra Stowe, Vice-President	1 <sup>st</sup> term 2021

### **INCOMING PRESIDENT'S REMARKS – Laurent Després**

I am honoured to be re-elected president. I would like to welcome Jo Rosenhek and Jean-Francois Richard to the Board and I look forward to working with both of you as well as all the other Board members.

2020 will definitely be a challenging year for our Foundation as we work closely with our partners to reach out to vulnerable members in our community. Although our endowment fund will most likely be impacted in a significant way, the growth over the years has put our Foundation in a very good position to weather the storm and continue supporting the initiatives that are dear to us.

In these difficult times I can assure you that the Board, the committee members and the administrative staff have and will do their best to carry out our Foundation's mission and objectives.

Take care of yourself and stay healthy and safe.

### **MOE AND REGINA ROSENHEK VOLUNTEER AWARD**

On behalf of the Moe and Regina Rosenhek Committee, the Executive Director, reported the following:

Covid-19 has significantly changed the world we live in. Over the past few weeks, we have seen numerous efforts of people giving of their precious time and performing acts of generosity that are unquantifiable. In some way, we all have to work together as a community to get through this crisis. In this spirit, the Moe & Regina Rosenhek Volunteer Committee has agreed not to highlight one single volunteer but to commemorate all community volunteers helping during the Covid-19 crisis.

Therefore, the committee has decided that the funds attached to this award will be donated to a volunteer appreciation initiative to help celebrate ALL of the dedicated volunteers within our community.

### **YOUTH VOLUNTEER AWARD**

Mr. Michael Boden presented this year's winners of the award, which highlights exceptional volunteer work done by youths in our community. Ms. Olivia Dubois from St. Patrick's High School, Mr. Fabrice Juhasz from Quebec High School and Ms. Virginie Gagnon from Dollard-des-Ormeaux School. All three students have demonstrated remarkable volunteerism within their respective schools and communities.

### **VARIA**

There was no varia.

### **ADJOURNMENT**

There being no further business, the meeting was adjourned.

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Laurent Després, Chairman

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Michael Boden, Secretary-Treasurer

**PRESENT:**

Allison Bain  
Michael Boden  
Stéphanie Boden  
William Boden  
Pamela Cheers  
Lucie Desmeules  
Laurent Després  
Gina Farnell  
Lorna Gailis  
Marie-Sol Gaudreau  
André Gosselin  
Jennifer Hobbs-Robert  
Graham Jackson  
Diane Kameen  
Lucie Lachance  
Michel Lemieux  
Patricia Lemieux  
Donna McEwen  
David Mendel  
Helen Meredith  
Guy Morisset

Bridget O'Connor  
Stephen Pigeon  
Joan Polfuss Boeckner  
Kathleen Poulin  
Martha Price  
Cynthia Price-Verreault  
Gail Quinn  
Daniel Richard  
Jean-François Richard  
Jean Robert  
Jill Robinson  
Joanne Rosenhek  
Sheilagh Simons  
Nectaria Skokos  
Diana Stavert  
Debra Stowe  
Isabel Sullivan  
Richard Walling  
Brigitte Wellens  
Linda Weseloh  
Stuart Wright