



MINUTES OF THE ANNUAL GENERAL MEETING OF THE OJIBWAY HISTORICAL PRESERVATION SOCIETY

***HELD ON JULY 14, 2018
AT 9:30 AM IN POINTE AU BARIL, ONTARIO***

Members and Directors present:

Doug Bryce, Helen Bryce, Terry Clark, Sean Clarke, Martha Hall Findlay, Leslie Taylor, Bill Watts.

Members and Directors excused: Nancy Lang, Jenni McIsaac.

Terry Clark, President and Chair, called the meeting to order at 9:30 am and Secretary Helen Bryce recorded the Minutes. A quorum of Directors was present, and the meeting, having been duly convened, was ready to proceed with business.

1. WELCOME COMMUNITY MEMBERS.

Terry welcomed the community members and provided a brief background on the origins of the Ojibway Historical Preservation Society. OHPS was created as a charitable non-profit corporation in 2000 for the purpose of undertaking the significant work of preserving and restoring the hotel and the buildings, infrastructure, grounds and facilities on Ojibway Island, all of which have been leased to OHPS for a period of 99 years. All of these projects are made possible through community donations, for which OHPS is chartered to provide tax receipts, that enable OHPS to retain the contractors and other professionals to engage in the construction projects for the restorations. Once completed, the restored buildings and facilities are then turned over to the Ojibway Club to maintain and operate. This work has been accomplished over the past 18 years by a wonderful network of volunteer Directors.

Terry then introduced each of the current Directors: Leslie Prior Taylor (Donor Recognition), Doug Bryce (Finance), Martha Hall Findlay (Legal & Governance), Helen Bryce (Secretary), Sean Clarke (Special Projects, Nominating Committee), Bill Watts (Vice President, Building & Grounds, Liaison to Ojibway), Jenni McIsaac (Fundraising), Nancy Lang (Archivist & Website).

2. MINUTES

The Minutes of the last Annual General Meeting held on July 15, 2017, distributed through the Constant Contact Notice to all members of the Ojibway community, were moved for approval by Ian Cook and seconded by Doug Rowan.

CARRIED.*

3. TREASURER'S REPORT ON FINANCIAL STATUS.

Doug Bryce reported that Sue Sheardown continues to handle our bookkeeping and accounting functions; and Akler, Browning, Frimet & Landsberg LLP have served again as our Auditors. The Auditor Statements are qualified, which is customary for OHPS and common for our kind of charity. Copies of the Auditor's Report for the period ending December 2017 were also provided through the Constant Contact Notice.

There are two issues of qualification to note and they are not new:

1. The auditor does not physically trace the path of all funds, from receipt to disbursement. This is a technicality and OHPS is similar to many small charities in this regard. As a result, the auditor has, as in previous years, qualified their opinion.
2. The lack of segregation of all duties in our office (receipts, deposits, reconciliations) is also noted. This has been true for the many years that Sue Sheardown has been our bookkeeper. The auditors feel they need to point it out but do not really expect us to hire more staff. All checks are co-signed, we have a system of checks and balances, and there is donor feedback via tax receipts.

Efficiencies have improved on two major areas where OHPS has overhead costs:

1. Fundraising expense, bank charges and office expenses: in total they were 10% less than 2016 and well controlled.
2. Operating expense: the major components of which are the audit, insurance and bookkeeping costs. These were also well controlled and were 15% less than 2016.

As of the end of December 2017, OHPS had received \$41,383 in donations, had a cash balance of \$45,705 and a GIC investment worth \$83,056.

Jane Rowan moved the approval of the Financial Statements and Auditor's Report of the Ojibway Historical Preservation Society for the year ended December 31, 2017. Seconded by Bob Kilgour. **CARRIED.***

4. APPOINTMENT OF AUDITORS

Bill Culp moved the appointment of Akler, Browning, Frimet & Landsberg LLP as Auditors of the Ojibway Historical Preservation Society for the year ending December 31, 2018. Seconded by Lloyd Posno and Martha Hall Findlay.

CARRIED.*

Thanks to Doug for his great oversight on all of the OHPS financial matters.

5. PRESIDENT'S REPORT: STATUS OF CURRENT & PLANNED HISTORICAL PROJECTS

A. GIFT SHOP:

- An overview was given on the need to restore the Gift Shop. After a prioritized review of potential projects in a joint meeting with directors of the Ojibway Club, half a dozen items stood out. The Gift Shop was identified as the highest restoration priority. Terry referred everyone to the information in his Q&A posted on the OHPS website, which can also be accessed through the July 28 event invite.
- Why the Gift Shop? The building that houses the gift shop today was built in different sections during 1906, 1911 and 1912. As a result, there have been many issues with the building over the years that include roofing, the concrete floor ending before the dock begins underneath the shop, and the irregular back wall that interfaces with uneven rock, all of which contribute to water and moisture problems, the inability to prevent access by critters, and difficulties with safety and inventory storage.
- Timeline: We hope to start demolition/construction by the fall of 2019.
- At the event planned for July 28, the concept drawings of the proposed new Gift Shop will be unveiled. Thanks to Watt International, Ian Cook and his team, who have worked hard to maintain the integrity of the history while enhancing its efficiency as a retail outlet. There will also be some exciting surprises on hand as well. We hope you will all join us on July 28.
- Fundraising campaign: Jenni Isaac is leading this committee and is joined by Roz Heintzman, Paisley McNair, Sean Clarke, Anne Randell, Helen Bryce and myself. We are organizing to contact potential donors after the July 28 event.
- Construction issues: Bill Watts reported on our work with Watt Int., architect Peter Ortved and an engineer to ensure that our estimates are as accurate as they can be. The project cost is projected at \$360K, which will include blasting to create the space for an even back wall and level floor juncture. As will be seen on July 28, the overall concept is very exciting.

- Website: There is more information, an article and old photos that show so much of the history of the gift shop posted on the OHPS website. More will be uploaded once the drawings are unveiled July 28.
- Community members are invited to contribute your old stories about the Gift Shop and share the fun with everyone.

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B. WALKING TRAILS:

- In 2010 OHPS began restoring the trails and have completed seven phases up to the present. The next phase would be the “South Trail” that has been identified and marked off with Tom Todd of North Shore Barge. There has been feedback from south side residents of the Ojibway Island; and OHPS will review plans with their representatives before any commitments are undertaken.
- We also have restoration plans under consideration for a short section of the trails to connect the back beach to the area of the swimming pavilion.

C. CABINS:

- During the off season and into the summer, the Refurbishing Team of Jane Rowan, Helen Bryce, Madeleine Arsenault and Jennifer Wright have transformed Elmwood with new couch cushions, furniture and art work. Birchwood and Oakwood have also seen some new artwork and archival posters hung.
- More extensive potential restoration work is also under review for some of the cabins: Bill Watts reported that, while some roof work and structural work was done in the past, now our focus is on restoring old kitchens, bathrooms, and lightening up dark rooms. Seventy-five percent of renters are repeat renters; and they have noticeably been comparing other cabins to the restorations in Basswood. At least one major donor has expressed interest in these efforts. We will get cost estimates and keep everyone informed as we move forward.

D. HERITAGE GUEST ROOM 209 & CONSOLE:

Through the collaboration of Nancy Lang, Helen Bryce and Bill Watts, the Heritage Guest Room 209 has been restored and outfitted to replicate an early 1900’s hotel room; and the installation of the console by the front stairs in the hotel has been completed with a touch screen to allow easy access to our website and a digital guest book (with a photo option). Thanks to Geoff Honsberger for all his computer skills providing the console to us.

Nancy Lang has also generously contributed archival photos, plaqued regatta posters, signal flags, and other historical memorabilia to the cabins, and even provided historical photos for the men’s washroom walls. All of these efforts,

including our communication strategies displaying them through the website and e-blasts to the community, are in furtherance of the OHPS charter not only for us to preserve and restore our many representations of Ojibway history, but also to ensure that we are reaching out to the public and providing access to all this history.

6 DONOR RECOGNITION

Leslie Taylor opened her report by noting that OHPS appreciates all the donations, every single one. Our goal is to have a relationship with each donor, and she has undertaken to ensure that each donor will receive a hand-written thank you note. Let her know if you as a donor are feeling that there is too much, or too little, contact.

Leslie has put in a lot of time into this project and we thank her for all her efforts. It has not been an easy or straightforward task.

7 LEGAL ISSUES ON CHARITABLE STATUS

As OHPS seeks to raise funds for restorations and execute those projects, legal issues regularly arise. Martha Hall Findlay elaborated on three frequently raised legal points:

Independence: CRA requires that OHPS maintain separation from the Ojibway Club regarding all facets of our operations. This requirement, applicable also to fundraising activities, is what allows OHPS to retain its charitable status and ability to provide tax receipts.

Endowments: The possibility of encouraging donors to create an endowment for OHPS in their Will has been reviewed as a suggested option, but we have not pursued endowments to date. The reasons relate both to the restrictions on how much an endowment can contribute to the operation of the organization as well as the amount of principal required to produce a meaningful yield, giving rise to timing concerns on potential yield distribution and restrictions on flexibility.

Volunteer Donations: When individuals donate their time, labor or expertise in kind, i.e. services, OHPS cannot issue a charitable tax receipt for this. However, OHPS can provide a tax receipt for the fair market value of useable materials donated, such as construction materials for an existing project.

8 THANKS TO OUR RETIRING DIRECTORS

Doug Bryce will be retiring this year as our Financial Director and Treasurer. He has been marvelous with his expertise and general knowledge on financial, accounting and general business operations matters, enabling OHPS to function efficiently while reducing expenditures and keeping things transparent.

Helen Bryce, also retiring this year, has been the quintessential contributor, keeping us on task as Secretary and well-informed through the website and e-blasts, as well as being a tireless volunteer in her work helping Nancy with archival projects. Helen and Doug will be greatly missed by OHPS and their fellow Directors.

Under its recertified non-profit corporation status and By-Laws, OHPS meets annually to share its ongoing operations and activities with members of the community (this AGM) and then each October conducts the Annual Meeting of its Members/Directors where it elects new Directors and Officers.

Regarding the periods of Directors' service, we have also in the past year adopted a Term Limit Succession Plan that now limits a Director to no more than two successive three-year terms. **Leslie Prior Taylor** and **Martha Hall Findlay** will each have concluded their first term as of this coming October; and each of them have thankfully agreed to serve an additional three-year term.

9 NOMINATION & SELECTION OF DIRECTORS

Sean Clarke as the Director for Nominations explained that, in addition to the nominations of Leslie and Martha this October, OHPS is seeking new Directors to replace Doug and Helen, and also volunteers to serve on our various Board Committees, such as fundraising to assist in making projects happen. Sean will be in touch with some of the people in this room and others about their willingness and availability to serve; and we are always open to suggestions, so just let him know. Our efforts are to get a broad selection of age groups involved on the Board and Committees.

With regard to succession, the current Vice President, Bill Watts, is scheduled to be nominated as the next President of OHPS in October to succeed Terry.

10 CLOSING REMARKS OF TERRY CLARK AS PRESIDENT

Terry said "It has been a privilege to serve as a Director of OHPS since its very beginning in 2001. I became President in 2010, and since then I have had the opportunity to serve in this position and preside over many projects collaboratively with a wonderful group of Directors and volunteers. These have included:

- Construction of Grocery Store & main dock underneath
- 7 Phases of the Walking Trails, Kiosk, Trail Maps & Brochures
- Adoption of Policies on Project Approval & Administration
- Financial Spending Rules & Reserves

- New By-Laws
- Process of Re-Certification of our Charitable Status with CRA
- Successful Audit by CRA
- New Guest Book and public outreach
- A new (OHPS' very own) Website with drone videos & much history
- Swim Pavilion
- Basswood restoration
- Inauguration of Digital Communications & E-blasts
- Heritage Guest Room 209 & Console
- Officer & Director Succession Plan
- Director Term Limits
- Gift Shop Project
- The list seems endless, but our time together today is not ...

“My memories will be everlasting. Many thanks for all of your generous support and the privilege and opportunity of allowing me to serve you.”
(standing ovation)

11 CONSIDERATION OF DIRECTORS' PAST ACTIONS

Hilde Clark moved that it be resolved that all acts and proceedings done by the Directors of the Ojibway Historical Preservation Society since the last Annual General Meeting be and the same hereby are ratified, confirmed and adopted. Seconded by Nancy Rogers. **CARRIED***.

12 ADDITIONAL BUSINESS/COMMUNITY QUESTIONS

Terry responded to the following questions from the floor:

Q: Regarding the swim pavilion, was it completed?

A: It was completed, on budget and has washroom facilities. You can also see our Project Approval process on the website. We will not move forward on any project without the funds in hand.

Q; What is the process for authentication of a structure historically?

A; We go through archives, records, written evidence and photographs, interviews with those aware of structures back in time. Nancy Lang and architect Scott Weir in particular have assisted in these processes. We sift through all available historical evidence to ensure that we are accurate. For example, Tim Regan worked with me reviewing lots of evidence and old maps to replicate the locations for the walking trails. Our efforts are also to prepare for the prospect of being challenged on whether our projects are historically faithful and therefore whether

tax receipts were properly issued for your donations. In addition, we respond to current health and safety requirements along with existing building code requirements to satisfy them while still being historically faithful.

Q: What is the threshold for the Gift Shop restoration that will allow you to begin?

A: Using the Grocery Store as an example, we launched the fund raising campaign in July and had sufficient funds committed by August 31 in part by explaining to the community that was our target in order to award contracts allowing us to break ground in September and have completion by the following spring. Likewise for the Gift Shop, we won't move forward on the hard costs until we have sufficient funds committed. If some of those funds include hard pledge commitments, our formal policies permit us to bank on those knowing we will receive the pledges. Here the target to raise \$360K is year-end 2018 in order to enable contracts and expenditures for architects, engineers and other professionals to begin their necessary efforts in early 2019. That timeline has been explained in my website article and in the e-blasts that we have sent out to the community.

13 ADJOURNMENT

Motion: There being no further business, Helen Bryce moved the adjournment of the meeting. Seconded by Peter White. The Chairman then declared the motion **CARRIED*** and the meeting was adjourned.

*All Motions designated as "**CARRIED**" were approved unanimously by those present, including all Members/Directors required for approval under the OHPS By-Laws.