

# CANDACE HOUSE

## 2014/2015 ANNUAL MEETING

7:00 PM Tuesday, January 19, 2016  
IBEX Payroll Offices  
421 Mulvey Avenue East, Winnipeg, MB

### AGENDA

1. Call to Order and Welcome – Opening Statements from Darryl Stewart, President
2. Approval of the Agenda – Darryl Stewart
  - **Motion:** That the Agenda for the 2014/2015 Annual General Meeting be approved.
3. Adoption of Minutes of October 7, 2014 – Monica Ross
  - **Motion:** That the Minutes of the October 7, 2014 Annual General Meeting of Candace House be approved as circulated.
4. President’s Report – Darryl Stewart
  - **Motion:** That the President’s Report be accepted.
5. Executive Director’s Report – Cecilly Hildebrand
  - **Motion:** That the Executive Director’s Report be accepted.
6. Treasurers Report – Ann Poole
  - **Motion:** That the Independent Auditors’ Report and Financial Statements for the fiscal year ending March 31, 2015 be approved as circulated.
  - **Motion:** That PKBW Group Chartered Accountants and Business Advisors Inc. be appointed as Auditor for Candace House for the fiscal year 2015/2016
7. Amendments to the By-Laws – Darryl Stewart
  - **Motion:** That the by-law amendments be approved as circulated.
8. Confirmation of Membership Fees – Darryl Stewart
  - **Motion:** That the membership fees for Candace House be set as follows,
    1. Individual/Group - \$50 (voting member)
    2. Special – “sliding scale,” whatever can be afforded (voting member)
9. Nominating Committee Report – Darryl Stewart
  - **Motion:** That the board slate for 2015 be accepted.
10. Other Business
11. Adjournment
  - **Motion:** That the 2014/2015 Annual General Meeting of Candace House be adjourned.

**CANDACE HOUSE, INC.  
2014 ANNUAL GENERAL MEETING  
TUESDAY, OCTOBER 7, 2014**

**MINUTES**

**PRESENT**

Hank Dixon, Lyndsey Amott, Wilma Derksen, Cecilly Hildebrand, Jim Clark, Murray Barkman, Alan Libman, Monica Ross, Darryl Stewart

**REPRESENTED BY PROXY**

Ruth Wiebe, Tony Wiebe, Cliff Derksen, Linda Dixon, Sheldon Hogarth

**WELCOME**

President Hank Dixon welcomed those in attendance and called the meeting to order at 7:30 p.m. He noted that quorum and notice requirements had been met, and declared a legally constituted Annual General Meeting.

**AGENDA REVIEW AND APPROVAL**

No new business

**MINUTES REVIEW**

**MOTION** by Monica Ross, seconded by Lyndsey Amott that the Minutes of June 18, 2013 Annual General Meeting of the St. Leonard's Society of Winnipeg/Candace House be approved as circulated.

**CARRIED.**

**PRESIDENT'S REPORT**

A written report was circulated prior to the beginning of the AGM and included in the Candace House 2014 Annual Report.

The President announced he would be resigning his position and wished the Board well.

**MOTION** by Alan Libman, seconded by Wilma Derksen that the President's Report be accepted.

**CARRIED.**

**EXECUTIVE DIRECTOR**

Wilma Derksen introduced Cecilly Hildebrand to the Board as the Executive Director for Candace House.

## **LEGISLATURE GROUP**

Wilma Derksen introduced the members of the Legislature Group: Kelly Milan, Sharon Milan, Shelly Marshall, Veronica and Beau, and Chassity McIntyre.

## **TREASURER'S REPORT**

Treasurer, Jim Clark reviewed the Auditor's Report as of March 31, 2014. He gave the Society a clean bill of health noting Candace House Inc. reflects a year-end closing equity of \$24,449.00. The Independent Auditors' Report is attached to the Candace House 2014 Annual Report.

**MOTION** by Lyndsey Amott, seconded by Monica Ross that the Independent Auditors' Report for the fiscal year ending March 31, 2014 be approved as presented.

**CARRIED.**

## **APPOINTMENT OF AUDITORS**

**MOTION** by Jim Clark, seconded by Sharon Milan PKBW Group Chartered Accountants and Business Advisors Inc. be appointed as Auditor for Candace House for the fiscal year 2014-2015.

**CARRIED.**

## **2014 MEMBERSHIP FEES**

**MOTION** by Jim Clark, seconded by XXX that the membership fees for Candace House for the fiscal year 2014-2015 be set as follows,

Standard membership (voting)	\$50.00
Friend of Candace House (non-voting)	\$25.00

**CARRIED.**

## **NOMINATING COMMITTEE REPORT**

A call for Board member nominees from the floor. Hearing no nominations, closed.

**MOTION** by Shelly Marshall, seconded by Chassity McIntyre that the membership accept the nominating committee report with the listed slate of candidates.

**CARRIED.**

## **MOTION TO ADJOURN**

**MOTION** by Monica Ross, seconded by Lyndsey Amott that the meeting be adjourned.

**CARRIED.**

Meeting adjourned at 8:10 p.m.

Recorded by:  
Monica Ross, Secretary, Board of Directors Candace House

## **President's Report**

Big things that have been accomplished during the last year:

- A tight team of committed people has come together to form the nucleus of the organization to come.
- We have become a functional, legally compliant non-profit entity ready to move forward on our mandate.
- We have invested in and implemented systems that will allow us easy administration and communications as we grow.
- We have confirmed through direct and numerous discussions that there exists a significant desire to support the idea of Candace House in both private and government circles.

Two major challenges face us in the year ahead and these are order.

1. Formulating a compelling doable vision for what Candace House is that lives up to the memory of Candace, helping as many victims of crime as possible.
2. Expanding our team of volunteers to begin the major fundraising toward the vision.

## **Executive Director Report**

This past year was full of challenges as well as accomplishments. As Candace House is in many ways a new and developing organization, there were numerous basic details and tasks that needed attending to. Being new to the position of Executive Director and having been hired for twelve hours per week, there was much to learn and much to do.

### **Administration**

Many of the fundamental administrative tasks have been taken care of which has helped to put Candace House on a better footing moving forward. This has included updating all our information with the Charities Directorate, the CRA and the Manitoba Companies Office, obtaining directors and officers liability insurance, and moving our registered office to Aikens and procuring their corporate services package.

We have also opened a new bank account with Assiniboine Credit Union, and thanks to the kindness and help from Ann Poole, Darryl Stewart, and IBEX Payroll, we have set up QuickBooks and have filing systems in place to manage employee payroll and remittances, as well as invoice and expense tracking.

### **Fundraising and Grants**

In July we held the Candace House Family Fun Day fundraiser. While not financially a large success, it did result in some good publicity for Candace House. Including media hits from the Winnipeg Free Press, Global News, Metro News, Christian Week, CJOB, Virgin Radio, and Ace Burpee (our event host). We also had the honour of having MLA's Dr. Jon Gerrard and Kelvin Goertzen, as well as Mayor Brian Bowman as event attendees. Many thanks to the key volunteers, Chassity McIntyre, Sharon Milan, Shelley Marshall and Veronica Gagnon for their time and energy in making the event possible!

In August we were approached by the MBCI graduating class of 1980, which would have been Candace Derksen's graduating class, to put together some information and a webpage that would allow classmates to donate in memory of Candace at their reunion event. Thanks to Russ Enns for helping organize this and to the class for their generosity! We were also asked in October by Soul Sanctuary if we could create and send over donation cards and envelopes that the church would put out during their Christmas Eve service. Thank you to Natasha Derksen and the organizing committee for this opportunity as well as Soul Sanctuary for their kindness!

In November we applied for and have now received a \$10,000 grant from Victim Services and the provincial government to help move Candace House forward. We have also submitted a proposal to the Winnipeg Foundation for planning costs and will hear back at the end of January as to whether our grant was successful. Search for further grant and funding opportunities is ongoing.

### **Communications**

A new website for Candace House, [www.candacehouse.net](http://www.candacehouse.net), was created with relevant information and links, including access to our new or updated CanadaHelps donation page and social media sites, including Facebook, Twitter, LinkedIn, YouTube, Google+ and Instagram. In the past year we have had over 1,000 unique visitors to our webpage. Thanks to the program Google Apps for Nonprofits we have also been able to secure a free domain email addresses for Candace House, as well as a subscription to free online advertising with Google AdWords.

Various data infrastructure systems have also been put in place that will help to keep Candace House operating properly and efficiently as we continue to move forward. This includes an email marketing platform (MailChimp), an online forms processor (Wufoo), and an online payment processor (PayPal), all integrated with our constituent and donor management program (Little Green Light).

In July the first Candace House newsletter was sent out to 60 contacts via mail and 140 contacts via email, with our electronic newsletter having an open rate of 75%.

### **Candace House Development and Case for Support**

General program planning and development of the Candace House case for support document has been ongoing. This work has included a great deal of research and continued meetings and conversations with various stakeholders.

In August, Dr. Barb Toews, Assistant Professor in Social Work and Social Research at University of Washington Tacoma, conducted a research project looking at the potential environmental design of Candace House and how that relates to the needs of victims. “Designing Refuge: Involving Victims in the Design of Candace House,” gathered information through focus groups involving the Candace House board, four community partners, including the RCMP, Victim Services, MOVA and Klinik, and one-on-one interviews with six victims. Once completed, this aggregate report will be of great use in identifying what spaces should be prioritized to help meet victim needs in the design of Candace House as well as for various grant applications.

**Thanks to all the donors, supporters, volunteers, members and board members of Candace House that have continued to support the organization and have a desire to see this place come to life!**

July 21, 2015

Board of Directors  
Candace House, Inc.  
150 Tache Ave  
Winnipeg, MB R2H 1Z5

Dear Board of Directors:

We have completed our audit of the financial statements of Candace House, Inc. for the year ended March 31, 2015. The primary objective of our audit was to obtain reasonable assurance that the financial statements were free of material misstatement. We conducted our audit in accordance with Canadian generally accepted auditing standards and accordingly included such tests and other procedures, as we considered necessary in the circumstances. Our audit was not designed for the purpose of identifying all matters that may be of interest to management and it is inappropriate to conclude that this letter is a comprehensive assessment of such matters.

As part of our audit we performed a walk-through of your systems of internal control in place to determine that they have been properly designed and implemented and have noted no discrepancies with the exception of items noted below. However, our review of internal controls was limited to those internal controls in place and was not designed to be a comprehensive assessment on the adequacy and effectiveness of internal controls over all transaction streams. It is the responsibility of the Board of Directors and management to maintain effective internal controls that safeguard the assets of the organization and prevent and detect fraud.

We are pleased to present to you some commentary and recommendations for your consideration in the paragraphs that follow:

#### **AUDIT RESULTS**

For the year ended March 31, 2015 we have issued a qualified audit opinion on the financial statements of Candace House, Inc. During the course of our audit we did not discover fraud nor any illegal or possibly illegal acts.

#### **QUALIFIED AUDIT OPINION**

In common with many charitable organizations, Candace House, Inc. derives income from the general public in the form of donations, the completeness of which is not susceptible to satisfactory audit verification. Accordingly, our verification of revenues from this source was limited to the amounts recorded in the records of the organization and we were not able to determine whether any adjustments might be necessary to donation revenue, excess revenue of expenses, current assets and net assets.

#### **FOLLOW UP TO OUR MANAGEMENT LETTER DATED SEPTEMBER 25, 2014**

We are pleased to report that all management letter points from the September 25, 2014 audit have been addressed.

In the prior year, we noted two instances where supporting documentation was missing for expenses and recommended that expense invoices be organized by date, vendor, or general ledger account and attached to the cancelled cheque. During the course of the current year audit we noted that expense invoices were organized by date and cheque numbers were referenced on each invoice.

In the prior year we noted that deposit slips were not being used. During the course of the audit, we noted that deposit slips were used, and that supporting documentation was attached.

In the prior year we noted several instances where GST Input Tax Credits were not recorded on expenses. In the current year, we did not note any missed GST ITCs.

Candace House, Inc.  
July 21, 2015  
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In the prior year, we recommended that the organization consider obtaining Director Liability Insurance. During the course of the audit, we noted that an insurance policy was purchased May 1, 2015.

In the prior year, we recommended noted that preparing the general ledger in Excel was susceptible to error. In the current year, we noted that QuickBooks had been purchased and implemented as per our recommendation.

#### **OTHER MATTERS**

##### **Employment Contracts**

During the course of the audit, we noted that there was no employment contract in place for the Executive Director. Upon inquiry it was noted that the contract was in the process of being drafted. We would recommend that employment contracts be drafted and signed at the time that any staff person is initially hired. This protects the organization against possible claims relating to employment terms.

We would like to take this opportunity to thank Ann Poole for her assistance and cooperation during our audit.

We look forward to servicing you throughout this year and next year's audit.

Yours very truly,

**PKBW GROUP Chartered Accountants & Business Advisors Inc.**

PER: Aaron Pauls, CPA, CA, Director

**CANDACE HOUSE, INC.**  
**INDEPENDENT AUDITORS' REPORT**  
**FINANCIAL STATEMENTS**  
**MARCH 31, 2015**

DRAFT

**CANDACE HOUSE, INC.**

**MARCH 31, 2015**

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## INDEPENDENT AUDITORS' REPORT

To the Board of Directors of the Candace House, Inc.:

We have audited the accompanying financial statements of Candace House, Inc., which comprise the statements of financial position as at March 31, 2015, and the statements of changes in net assets, operations, and cash flow for the year then ended, and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements**

Management is responsible for the preparation and the fair presentation of these financial statements in accordance with Canadian accounting standards for not-for-profit organizations, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the organization's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the organization's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

Except as noted in the following paragraphs, we believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### **Basis of Qualified Opinion**

In common with many charitable organizations, Candace House, Inc. derives income from the general public in the form of donations, the completeness of which is not susceptible to satisfactory audit verification. Accordingly, our verification of revenues from this source was limited to the amounts recorded in the records of the organization and we were not able to determine whether any adjustments might be necessary to donation revenue, excess revenue of expenses, current assets and net assets.

### **Qualified Opinion**

In our opinion, except for the effects of the matters described in the Basis for Qualified Opinion paragraph, these financial statements present fairly, in all material respects, the financial position of Candace House, Inc. as at March 31, 2015, and its results of changes in net assets, operations, and cash flow for the year then ended in accordance with Canadian accounting standards for not-for-profit organizations.

Winnipeg, Manitoba  
APPROVAL DATE

CHARTERED ACCOUNTANTS  
& BUSINESS ADVISORS INC.

**CANDACE HOUSE, INC.  
STATEMENT OF FINANCIAL POSITION  
MARCH 31, 2015**

	<u>2015</u>	<u>2014</u>
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash	\$ 9,766	24,449
GST receivable	230	250
Accounts receivable	900	-
Prepaid expenses	-	5,139
	10,896	29,838
<b>TANGIBLE CAPITAL ASSETS</b> (Note 1(b) and 3)	780	-
	\$ 11,676	29,838
<b>LIABILITIES AND NET ASSETS</b>		
<b>CURRENT LIABILITIES</b>		
Accounts payable and accrued liabilities	\$ 3,809	2,396
Deferred contributions (Note 4)	-	5,000
	3,809	7,396
<b>NET ASSETS</b>		
Unrestricted	7,867	22,442
	\$ 11,676	29,838

**APPROVED BY THE BOARD:**

\_\_\_\_\_ Director  
\_\_\_\_\_ Director

**CANDACE HOUSE, INC.  
STATEMENT OF CHANGES IN NET ASSETS  
YEAR ENDED MARCH 31, 2015**

	<u>2015</u>	<u>2014</u>
NET ASSETS, BEGINNING OR YEAR	\$ 22,442	33,326
DEFICIENCY OF REVENUE OVER EXPENSES	<u>(14,575)</u>	<u>(10,884)</u>
NET ASSETS, END OF YEAR	<u>\$ 7,867</u>	<u>22,442</u>

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**CANDACE HOUSE, INC.  
STATEMENT OF OPERATIONS  
YEAR ENDED MARCH 31, 2015**

	<u>2015</u>	<u>2014</u>
<b>REVENUE</b>		
Donations	\$ 6,877	24,517
Paying it Forward	10,000	-
Fundraising	-	2,000
Membership dues	50	100
	<u>16,927</u>	<u>26,617</u>
<b>EXPENSES</b>		
Administration fees	10,000	24,000
Amortization of tangible capital assets	156	-
Bank charges	90	136
Employee benefits	704	200
Honorarium	-	110
Office	1,755	839
Other	50	250
Occupancy	1,800	-
Professional services	3,584	7,463
Salaries	11,159	-
Telephone	1,010	1,158
Training and development	50	594
Travel and meetings	1,144	2,751
	<u>31,502</u>	<u>37,501</u>
<b>DEFICIENCY OF REVENUES OVER EXPENSES</b>	<u>\$ (14,575)</u>	<u>(10,884)</u>

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**CANDACE HOUSE, INC.  
STATEMENT OF CASH FLOW  
YEAR ENDED MARCH 31, 2015**

	<u>2015</u>	<u>2014</u>
<b>CASH PROVIDED BY (USED IN):</b>		
<b>OPERATING ACTIVITIES</b>		
Deficiency of revenue over expenses	\$ (14,575)	(10,884)
Amortization of deferred capital contributions	<u>156</u>	<u>-</u>
	(14,419)	(10,884)
Changes in non-cash working capital:		
Donations receivable	(900)	-
GST receivable	20	(250)
Prepaid expenses	5,139	(5,139)
Accounts payable and accrued liabilities	1,413	(23,385)
Deferred contributions	<u>(5,000)</u>	<u>5,000</u>
	(13,747)	(34,658)
<b>INVESTING ACTIVITIES</b>		
Purchase of tangible capital assets	<u>(936)</u>	<u>-</u>
<b>DECREASE IN CASH</b>	(14,683)	(34,658)
<b>CASH, BEGINNING OF PERIOD</b>	<u>24,449</u>	<u>59,107</u>
<b>CASH, END OF PERIOD</b>	<u>\$ 9,766</u>	<u>24,449</u>

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**CANDACE HOUSE, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**YEAR ENDED MARCH 31, 2015**

**1. ACCOUNTING ENTITY**

Candace House, Inc. is a non-profit charitable organization which provides support to victims or witnesses of crime and abuse in Manitoba. The organization was incorporated, without share capital, under the Corporations Act of Manitoba and is exempt from income taxes under the Income Tax Act of Canada.

**2. SIGNIFICANT ACCOUNTING POLICIES**

An underlying assumption of the preparation of financial statements in accordance with Canadian accounting standards for not-for-profit organizations is that the entity will continue for the foreseeable future and will be able to realize its assets and discharge liabilities in the normal course of operations.

The financial statements include the following significant accounting policies:

**(a) Revenue Recognition**

The organization follows the deferral method of accounting for contributions. Restricted contributions are recognized as revenue in the year in which the related expenses are incurred. Unrestricted contributions are recognized as revenue when received or receivable if the amount to be received can be reasonably estimated and collection is reasonably assured.

**(b) Tangible Capital Assets**

Tangible capital assets are recorded at cost. Amortization is provided for using the straight line method and the following estimated useful life:

Computer Equipment	3 years
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**(c) Contributed Services and Donated Materials**

Contributed services and donated materials are not recognized in the financial statements.

**(d) Use of Estimates**

The preparation of the financial statements in conformity with Canadian accounting standards for not-for-profit organizations requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the year. Estimates include amounts payable for services not billed yet at the time these financial statements were approved and amortization. Actual results may differ from estimates.

**(e) Financial Instruments**

Financial instruments held by the organization include cash, accounts receivable and accounts payable and accrued liabilities. The organization initially measures its financial instruments at fair value when the asset or liability is first recognized. The organization subsequently measures its financial instruments at cost or amortized cost. Amortized cost is the amount at which the financial instrument is measured at initial recognition less principal repayments, plus or minus the cumulative of any difference between that initial amount and the maturity amount, and minus any reduction for impairment.

**CANDACE HOUSE, INC.  
NOTES TO FINANCIAL STATEMENTS  
YEAR ENDED MARCH 31, 2015**

**3. TANGIBLE CAPITAL ASSETS**

	<u>2015</u>		<u>2014</u>	
	<u>Cost</u>	<u>Accumulated Amortization</u>	<u>Cost</u>	<u>Accumulated Amortization</u>
Computer equipment	\$ 936	\$ 156	\$ -	\$ -
Net book value	<u>\$ 780</u>		<u>-</u>	

**4. DEFERRED CONTRIBUTIONS**

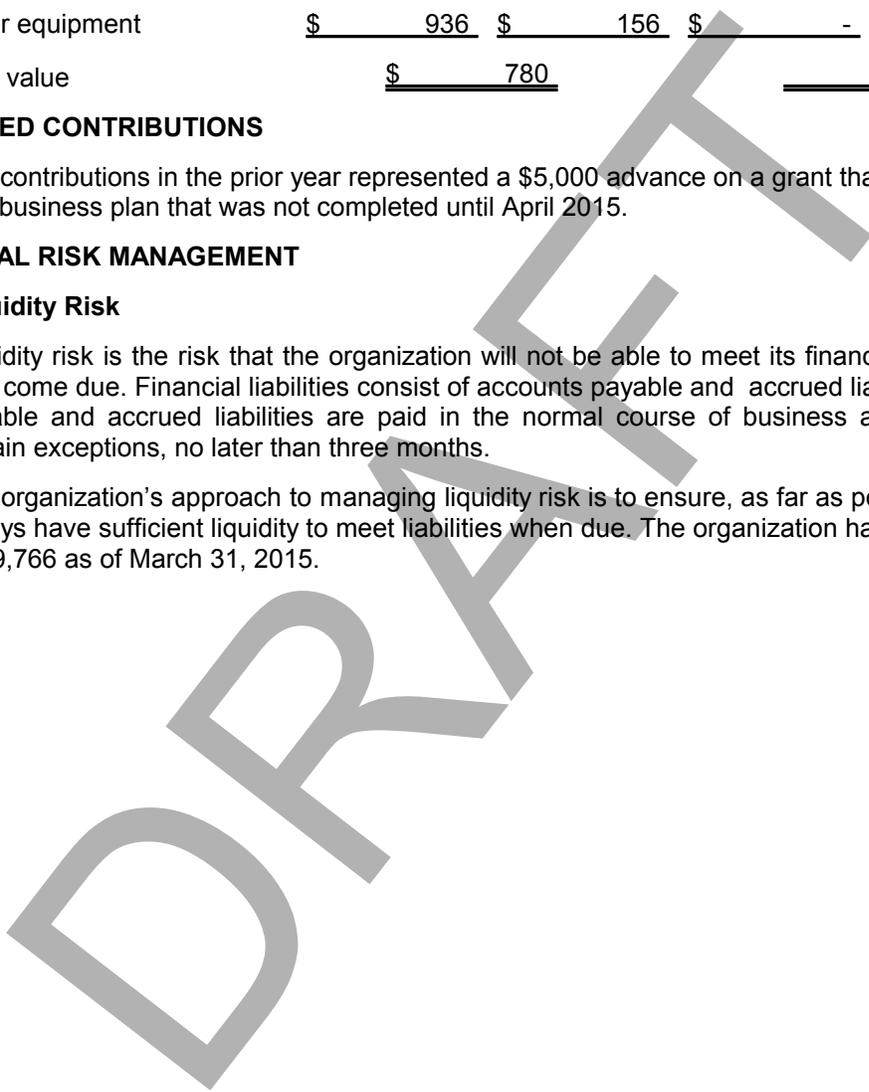
Deferred contributions in the prior year represented a \$5,000 advance on a grant that was received to pay for a business plan that was not completed until April 2015.

**5. FINANCIAL RISK MANAGEMENT**

**(a) Liquidity Risk**

Liquidity risk is the risk that the organization will not be able to meet its financial obligations as they come due. Financial liabilities consist of accounts payable and accrued liabilities. Accounts payable and accrued liabilities are paid in the normal course of business and except under certain exceptions, no later than three months.

The organization's approach to managing liquidity risk is to ensure, as far as possible, that it will always have sufficient liquidity to meet liabilities when due. The organization has a cash balance of \$9,766 as of March 31, 2015.



## Proposed Amendments to the Candace House By-Laws

*Changes noted in bold italics.*

3.1 Board of directors. The affairs of Candace House shall be managed by a board of directors (herein referred to as the "Board") consisting of no fewer than five (5) nor more than ***twelve (12)*** directors, who may exercise all such powers and do all such acts and things as may be exercised or done by Candace House and are not by the by-laws or any resolution of Candace House or by statute expressly directed or required to be done by Candace House at a meeting of members.

Explanation: Candace House Articles of Incorporation state the Board shall consist of no more than twelve (12) directors, not fifteen (15) as currently stated in by-laws. This amendment will bring by-laws in line with our Articles of Incorporation.

10.10 Quorum. A quorum for the transaction of business at any meeting of members shall consist of not less than ***forty percent (40%)*** of members present in person or represented by proxy.

Explanation: Current membership numbers are low. In order to avoid being unable to meet quorum for general meetings this by-law is being amended.

## Nominating Committee Report

The Nominating Committee for Candace House is currently composed of Darryl Stewart, as President and Chair of the Candace House Board.

There are 12 positions on the Board. There are 6 vacancies in 2016. Darryl Stewart, following Board approval, recommends that the following members be elected to the Board of Directors at the January 19, 2016 Annual General Meeting.

*The following individuals are nominated for a three year term:*

Ben Sparrow – CEO of Sparrow Hotels (Winnipeg, MB)

*The following members continue to serve as Directors (2015-2016):*

Darryl Stewart – Head of the Herd at IBEX Payroll (Winnipeg, MB)

*President and Board Chair, Elected October 21, 2014*

*Term: 2014-2017*

Murray Barkman – Private construction contractor (Winnipeg, MB)

*Member at Large, Re-elected October 21, 2014*

*Term: 2014-2017*

Alan Libman – Lawyer at Legal Aid Society (Winnipeg, MB)

*Candace Derksen Family Representative, Re-elected October 21, 2014*

*Term: 2014-2017*

Monica Ross – Associate Lawyer at Tacium, Vincent, Orlikow

*Secretary, Re-elected June 18, 2013*

*Term: 2013-2016*

Ann Poole – Payroll Specialist, IBEX Payroll (Winnipeg, MB)

*Treasurer, Filled vacancy December 1, 2014*

*Term: (2013)-2016*

Veronica Gagnon – Staff at Agencies, Boards & Commissions for Manitoba Government

*Member at Large*

*Term: 2014-2017*

*\*Note: Directors are normally elected for three-year terms, commencing from the date of election until the annual general meeting three years later. Directors are eligible for re-election.*