

Imagine Adoption

Proposed Board of Directors Meeting Minutes:

Date: September 24th 2009

Time: 6:30 p.m.

Location: Conference Call

Present: Lianne Armstrong, Kelly Cussons, Rob Eagleson, Samuel Getachew, Ted Giesbrecht, Christine Starr

Absent: Scott Farrell, Martha Maslen

Minutes prepared by: Christine Starr

Confidentiality

- All participants on the call agreed to respect Board meeting confidentiality moving forward

Board of Directors Appointment Process

- Previous board of directors were not properly appointed
 - Ted suggested someone contact IA's previous corporate solicitor, David Amy, regarding appointment process
1. Action Item: Lianne to contact corporate solicitor, David Amy, regarding Board appointment process.

Insurance

- Existing Board of Directors insurance transferrable to new Board and valid until March 2011.
 - Premise insurance needs to be purchased
1. Action Item: Rob will look into purchasing premise insurance

Office Set up

- BDO has informed us that the 780 King Street landlord is unwilling to return office contents
1. Action Item: Ted to follow up with landlord to discuss this and to advise about the confidential information contained on the computers the landlord is holding and the potential liability it presents for him.
 2. Action Item: Christine and Kelly will assist staff with office set up

Staff contracts

- Due to the benchmarks and milestones contained in the proposal short term work contracts for staff deemed preferable to employment contracts
 1. Action Item: Lianne to ask corporate solicitor about the required contents of such contracts.
 2. Action Item: Kelly to discuss contract terms with staff

Retainer Agreements

- Ted suggested that we ask corporate solicitor, David Amy, about drawing up the new retainer agreements
 1. Action Item: Lianne will create a list of key elements that need to be included in new agreements

Ethiopian Orphanages

- Ted provided an update on the status of the children remaining in the Ethiopian orphanages
- The importance of Ted and others (TBD) traveling to Ethiopia to work on repairing damaged relationships and renewing contracts was discussed.
 1. Action Item: Ted to call Ethiopia to update Martha Moges on recent developments and to ask Dr. Bulti about his assessment of initial funds required to secure relationship with orphanages until new contracts can be established.

Agency License Renewal

- Imagine Adoption's license renewal is due on October 12 2009
- Kelly advised that Martha Maslen has agreed to take the lead with respect to the license renewal process.

Suggested Agenda Items for next meeting to be held on Tuesday September 29th at 6:30pm by conference call (details will be sent by Kelly):

- Communications
- Board of Directors and Officer Appointments
- Retainer Agreement
- BDO transition

Meeting Adjourned: 8:30 pm.