

COURT FILE NUMBER: **KBG-SA-_____ -2023**

COURT OF KING'S BENCH FOR SASKATCHEWAN

IN BANKRUPTCY AND INSOLVENCY

JUDICIAL CENTRE: **SASKATOON**

APPLICANTS: **TWILA REDDEKOPP AND JEROME HEPFNER**

RESPONDENTS: **THE LIGHTHOUSE SUPPORTED LIVING INC. and
BLUE MOUNTAIN ADVENTURE PARK LTD.**

IN THE MATTER OF AN APPLICATION PURSUANT TO
THE NON-PROFIT CORPORATIONS ACT, 1995 REGARDING
THE LIGHTHOUSE SUPPORTED LIVING INC. AND BLUE MOUNTAIN
ADVENTURE PARK INC.

- And -

IN THE MATTER OF THE INTERIM RECEIVERSHIP OF THE
LIGHTHOUSE SUPPORTED LIVING INC. and
BLUE MOUNTAIN ADVENTURE PARK LTD.

AFFIDAVIT OF JEROME HEPFNER

I, JEROME HEPFNER, of the City of Saskatoon, in the Province of Saskatchewan,
MAKE OATH AND SAY THAT:

1. I am one of the Applicants and except where stated, have personal knowledge of the matters and facts in this matter. Where so stated, I do verily believe the same to be true.
2. I make this Affidavit in support of an application brought by myself and Twila Reddekopp in relation to the Corporations, The Lighthouse Supported Living Inc. ("Lighthouse") and Blue Mountain Adventure Park Ltd. ("Blue Mountain"), in which we seek to have an interim receiver appointed for the corporations.

3. I have reviewed the Affidavit of Twila Reddekopp prepared in relation to this application and confirm that, with respect to all matters within my knowledge, my recollection of events accords with what she has stated therein. I do not propose to repeat herein the information which is included in Ms. Reddekopp's Affidavit but adopt her evidence (to the extent that it is within my knowledge) as if restated herein.
4. I am a member of the board of the Lighthouse and, up until January 31, 2023, was also the president and one of the interim co-executive directors. I am also a member of the Lighthouse and a member of the board of Blue Mountain.
5. I have typically been the one to generate minutes or transcripts of the meetings of the Board of directors. It used to be my practice to generate minutes of each meeting, though as our meetings have become more contentious over the last several months, I have more often created a complete transcript so that there is a clear record of discussion. I have referred to and attach the minutes and transcripts throughout this affidavit where referenced. I believe these minutes and transcripts are accurate and that (grammatical or formatting issues aside) they reflect the discussions and decisions of the Board. I do note, however, that the minutes are not board approved. Mr. Salman in particular has advised that the minutes are deficient, though he has not provided me any specific feedback in terms of the content of the minutes. I can advise that with respect to the transcripts, all attendees were notified in advance that the meetings would be recorded; I have used Microsoft Word Online to generate transcripts from the recordings, so there may be some inadvertent errors in the transcription.
6. Attached hereto and marked as **Exhibit "A"** are excerpts from the minutes of the board meeting of January 12, 2022, which I prepared. As a board, we had agreed that certain discussions of the board would be in camera, confidential, and would not be shared outside of those present. As indicated therein, the board unanimously moved to place Mr. Windels on leave and to appoint Ms. Reddekopp and myself as the interim co-managing directors.

7. Myself and Ms. Reddekopp began acting in that capacity immediately upon appointment, and continued in those positions until January 31, 2023. During that one-year period, we have worked tirelessly for the Lighthouse, but there have been many stumbling blocks along the road. Based on the difficulties that Ms. Reddekopp and I had in trying to deal with matters for the Lighthouse and Blue Mountain (including ongoing and complicated issues with the finances of both organizations), the breakdown in the functioning of the board, and the financial risks currently posed to the organizations, I do believe that the appointment of an interim receiver is a necessary first step to ensure oversight of the organization.
8. From my review of my records, the Lighthouse board has met on nine occasions since December 2022. The dates of those meetings were December 9, 15 and 22, 2022 and January 6, 8, 17, 24, 26 and 31, 2023. I did not attend the meeting on January 31, 2023, though I have received some information as to what transpired.
9. When Ms. Reddekopp and I, together with Ian Hamilton, commenced the previous proceedings bearing court file number Q.B. 571 of 2021 (Judicial Centre of Saskatoon), the three of us comprised the audit committee. Mr. Hamilton has since resigned from the board. On January 6, 2023, the board passed a motion to reconstitute the audit committee, which is now comprised of Adeel Salman and Lisa McCallum. The initial motion would have appointed the two of them, together with Don Windels, as the audit committee, though Mr. Windels was removed from the final membership of the audit committee. The transcript for the January 6, 2023 meeting is attached hereto and marked as **Exhibit "B"**. The discussion and vote on the audit committee can be found from pages 27-38.
10. Although Mr. Windels ultimately was not appointed to the audit/finance committee of the Lighthouse, based on the discussion at that meeting, it is my understanding and expectation that Mr. Windels was to be actively involved in all aspects of the audit/finance committee. Since January 6, 2023, Mr. Windels has attended all meetings I have attended. He has also attended at the Lighthouse offices multiple times with Mr. Salman to review information in Quickbooks and Mr. Windels has

been the primary individual contacting MNP seeking additional information. Conversely, in so far as I am aware, Ms. McCallum has not attended any meetings of the audit/finance committee, not did she attend at the Lighthouse with Mr. Windels and Mr. Salman to review the Quickbooks. There may be additional meetings that I am not aware of. Mr. Windels has been asked by Mr. Salman to be in contact with the Lighthouse's auditor.

11. The Board of Blue Mountain created its own audit and finance committee at its meeting on January 19, 2023. A transcript of that meeting is attached hereto and marked as **Exhibit "C"** and the relevant discussion is found at pages 20-24. As noted, the two members of the audit and finance committee for Blue Mountain are Mr. Windels and Mr. Salman.
12. I did not vote on the motions for either of these committees, given my position (at the time) as president and my role in the outstanding court proceedings, but I have concerns regarding the composition of these audit committees for both corporations. It seems that all three individuals, Mr. Windels, Mr. Salman and Ms. McCallum may have personal and financial interests or have received personal or financial benefits in/from the Lighthouse and/or Blue Mountain. As outlined in the materials filed with QB 751 of 2021, there are significant issues regarding Mr. Windels' treatment of the finances for both organizations, much of which remains unresolved. Ms. McCallum did not regularly attend board meetings until December 2022 and did not respond to requests to participate in MNP's investigation of the finances of the two organizations. We have learned, in recent months, that Ms. McCallum's daughter was a tenant in one of the Lighthouse's properties (despite not being an individual who would have normally qualified for our programming) and that she had to be removed by order, at significant expense to the Lighthouse. Mr. Salman's spouse and father-in-law are employees of Blue Mountain (and his spouse has now commenced a lawsuit in regards to her employment), and his company, Anyon Technologies Inc. ("Anyon") provides Information Technology services to the Lighthouse.

13. I further have concern regarding the disregard the three board members (other than myself and Ms. Reddekopp) appear to have for the restrictions on the business of the Lighthouse which continue to apply. Namely:
 - (a) Following the December 9, 2022 board meeting, the minutes of which are attached hereto and marked as **Exhibit "D"**, Mr. Salman attempted to call an emergency meeting of the board, without regard for the notice provisions outlined in *The Non-Profit Corporations Act, 1995* and the bylaws of the Lighthouse. I have reviewed Exhibit "V" to Ms. Reddekopp's Affidavit and confirm that the emails attached thereto followed on the attempt to convene the board meeting in a way that did not comply with what I understood to be the required procedure;
 - (b) At its meeting on Dec 15, 2022, the minutes of which are attached hereto and marked as **Exhibit "E"**, a motion was put forward to hold a special charter member meeting on January 5, 2023, which would have included the election of board members. Such action is restricted under the September 17, 2021 order. As indicated in the minutes, it was only with the benefit of advice from our corporate solicitor who was in attendance that the motion did not prevail. Ms. McCallum followed up on the appointment of additional board members by email on February 2, 2023, a copy of which is attached hereto and marked as **Exhibit "F"**;
 - (c) At its meeting of January 24, 2023, the transcript of which is attached hereto and marked as **Exhibit "G"**, the Lighthouse board passed a motion appointing Ms. McCallum to the board of Blue Mountain Adventure Park Inc. Although I do not disagree with the principle of her addition, I do note that the Order dated September 17, 2021 prohibits the addition of board members pending further court order.
14. As noted above, the Lighthouse's IT provider is Anyon, which is owned in part by Mr. Salman. A copy of the corporate profile report for Anyon is attached hereto and

marked as **Exhibit “H”**. As indicated therein, Anyon has two directors, Mr. Salman and Ben Levesque, both of whom are also shareholders of the corporation.

15. Over recent weeks, I have been trying to deal with an issue concerning access to the Lighthouse’s Quickbooks and Intuit tax accounts. In approximately mid-January, it came to my attention that no one at the Lighthouse seemed to have access to either Quickbooks or Intuit, both of which are required for our operations. On investigating this matter, I learned that the corporate records at Intuit were out of date, and since we could not properly identify the contacts, we had to have the administrative access restored. This process took several days. When I started my investigation, as shown on the screenshot attached as **Exhibit “I”**, there were two email addresses associated with the account – “qbd_t_accounting@lighthousesaskatoon” and “accounting@lighthousesaskatoon.org”.
16. When I tried to retrieve the accounts with these email addresses, the Intuit website’s multi-factor verification came up with a partial phone number. For the “accounting@lighthousesaskatoon.org” address, the last four digits were “7115”, which was not a phone number that I was able to match to anyone associated with the Lighthouse. For the “qbd_t_accounting@lighthousesaskatoon” address, the last four digits were “9050”. Mr. Salman’s business partner at Anyon, Ben Levesque, has or had a phone number which ends in these four digits. I note that the account was last accessed with this email on October 20, 2022. As far as I can ascertain, no one at the Lighthouse gave anyone at Anyon instructions to do anything with Quickbooks or Intuit in October 2022, so I have been unable to determine why anyone, including Mr. Levesque, would have used that log in.
17. During December 2022, I had come to suspect that some sort of forensic software has been installed on the Lighthouse’s internal email system. I came to this suspicion following the board’s meeting on December 15, 2022, the minutes of which were previously attached and marked as Exhibit “D”. During that meeting, Mr. Windels indicated that he heard on that day that “the shelter funding, any

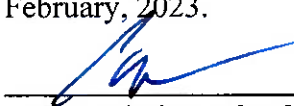
funding for the shelter including the *per diem* is being stopped by the ministry”. This notification, at the time, had been received that same date by email and could be accessed only in Ms. Reddekopp’s Lighthouse email inbox. In follow up, she and I contacted Social Services and confirmed that Mr. Windels was not on any of its distribution lists at that time. We have been unable to determine how this information could have been received by him otherwise.

18. As outlined in Ms. Reddekopp’s Affidavit, the Lighthouse is on the verge of receiving an application for receivership from one of its major creditors, Affinity Credit Union. I do not wish to see this happen, as the organization will lose any ability to control its future. One of the primary reasons for seeking the sale of the Blue Mountain lands was to ensure that we would have sufficient cashflow to meet our reserve requirements and ongoing debt obligations. The Board has been unable to deal with the sale or to address important financial decisions.
19. As further outlined in Ms. Reddekopp’s Affidavit, although I did not attend the January 31, 2023 meeting of the Lighthouse board, I understand that there were several motions passed at that meeting to remove the two of us from our positions and to restrict our access to information regarding the Lighthouse and our communications going forward. I can confirm return of the keys and fobs as requested, and that my Lighthouse email access has been revoked.
20. I believe that an interim receivership is necessary so that an objective, third party can attend to pressing matters in relation to the finances of the Lighthouse and Blue Mountain. As indicated in the correspondence attached as Exhibit “I” to Ms. Reddekopp’s Affidavit, the Lighthouse has recently been notified by the Ministry of Social Services that it is withholding a significant payment as a result of the failure to the Lighthouse to report adequately on its finances. Although we have been working long hours and dedicating our efforts to the Lighthouse, including with the support of our professional advisors at MNP LLP, we have been unable to address all of the outstanding financial matters.

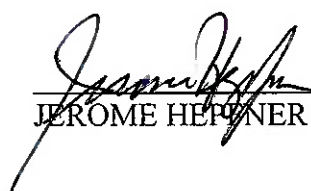
21. As indicated above, I have reviewed Ms. Reddekopp's Affidavit sworn in this matter. I share every concern that she has outlined therein. As interim co-managing directors, over the past year, she and I have been in constant communication with one another, and with the donors, funders and community partners of the Lighthouse. We have worked tirelessly, at great personal expense, to try to salvage some of the good work that the Lighthouse has done over the past several decades. It is my view that given our removal from the positions as interim co-executive directors, the composition of the finance and audit committee and the inability of the board to communicate in any sort of reasonable way to make decisions for the best interests of the Lighthouse, that the appointment of an interim receiver-is necessary for the organizations to get a handle on their finances and a true picture of what is required to move forward.

22. I make this Affidavit for the information of the Court and for no other purpose.

SWORN (OR AFFIRMED) BEFORE ME)
At the City of Saskatoon, in the Province of)
Saskatchewan, this 7th day of)
February, 2023.)



A Commissioner for Oaths
For Saskatchewan.



JEROME HEPPNER

My Commission expires: _____

Or being a Solicitor.

This *Affidavit* delivered by:

**ROBERTSON
STROMBERG**

ROBERTSON STROMBERG LLP

Barristers & Solicitors

Suite 600, 105 – 21st Street East

Saskatoon, SK S7K 0B3

Lawyer in Charge of file:	Candice D. Grant
Direct Line:	(306) 933-1304
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E-Mail:	c.grant@rslaw.com

MINUTES

Purpose: The Lighthouse Board Meeting
Location: Zoom Call
Date: January 12, 2022
Time Start: 7:00 PM **Time End:** 8:25PM

This is Exhibit A referred to in the Affidavit of
Jerome Hepfner
sworn before me this 7 day of
February, 2023
[Signature]
A Commissioner for Oaths for Saskatchewan
~~My Commission expires~~
OR Being a Solicitor

AGENDA

Topic No.	Topics to be discussed	Time
1	Call to order	7:00pm
2	Confirmation of Quorum <ul style="list-style-type: none">- Don Windels- Jerome Hepfner- Twila Reddekopp- Ian Hamilton- Adeel Salman- Pierre Trudel – arrived @ 7:30- Lisa McCallum - Absent	
3	Review of minutes from prior meeting	

Topic No.	Topics to be discussed	Time
4	<p>Update from Don on Notices from Fire Department</p> <p>When were these two documents delivered to the Lighthouse? Both delivered yesterday.</p> <p>How is it possible to have so many infractions on required Safety Code Regulations?</p> <p>Who is building the project plan (cost, schedule, resources) – Raelene building the plan, Ed will oversee the work. I hope she has everything in a spreadsheet – meeting with Ed.</p> <p>Don indicated there is a meeting tomorrow to revue items and set plan. It will depend on Ed tomorrow morning on what he has developed</p> <ul style="list-style-type: none"> • Depends on what Ed can handle. • Students come in to fill holes – a repeat of what we did in 2003 Back in Jan 21 2003 Don was put in charge of Lighthouse. Lighthouse had received notice from Fire Department 6 months before and was not getting it done. We had a deadline and we did what was needed and got it done. <p>Raelene will be in charge – Don will keep his eyes on it.</p>	
5	Update from Don on approach to secure structural engineer	

Topic No.	Topics to be discussed	Time
6	<p>Discussion and decision to secure Structural engineer to assess load bearing beam in Dube Tower</p> <p>Don Initially approached Concept Designs – history working with Lighthouse. Principle Thomas Nahachewsk not available. Concept recommended KL Engineering Inc. https://kleng.ca/contact/</p> <p>After reviewing Website appears to be a small firm – of one engineer (since 2013)</p> <ul style="list-style-type: none"> • Does not appear to be any further discussion on qualifications on this type of structure. • Does not appear to be any further investigation on alternative options. <p>In discussions with fire Department their go-to engineering Firm for this type of work is Robb Kullman Engineering llp. http://www.robb-kullman.com</p> <ul style="list-style-type: none"> • Has team of 6 engineers with significant experience (since 1976, 1994, 1995, 2004, 2010, 2012) • Is able to be on-site Tuesday January 18, 2022 <p>Motion to contract Beam inspection with Robb Kullman Engineering LLP</p> <p>Moved by Jerome:</p> <p>Seconded By: Ian</p> <p>Twila - yes</p> <p>Adeel - Yes</p> <p>Don – abstain</p> <p>Pierre - yes</p>	

Topic No.	Topics to be discussed	Time
7	<p>Don to provide update on status of situation at Avenue I South</p> <p>In dialog Jerome and Twila had with the Fire Department, it was discovered that there was a situation at 917 Avenue I south. On October 26, 2021.</p> <p>Don Can you please provide us with an understanding of:</p> <ul style="list-style-type: none"> • Fixed and being used. • What happened • When was the plan to bring this to the attention of the board • What was the level of damages? • What is the plan on how the repairs are being managed? • Who's insurance is being used to pay for the damages? • Did not put insurance on that property – will be responsible for • Letter from Sask Housing that they consider it our responsibility. 	
8	Don Recused from rest of meeting	

Topic No.	Topics to be discussed	Time
	<ul style="list-style-type: none"> • Ensure proper management decision making processes related to scoping and planning projects and operational capacity. 	
10	<p>Motion to put Don on Leave</p> <p>That Don Windels be placed on administrative suspension, with pay, pending the outcome of the Board’s investigation into his conduct with respect to the state of the facility, reports made with respect to the facility and his actions to close a portion of the shelter and relocate the residents without approval of the Board; and that for so long as the suspension continues, that Jerome Hepfner and Twila Reddekopp are empowered as interim co-Managing Directors and authorized to take such actions and address such matters as would customarily be dealt with by the Executive Director, including informing the staff of this motion (provided that Mr. Windels’ suspension and the reasons therefore shall remain confidential) and management of staff.</p> <p>Moved by Jerome</p> <p>Seconded Adeel</p> <p>Twila - Yes</p> <p>Ian – yes</p> <p>Pierre – Yes</p>	
11	Adjournment of Meeting 8:25	

Audio file

GMT20230107-005936_Recording_1.m4a

This file has been transcribed from the Meeting Audio by Microsoft Word Online.

Edits include:


Removal of redundant time stamp / Speaker markers

Text edited for readability only

Transcript

Attendees:

- Jerome Hefner
- Twila Reddekopp
- Don Windels
- Adeel Salman
- Lisa McCallum
- Mark Vanstone (facilitator)

This is Exhibit B referred to in the Affidavit of
Jerome Hefner
sworn before me this 7 day of
February, 20 23

A Commissioner for Oaths for Saskatchewan
My Commission expires _____
OR Being a Solicitor

00:00:20 Jerome

[Individuals entering meeting]

00:01:39 Mark

I was just going to say that. I was glad that Lisa had had participated in in that one meeting, and from some of the things that she had said, I thought that she might be. Intending to be more regularly present and I was wondering, is there this somebody have a relationship with her such that they could reach out to her? And just kind of see where she's at in terms. Of participating because I think it you know; the lighthouse needs all of its people.

00:02:28 Jerome

I will reach out as well, hoping someone else will as well.

00:02:41 Don

Do we have an agenda for this meeting?

00:02:44 Jerome

The primary, there's actually three items that I'm going to list off here. The biggest one is this originally was posted as a brainstorming session in terms of looking at cost management issues, cost management opportunities as we continue to move forward. The one predominant one was needing to reduce the cost on the shelter direction on it, and so that's the document we sent in terms of what has been done to date and what the real material impact is on a go forward basis.

And then after that it's a matter of how do we start identifying and then we all the steps that we'll get into all. The details, but there's that.

Adeel you raised the question around the Minutes and so I wanna make sure everyone has a chance to be heard and we can discuss because really, we're finding the minutes in in subsequent

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conversations. Is really a normal practice at the end of the day, if somebody has a question about them?

And then we actually have a third item that just surfaced today that it's a high priority item that we need to bring to everyone's attention before the end of this meeting. So I'd be looking for feedback. With everyone here in terms of how we would actually approach that, so actually Lisa is here, I'll just join her in.

00:04:01 Mark
OK.

00:04:02 Jerome
And I'll repeat what I just said so she can hear it as well. Waiting for her to join in. At Lisa, you're there. You have audio.

00:04:15 Lisa
Yes, I'm here.

00:04:16 Jerome
Wonderful, great, great that you're able to join us. So, this meeting here like when it was booked, was predominantly positioned to be a brainstorming session to start looking at. Cost management opportunities. Notably, how aggressively can we look at shutting down the shelter given that the end of the funding shared some documentation that was provided in terms of the steps that we've already done to produce the beds. And some of the material. Impact that that is having in terms of on a go forward savings opportunity. And then part of it was looking at what. Where else can we start looking at options as we continue to move forward and that was. The purpose of this session. Adeel raising issue today around the concerns around the prior minutes where I basically I wanna make sure everyone gets heard because really adopting minutes. Based on feedback, is a really a normal process in almost any organization as they move forward and there's a third item that just surfaced today. That is a high priority item that we need to bring to everyone's attention and discuss before the end of the meeting. And so, I'd like to be able to get some feedback from everyone in terms of how we'd like to approach those three items.

00:05:32 Adeel
So what is it last item?

00:05:34 Jerome
Basically it's a new item that surfaced. It was a letter that we received from Affinity that I'll be I want to share with everyone and it would require some action on the board that as we move forward.

00:05:44 Adeel
OK.

00:05:49 Jerome
And so we can deal with that first, or we can deal with it later, depending on how everyone wants to approach these three items.

00:06:00 Adeel

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I think let's start with the. With the item that was put forward, this meeting was called from the very onset, so let's talk about the shelter.

00:06:12 Jerome

OK, just bear with me for a few seconds here. And if I'm going. From a flow of meeting perspective, Mark is here as well. So he will kind of assume that the facilitator role again like he has in prior meetings, just so everyone's on the same page for that as well. His role will be strictly be as a facilitator, no decision maker and anything that gets passed needs to be done as. A consensus of the board.

00:06:36 Mark

Well, I think that.

00:06:38 Jerome

I just want to add something as well, Mark.

00:06:40 Mark

Yes, I think it's appropriate to tackle the cost issues that we were looking at our at our last meeting and. Will open the floor to anyone who would. Like to open with. Discussions around addressing. Lighthouse costs at this present time.

00:07:12 Don

What is the current state of our cash?

00:07:21 Twila

Right now it's pretty tight.

00:07:27 Adeel

Well, is there a number? Pretty tight doesn't tell us anything, doesn't that? It's pretty tight.

00:07:33 Twila

I didn't check today.

00:07:38 Jerome

Yeah, I think the short version of it and this this is going to lead into the letter from Affinity right now is from a cash flow perspective. We're basically working from as the checks come in, we're basically paying off our payables as we're able to as we come through, which actually there is a backlog of payables that are in place right now. Depending on how cash, how payroll gets processed, it does require us to dip into our line of not line credit into an overdraft state which Affinity has been working with us on the last little bit. Last I'm aware of is as of earlier today, the we are in a positive cash situation in our accounts. But we're basically on a cash basis only right now.

00:08:29 Adeel

I'm sorry, I'm a little confused, so is it pretty tight or is it cash positive? They're kind of self contradictory.

00:08:38 Jerome

I'm not sure the differentiation in it right now in terms of right now as cash comes in from the health and that we're able to bring our accounts back into a positive state. But based on our larger ticket items

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like. Payroll we are dipping into a negative state in in our affinity account in terms of an overdraft state which we are able to recover when we have another next large check that comes in from A cash flow perspective. I think as based on the financial statements we've seen right now is we are tracking in the negative.

00:09:23 Adeel

This is not directly related to an to the well. This is directly related, but it's not. Relevant because we are where? I just need to get a clear understanding. So I saw that the total estimate savings is 70,000 roughly now. When did we actually start so the funding stopped end of September? If I'm not correct from.

00:09:47 Jerome

And the contract, at the end of September the government extended it for two more months to the end of November, and the funding stopped at the end of November.

00:09:58

OK.

00:09:59 Adeel

So December was the real month when we did not have any cash.

00:10:04 Twila

From social services, yes.

00:10:05 Jerome

On social services relative to the shelter services, yes. The and then as September 30th. The that's where the transitions have started from what we call the anchor program in terms of the other CBO's that are still in the building. So we're still getting rents from those. But the anchor program funding was how was stopped at the end of September.

00:10:27 Adeel

Since the end of September, we knew about the September situation back in end of June, actually. But let's say since September end when we got two months more extension, what avenues for funding were explored? If any.

00:10:47 Twila

We had some conversations with Saskatoon Community Foundation. Had conversations. Well, we did have some very long conversations and we still have weekly conversations with social services. Saskatoon Community Foundation went to the debate. And we talked to some. Other larger what could be potentially larger donors?

00:11:20 Adeel

Right, so just to get a bit more clarity so. What is the? Deficit amount that we are trying to get. Is there a number that we are trying to get that we have to meet to make sure we're back? We get the. Things back to balanced state.

00:11:47 Twila

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Well, eventually we have to get the payables cleared off and we have to look at after we're done with cost savings, we have to look at kind of what we need to survive going forward.

00:12:00 Adeel

Right, But that's the point. It can't be after like we need. We don't have an understanding as of now that what deficit like a dollar figure. This is the number we are trying to get. Or because that would help me and at least for me, me understand that OK losing 70,000 will help fill X amount of gap with that deficit. But then there's still this much remaining that we. Have to meet.

00:12:25 Jerome

Yeah no, that's 70,000. Is the amount of money that will be saving from being of the full shelter. That's the savings number based on the reductions in this in the shelter services that are in process of happening.

00:12:36 Adeel

OK. And then.

00:12:38 Twila

As of February 1st, we'll start saving 70,000. Dollars a month.

00:12:43 Adeel

OK, but then from a deficit like funding cut of standpoint, what is the amount that we are looking at? That we need to kind of recoup.

00:12:55 Twila

Like that was in the. Cash flow statements that. Byron provided. And I don't have my fingers on them. Off the top here.

00:13:20 Mark

Jerome, you mentioned the reliance, the periodic reliance. On overdraft what? What sort of dimensions? Are attached to that.

00:13:37 Jerome

Well, right now I think the last the they're in a positive state right now I think is somewhere between the 80 to 90,000 range right now. I think we have gone down. Help me outwardly here we've been. We've been sad. We had swings. I think into the negative into 50,000 plus.

00:13:54 Twila

Yeah, we had 96 with just depending on when payroll dates run and when money's come in.

00:14:03 Jerome

Yeah, between the rents and the other revenues coming.

00:14:13 Adeel

Thank you, mark. I think that kind of. Gives direction to the question I had so give or take 100 grand is what we are. We would like to make up on a monthly basis to dig ourselves out of a hole. Am I right?

00:14:26 Jerome

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Yeah, that that would give us consistent positive cash flow in the account to avoid the need for the draw into a negative state in the cash flow. Perspective that we still would need to have to address the outstanding accounts payables. To bring us back into a true positive state.

00:14:56 Adeel

100 grand for the lack of just for now the number we are working with. 100 grand per month. How long will we have to continue with it to make sure? Like would this be an annual plan? Is it a 5 year plan? 10 year plan?

00:15:14 Jerome

Well that is the immediate in terms of A5 year and a 10 year plan is kind of would be bogus at any level because no organization can almost do a true five year plan anymore. But in terms of planning for an annual to biannual perspective, this that gives us whole immediately. But obviously more planning needs to be done because we have to contemplate what health may be doing in the foreseeable future. They have not given us any notice of what their next steps might. They're currently in a holding pattern at this point, but that is so we'd have to contemplate that as well.

00:15:53 Adeel

So five year. Not trying to get in. Yeah, I just find it. No it's not.

00:15:59 Jerome

Yeah, you can do. You can do five year planning to appoint out the big scale level, but you can't rely on those numbers cause life changes and monthly or year to year the environment changes so you obviously have to update your plan every five years cause you have to have a target. To hit, but in terms of material terms, real planning can only happen in probably in a one to two year time frame. In terms of real numbers.

00:16:19 Adeel

Well, real planning can only happen day-to-day in that respect, like I'm not sure if that applies to this situation.

00:16:23 Jerome

That's true.

00:16:26 Adeel

A5 Year plan gives us an idea where we are scoping towards. Yes, it will need evaluation every. Year we would. Need to read restrategize but it's not bogus. Bogus is not the terminology I would use.

00:16:36 Jerome

Again, your that's fair statement. That's an incorrect term to be used in terms of is not reliable. If you wanna stretch your planning to five years. Right now one of the major things that would happen between now and five years is health. Health services will be removed because that is the direction they're working towards. They haven't given us a timeline.

00:17:01 Adeel

And maybe the reason I'm saying that is maybe it's also time to kind of reevaluate and rethink exactly. And this is kind of related to what Don mentioned last time that we what is what is the core of our services that we. We would be able to sustain. Draw funding towards and are able to support and continue to operate with.

00:17:33 Jerome

And one thing I'd like to offer at least is that common terms of what's our core. Is the purpose that Lisa you highlighted real quite nicely in the in our last meetings, our car is to serve the people and ensure that the the vulnerable of the of the city have the services that they require and that the majority of the clients that we do serve in this are types of people that are not typically served by any other organizations. At least in the city. In terms of the nature of their complex needs and mental health and addiction side of things, that's that combination is has been the core of who we are. I believe up until. As we continue to move forward here so and that's that has been our core. And I'm not sure exactly what how level of brainstorm you want in terms of mission and core services we want to go into.

00:18:22 Adeel

So do we, do we have?

00:18:22 Jerome

Is that is that that that is, that is a that is a longer term planning conversation, but that that has been the core. If I could say it that way.

00:18:28 Adeel

No, what I mean is do we have a list of services that we have and then based on that what funding is available for that service? So when you say vulnerable, that's A and I I do agree that yes, we vulnerable. People should be taking care of, but that's a very broad term when it comes on services. Then mental health complex needs and addiction. Of those are the three services that we're gonna dealing with. Then in that sense, do we have? Potential funding related to that? Or is that something we can't sustain what I'm trying to get at is what is something that is still sustainable for us? And this is the whole thing.

00:19:06 Jerome

Well, the other than rents which the people have, they have they have peoples in rooms paying rents to us. If we want to talk a longer horizon of time based on our current realities, the only longer term contracts we have in place are with her. And at this point their direction is to be removing them. And but with no known timelines right now. So if that is going to be manifesting sometime in the, I'll say in the next year just or sometime next summer to move up the timeline a little bit. That basically renders us a landlord.

00:19:44 Adeel

Umm, and the reason I said I'm talking about all this is that the I had mentioned in in the past meetings as well. And then in one of the emails that you referenced that you know what can we do? So I did have reach out to my contacts and there are two people who are interested. In actually. Doing some donations of. Quite large amounts of money, but they are very much entrusted. They're from the onset. They're not happy with how things are right now. They have very blatantly said that they, but they still want to support the cause, but they need to know a 5 to 10 year plan. How what the goals are

and what the needs in that respect. From what I'm gathering right now, it's damaged right now in a damage controlled state of mind #2. There is no. Clear cut goal. Even where we are going with this and lastly. We do not have which we should have anyway. I think we had some I we did the brainstorming session. It is somewhere but at the as of this point we don't have a long term plan so. I can very much see why fundraising is a challenge. Like I'm not saying at this point, with the information that's being circulated, I have nothing that I can take back to those people and be like, hey, look at this. Let me introduce you to the board. Let's have a meeting. Let's talk about this. And there's two individuals. Who have indicated that be happy to help, but they're not happy with the current state of affairs. So student says.

00:21:30 Jerome

OK, so so so I guess part of it then is, So what? What do you see as the core in terms of what they would they be willing to fund? And what are the issues they see that need to be addressed?

00:21:49 Adeel

Before I ask this question to a potential donor, I'd like to. Have my ducks in a row.

00:21:54 Jerome

No, I'm not talking about names were as big because you said they have interest and they're interested. They're not satisfied with the current state of affairs. So part of the question would be is what are the critical elements that the in terms of feedback you're hearing that needs to change. To provide funding from the people you're hearing to from. Not even necessarily the specific funds you're talking about, but what are what do they see as needing us to move forward with?

00:22:22 Adeel

So lack of social presence is number one. There is literally nothing being done. To build social reputation for the past six eight months. #2 there is no strategic. Discussions or planning that's been highlighted from our side. Most people think we're shut down already. Most people think that we've shut down and the shelter is on Confederation. Whatever the new place is. Sorry about that. So in that respect, my point of. View is that if. We have an understanding. Hey, these are the services we can sustain to make sure these services can work on a long term basis. This is kind of funding we need. And this is how we would utilize that funding. Then there is a stance that I can take back and be like, hey, this is where we are at. This is what we would like you to help us out on. Would you been trusted?

00:23:25 Jerome

OK, so then I'd open up the floor to the two individuals to say OK, So what? How would we approach or what do we see as our core? Because a lot of our core is a shelter services right now. That's one of the things we found even though. Like we are shut down we we're working with the groups Salvation Army and STC don't have the capacity to deal with the people that are that are working. We're working with right now, so having supported living, having shelter slash, our stabilization unit are is a unique group. Demographic of individuals that really don't have another place to go at this point in time, so those would be two of the quite the highest needs services that need to be considered.

00:24:16 Don

Can I interject?

00:24:16 Jerome

That are the. That are that are the most visible and the most impactful of people who are the vulnerable. In their city.

00:24:23 Don

Can I interject sure? I think we're getting off track. We are in a situation where we started out this conversation stating that we don't really know where the cash is at we're. Kind of positive. We got a huge accounts payable. We are in dire straits and probably our lives, and to put our any effort into a long a large donor is almost like. Gambling at this point in time we have to show that we got things turned around and that we're doing what?

00:25:07 Jerome

Yeah, we're managing what we have and I thank you for saying that Don, because that's really a fair statement to make is that we can talk strategy, but right now, while we want to use the term damage control right now, that's a very true statement. We gotta stabilize where we're at right now so we can build on it. And yes, conversations about larger donations for long term sustainable services. Is valuable and probably has to happen in parallel. We have to stop the bleeding, you're right.

00:25:35 Don

Exactly and we are bleeding a lot and even in the numbers that were presented on the shelter I would like to. Point out some facts, or at least maybe ask for clarification. Additional savings of 41,000 utilities, maintenance and janitorial. Are we laying off people so that we actually have a redo? Because if, for example, with janitorial, if we're if we're not laying someone off, we're not going to save in janitorial if we're just shifting the duties from one part of the you know to a different budget, that's not, it's not saving actual savings. Same with maintenance. We got to show, OK, what staff are actually. Being let go to save that \$41,000 and utilities. Most of the utilities are fixed. Our heating costs are pretty much fixed. We can. We can lower the temperature a little bit. But it it's not gonna produce much in savings as far as utilities go, so I highly doubt that. We're going to save \$41,000. Unless you can show it on paper, which staff are actually making up that 41,000? I do have questions on the. The actual shelter costs themselves. We say we were going from 15 down to 7. I'm not sure why we're taking so long to enact this because. In the cash flow that was. That was presented earlier, we show about 150,000 loss per month. Every week is costing us what is that divided by 4 you know like that's a lot of. A lot of money. So the delays. I'm not sure why. I'm also critical of asking the managers to give us a budget, and waiting until the 18th because everyone knows they're going to wait until the 17th actually get this done. We need to and it shouldn't be them coming to us seeing what we cut. It should be us setting the budget and telling them what they can spend. I'm Very disappointed in what's been presented so far. It's not a plan, it's not. It's nothing we can really work on. It's not much at all. If we're saying that that our what we're doing is so great that we. Just need to do it and continue to close our eyes and not have our bills paid. We won't exist. And that was the situation. I came into 20 years ago. Her philosophy was. We do the work. And then we believe God for the money. And my philosophy has always been we believe God for the money. Then we do the work. And unfortunately for the last year it looks like. You guys have been going back to the old. Do the work and we'll just blindly go ahead and hope someday someone's going to. Pay for all this. It's almost impossible to raise funds for debt. And we're going to have a hard time until we show that we're. We can actually. Make ends meet and pay our bills and pay those payables because they're going to start squawking soon. And to have about 700,000 in payables, that's going to take a long time. To pay back. So we are in dire straits and we better start acting like it.

00:30:05 Jerome

And yeah, exactly, and that's why we need to start looking at where we can secure funds, where we can secure opportunities. You can, I don't know, or the characterization you provide in terms of a philosophy isn't probably the I would. I would disagree with that, but that's neither here nor there. The reality is we do need to look at where we can liquidate and get back to our core and from a lighthouse perspective, our core is the services that we provide. Not the real estate that we own, and so in terms of coming up with concrete plans to write the balance sheet. One of the very strong things we should be looking at is how do we liquidate the assets like in north? For amongst other things to help us write our balance sheet and that by itself would deal with things like the payables and the other things that we need to bring to the table. Because we can cut a person here, a person there, but that to your point needs some to be more dramatic.

00:31:08 Don

I I disagree with you. Very strongly disagree because. What you're doing is you're selling an asset to pay for operations, and that should never be done. We have to do it in this situation because you put us in this situation. But it that that's wrong thinking. All altogether, you should never borrow money to put into operations, and we shouldn't be selling assets to put into operations. Operations should be. This is the how much we're making and expenses. Are less than that. Whatever that amount is. And that's what we should be aiming for. I mean, obviously we're in a lot of debt now. But so we got to get out of it, and probably the only way to do that is to sell assets. But that should never have been. The game plan.

00:32:11 Lisa

I think there needs to be a management plan like a of where we today right? And it goes back to what has been presented is just. It's a, it's just not good. It's not good material at all. Don, you are right like we should never have been put in this position that we have to sell assets because the goal prior to. Our conversation today was our assets would be the one that would move the lighthouse to be more independent. And more sustainability within the future. I think that we that we need to have a. A plan of action. We need to have concrete numbers and we need to talk whether we talk about the direction where we're going now. I think that's important and I and I know for a fact that's our responsibility as board of Directors, and it's not the sole responsibility of the. For code it is of the lighthouse. And so we need we need to move that direction. You know, Jerome? You say some good words in that, but not all either. You know. And so I, I think we need to move that move into that direction. Because it's just again you. You talked about philosophy and that, well, that's kind of what we're doing on this call tonight and we need to move forward. We need to move forward. We need to set a plan and as you said, a plan that that shows the sustainable. Buddy whether it be for a month or two and to pay some of this debt down. And how do we? But how do we do it? You know? And where are we at today?

00:34:25 Adeel

So just to add on Lisa and Don's comments. I saw the e-mail as well. For the kind of discussion at the very beginning, I do want to ask a question here that what is the plan this what what's been showed is? Something that was proposed by Don and that was in December. What is the do the interim Co managing directors have a plan that that we can discuss.

00:35:05 Twila

I kind of thought that that's what we were supposed to be doing tonight was discussing what everybody thought as to where we. Could move forward.

00:35:18 Adeel

You know from the last meeting that. Today was when we brainstorming was prior to that. Today was when we discussed the plan that was going to be brought to the table.

00:35:28 Jerome

No, today was a brainstorming session in terms of agenda item so that we could bring to that we sort. We're supposed to bring a framework document based on the best data that we could secure based on their vacation schedules that everyone that had over the Christmas season. Which we did, and we could focus on the shelter piece of it at this point in time, and this meeting was a position as a brainstorming session.

00:35:52 Adeel

So this is the framework that that we're going to discuss the. One that was emailed.

00:35:57 Jerome

It was, it was there's a framework document that we could get together based on the available data. We could get access to.

00:36:07 Adeel

Well, I got a second on this that we are in dire straits. And from some for some precariously odd reason. The urgency of times being undermined here. We're talking two weeks that we basically just. And every day it's still costing us. A huge sum of money. This should have been. Sorry, just go ahead.

00:36:53 Lisa

So let's talk about this shelter cost for an example, right because we had. On the on the discussions here we had 66 beds and now we're targeting to end up with 15 beds. As of February 1st. That is like three weeks away. And it needs to run like as you say, whoever wrote this? Jerome, So what is what is your? Since you put this together, what is your recommendation? Jerome, you say there are currently 5 long term clients, which is. It brings in that 4000 or whatever, but and then you present the total estimated to save \$70,000, right? So on this \$70,000. Like is this this is front end staff. Is this front end stuff?

00:37:57 Twila

Combination a a combination of front end staff, maintenance and janitorial.

00:38:06 Jerome

And to your point, Don earlier is yes, there would be real people laid off to.

00:38:10 Jerome

Realize those savings.

00:38:23 Lisa

So we're only guaranteed those five beds right of those long term folks that are in there.

00:38:30 Twila

Right now, yes, they're actually LSU clients that are waiting for long term supported Tower living.

00:38:40

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OK.

00:38:46 Lisa

So this is 1 proposal that we can have a discussion around, right? Of the shelter cost of the current based on 66 beds, but the shelter cost as of February 1st based on 15 beds.

00:38:59 Twila

Yeah, and those the bulk of those 15 beds would be. We have to remember that LSU funding is still there for an 8 hour shift. That's why it's included in that. And the shift numbers. So we have to. We have to have beds for LSU. And there would be 10 beds for LSU and five for what we call now shelter. Because we've got these clients that are still waiting for long term housing. But they can't be just put anywhere. They have to go into the supported tower.

00:39:42 Lisa

And Dubai center.

00:39:46 Twila

On the debate side.

00:39:46 Lisa

Dubes house. OK, so on this. These 15 beds that will come in effect as. Of February 1st. So really.

00:39:57 Jerome

We we've so did this, was this a point of clarity? Is the 66 was their maximum capacity. We have already reduced beds in this point in time, so we're working. It's I don't.

00:40:03

Right?

00:40:06 Jerome

Know what a current county we're. We were below 30, but at the beginning of January and we're below that now as well, so we're not at 66 right now.

00:40:15 Lisa

I know, but the thing is because. If you're not at that capacity right now. So are you shutting down certain? Is the plan to shut down certain sections of the shelter because like the male and female side of it like? How is that all working like?

00:40:39 Twila

Yeah, they're like there's certain areas that are going to be completely shut down. There still will be a section for men and a section for women, but there there's certain areas that will be completely shut down like what they're working on right now is to get all the like cleaning done, and as we. We've the reason why there's a transition plan like that is because fire and police asked if we would please. Not to do it overnight so that there would be an influx of people on the street and we said yes. So that's why it's. Transitioning down, it's not just overnight. And when we're done, when we're done, there will be 15 beds 10 that will be available for LSU for the stabilization shelter and five that those long term clients will be in.

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00:41:31 Lisa
So right now.

00:41:31 Twila
Until we can find them housing.

00:41:34 Lisa
Like right now. Earlier on in the discussion there, I believe Jerome you were talking about what SEC's doing and. Salvation Army in regards to the shelters. Like so. Is social services taken into all that into account like of where are these people going to be going like for the homelessness stuff?

00:42:06 Twila
They're trying, but again, that's why we we've taken a transitional approach versus doing it right off the hop because there has been nights those really cold nights where they were on overflow. They had no place to their the hotels that they that they were using. They were full. And the next cold snap that we get. They're going to be full again. And they're I don't know where the people that we're using our shelter prior. I don't know where they're going to go.

00:42:41 Lisa
Right, so again, I and I asked the ask this question just out of curiosity or being naive or Whatever you want to call it. What is taking like? I know that we have to have. A process in regards to this court. And all of this, right? But we really need to talk about a plan like I'm just so every time I come on. Or you can read some of these emails. My stomach literally turns upside down. It's just appalling, totally appalling.

00:43:14 Jerome
OK.

00:43:15 Lisa
And the situation that we're in and. Where the lighthouse was and where it is today, you know, and it just it's really sad. And you know, I just and here we are talking about all. All this downsizing then, and where do these people go that are that have no shelter to go to, right? It just it's really sad and it makes me just want to like what are we doing here. Like you know, what's the plan like are you going to is your plan, Jerome and. Twila, whatever your name, I think your name's Twila like. What is the plan that you 2 have like? Is it permanent to permanently shut down? Our center, if it is, tell us so then we can go to our membership individually and tell them the plan because the route that it's going is just. It's not for our community and it's not for the community that built the shelter at all.

00:44:15 Mark
And before.

00:44:15 Lisa
And I'm sure not the reason why I sat on this board.

00:44:19 Mark
Before either Jerome or Twila answers, and I appreciate your comments, Lisa, I think you're underscoring. How many of us feel who have been with the organization for a long time? It's important to remember that it was just three months ago that the 61 beds and their funding were. Summarily

taken from the lighthouse. Just three months. Ago, which has left a crater in the middle of the operations and finances of the organization. So we need to be focused in a positive way on problem solving, not laying blame because the government's decision to do what they did is somewhat akin to. Mosaic Stadium losing the Saskatchewan Roughriders. This this was the centerpiece of the work and the funding for the lighthouse. And it's. Rapid departure has left the leadership. Including every board member in. A traumatic institutionally speaking position, and. In in terms of the life of the organization, this all happened yesterday, so I I don't think we want to. Lay blame as to you know what? People want to say. Don did in the years leading. Up to this or what? Jerome and Twyla have or haven't done in the last three months. I think it's an incumbent on all the board members here to pull together and practically look at what can be done to reduce costs. It's not. It's not on. The interim Ed's to have the plan to reverse all of that. This is something that's bigger than any one or two people. It will take the entire board and your best work. To address the situation that the lighthouse faces, that's meant to be an encouragement towards positive mindsets and positive action. I'm not criticizing anybody and at the end of the day at least I think you're articulating how many do feel because this has been a disastrous chapter. In the in the history of the lighthouse. But let's not forget how we got here. The government made a decision. It was catastrophic. It's the fallout is on all of us to come to grips with it. What where do we go from here? I don't know that there could be at this point a plan to reverse all that, but I think we can all come together with ideas and suggestions that together. Forms of planner.

00:47:09 Adeel

Mark, that was very well put, but I just want to interject there that what Lisa said. And what even? I think all of us? As a board, have I think I have focused on time and again in a different capacities. Is that the accountability factor shouldn't be ignored the it's easy to confuse in the emotional stretch. Blame with accountability. The news about the funding being cut off was end of June. That's six months. There was very little done. To make sure that the whole board can collectively work towards that regardless that we got two extra months or not, we knew end of June, September and we are losing funding. Prior to that, with the way litigation was happening, there was fallout. Should have been expected. And we should have been preemptively ready for that kind of situation. We were not. What I'm gauging here is that we. Are where we are. We got we have to move forward. I agree with you on that. But not at the cost of not. Taking ownership of our actions as a board and as individual directors. And not at the cost of letting go of accountability as part of the paramount governors that we need to practice.

00:48:33 Mark

I certainly don't disagree with anything that you've said Adeel. I think those are all excellent comments and you know to bookend this. I think that the board has. At the extreme ends of the available options one is to is to do nothing and allow the lighthouse to. Disappear under the waves. The other is to radically slash and burn in. You know, taking various radical cost savings steps which lead to the same result, IE there's nothing left to carry on the work. I would suggest that there is somewhere in the middle where appropriate cost savings can be realized that still preserves the organization as a going concern and that's where we need to turn our thoughts I I would suggest.

00:49:35 Adeel

And I agree with you so. From my from my point of view I. I would like to state that. We should. Focus on finding that metal ground that you're talking about. To see what can be best done to rectify the situation, it would be a long. Term it would be. Long term process, it won't be quick. This is going to take time. But my closing statement with the previous situation is that unfortunately the interim managing directors lacked planning and foresight, and there has been a massive communication

gap. These three things need to be void. Right? From this point onwards, so we can work collectively towards finding the best possible solution. And I agree with you, we need to find a middle ground slashing as. Probably looking like an obvious safe choice, but it definitely would to your point. It would leave us with nothing. So to avoid that. Unanimously, we need to recognize the gaps and flaws. Which, like I mentioned, poor strategy, poor communication that that needs to be done with and we move forward with a proper planning session where everybody is on board together and we decide together we recognize the gaps and we. We rectify it as a unified board. But we can't move past. That if we are not going to recognize these gaps. And the gaps are there, like it or not, we are in a situation because. Of the gaps.

00:51:13 Mark

Sorry I was going to say. Maybe one useful way to. Approach this is to say. In in the month of January, what can the board accomplish in terms of? Achieving some savings that are. You know that that occupied that middle ground that people can have a consensus around and say we need to make these measures. Take these actions in order to save the organization and preserve the work.

00:51:50 Adeel

With the 70,000 savings that we're looking. I've noticed that in that e-mail there was a line saying that we on I think February 18th or January 18th. The managers are meeting or something.

00:52:01 Jerome

They'll be meeting on that, but there the goal is like they're. They are currently actively working on plans, but part of it is not just a question of trimming fat in one respect, it's a question of is what's core to what they're working on under our current contract. So for example, there's probably limited what we can do in terms. Of cost cutting in say our compass or complex needs programs at this point in time, but I'm sure there's something that can be done so that that that we have to look at how we can do that. It would be part of the conversation and to the degree that we need to go deeper, we need to figure out how to deeper, but we can't compromise those contracts that are currently under contract.

00:52:38 Adeel

Right so of the department slash programs that are currently in place at Lighthouse and not an exact number. I understand that we won't have it. But just a rough idea how. Many are actually still. Getting funding and how many have 0 funding. Or is it there's zero funding for everybody? Or is there some departments or programs that still have funding coming through?

00:53:03 Twila

Map complex needs compass, excuse me or all still getting funding so we would have to be careful as to where we cut with those programs.

00:53:16 Adeel

No, I'm not saying you cut with that, so those three are getting fundings. That's good. How many are left without funding.

00:53:25 Twila

Basically at that point, then it's the shelter. LSU is getting some funding. And that's it.

00:53:39 Adeel

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OK, now so from what I heard is there's like five programs. And among these five programs, which program has the highest HR capacity at the moment that is employed?

00:53:57 Twila

I would say honestly, they're probably about equal. But there we have to be careful again because the contracts are written based on either staff numbers, IE. We need a case manager to support workers, that kind of thing. Or it's written on ours. I for an example, LSU health provides us with. 8 hours of funding. So there there's a balance that we have to make. Sure that we keep.

00:54:33 Adeel

But for sure. Shelter is not receiving any funding. How many people are? Employed with the shelter.

00:54:40 Twila

What did we have there?

00:54:43 Adeel

Is there?

00:54:43 Twila

Just let me get back to. The other one like there's 17. Plus casuals.

00:54:57 Adeel

And casual would be regular part time or kind of call kind of. Call them as needed.

00:55:03 Twila

Called as needed OK.

00:55:07 Adeel

And then there was one more program you mentioned that that did not have funding. There was shelter and there was another one. Alessio no.

00:55:14 Twila

LSU has 8 hours a day of funding. LSU used to run 24 hours a day.

00:55:22 Adeel

And this funding is secured for the rest of the year, like when does the contract end? For all of them. So potentially March. But we should. Prep ourselves in March. This contract would not exist.

00:55:35 Twila

I would think so, yeah.

00:55:39 Adeel

And with the other three. When does their contract expire?

00:55:45 Twila

March as well.

00:55:47 Adeel

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So as of March, there's a potential possibility we lose all funding. OK.

00:56:01 Don

Did they give you a reason why?

00:56:08 Twila

For losing funding.

00:56:17 Don

What's that reason?

00:56:22 Twila

The headlines.

00:56:24 Jerome

The headlines and the results of the information that was shared as part of the publication ban that was lifted in June. It was a political decision that was made.

00:56:54 Adeel

So from an immediate standpoint, yes, we stopped the bleeding from the shelter. But that gives. Us it's January, February March. We have three more months. Do we have a list of? Funding opportunities that we are actively going to go after within these three months.

00:57:16 Twila

There's some grants that we are looking at that we have to get Mars N penny to get the financials into a place where they're they make sense because we have to attach ours our financials, obviously to any of. Any of the grants that we apply for?

00:57:40 Adeel

And would do provide it to grants. We apply for the grants, would those grants suffice if it was to be that end of March we lose all funding?

00:57:55 Twila

It depends on what we would do with the programming. And I say it that way because for an example map. There is. They get paid the rent is paid by social services which stays but then they get extra from the health region. For their pores. Basically, or the check comes from social services and it's topped up so that they can still get their ports. But so health also pays for the staffing of map. So that is a bit of a. Hard question to answer. Because we could still have some of those clients. If you want to call them nuts, live there. But they wouldn't be in programming.

00:58:53 Adeel

Do we have a cost analysis for each program done?

00:58:56 Twila

Pardon me.

00:58:57 Adeel

Do we have a cost analysis for each program done?

00:59:01 Twila

We're starting to work on that because that was something that we want to have done in February so that we know exactly where things are at if. Taking an if this then that's scenario.

00:59:17 Adeel

Pardon my ignorance, but I need to understand this. I'm not in lighthouse, I don't know the intricacies so. Why are we waiting till February? Because of your historical data associated with programs, we know what the running costs are. We know what the expenses are, we know. And just I'm still balling here that for one bed there is X amount of people required X amount of resources required and. This is the cost.

00:59:42 Jerome

Actually in reality I'll comment and while you can follow up off me is in reality.

00:59:43

Thank you.

00:59:47 Jerome

You said we know the costs, the fact of the matter is we don't on a program by program. Basis, the spreadsheet information that I shared as part of the financials that came from the government regarding the deficiencies they saw in the financial reporting for the prior financial years. Is a very clear example to that where they were needing and expecting reporting on a program by program basis in terms of the expenses versus revenues and the current financials are not at that level and a lot of the efforts that have been spent in the last period of time here has been working to go through the financials. So that Mars nurse pain can actually start extracting some of the data to satisfy some of their. Requests and so in context of the financial statements that spreadsheet I have showed exactly where we are in breach of reporting for social services and those same issues are at play with regard to the health contracts because they're expecting to have detailed financials in terms of the costing of all the programs. For them and the financial reporting that's currently have been produced up until 2022, fiscal year did not meet those requirements and we've been struggling to try to pull those that data together so we can actually report to them so they can be satisfied with. The financials in those time periods.

01:01:09 Adeel

Right Jerome, but that doesn't answer my question. My question is not related to the finances or the MP stuff, that's fine. And to I'm not finished.

01:01:16 Jerome

Actually, I might disagree with because you're asking about you saying you're going, you said.

01:01:20 Mark

You're let's just ensure that everybody takes their turn in an orderly fashion.

01:01:26 Adeel

Thank you mark. What I was saying was that from a cost analysis perspective, I'm thinking if there was an infrastructure map even that this program requires these things to run. These things cost. Some we would know, some we wouldn't. I get that. These things would cost this much. That would be a. Good

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start. That shouldn't one take too long, and that would be a. Good starting point to start as well. Because right now I feel we are flying blind and because of that it's hard to even put a finger down on something. Say that this can be done. Which would help us. To Mark's point, the past is done, it's fine, I'm that's where I'm looking forward now. That these are. The things that we need to be aware of, we get. Understanding and better handle. Off as a board so that we can decide that OK, we could do this. To this, to make a plan of. Sorts, not saying it's a final plan, a plan.

01:02:21 Jerome

Yeah, and that's exactly yeah, yeah. And I agree with you on that and that's why during the current fiscal year we've been working with Mrs. Norris, Penny to start breaking out the cost so that we can have a much clearer line of sight to the costs and revenues on a program by program basis so we can actually accomplish exactly what you're talk.

01:02:38 Adeel

OK.

01:02:38 Jerome

So in some respect and so in some respects, we are very close to getting into that direction based on at least the last fiscal year.

01:02:45 Adeel

Let's backtrack you in from that. OK, there's no cost costing available. Is there a map available at least that this program constitutes this? We have 8 beds. We provide these services for these services. This one staff is required and these many rooms like do we have? That at least.

01:03:03 Twila

That we do, yes.

01:03:05 Adeel

Can that be shared with the? Board like for all the programs. That would be a good starting point so that we can get. A better understanding. What is potentially viable and what is not?

01:03:23 Don

I think that. If we lose the health contract, which basically that's what we're left with. If we lose that. All programming. Would stop or should stop. Yeah. And we are just. Back to being the landlord. And that's the harsh reality of where we're at. I think that's what we need to start from. How much rents are we taking in, and what is the net of that? And we're going to be down to less than 20.

01:04:10 Twila

Less than what?

01:04:12 Don

Less than 20 staff. Because all we'll have is. Front desk. Housing manager of some kind. Maintenance janitorial Part time bookkeeper. We won't be able to afford HR. That will pretty much it. It's really lean.

01:04:56 Jerome

Exactly, yeah.

01:04:56 Don

Because the tower doesn't bring in much money. I know that for a. Fact maybe 100,000 extra and. Debay side. Probably doesn't do much. It it's in the contracts that that we were able to have what we had. So the harsh reality is. Why are we? Why are we? Having people in the shelter right now. Just because the fire department said we shouldn't shut down. Well, they should put their money where their mouth is then. Somebody's got to pay for it. Because as directors, we're responsible for. The outcome of the lighthouse and. Who's going to actually pay the bills?

01:06:00 Adeel

When was this request made by the police and fire department?

01:06:07 Twila

Well, we told them that that you know, as of the end of November, that the shelter was no longer going to be funded and one of the. One of the actions that we would probably have to do is to close it down, and they did ask that we don't shut it down overnight and what we've been trying to do is find people housing. Before we quote UN quote, kicked them out of their bed. And that's how we've so far. How we've managed to, you know, get the beds down. Because we have worked at finding them housing.

01:06:47 Adeel

Is that some? Is that part of our contractual agreement with the government that you to find in beds? Or is it? Out of goodness of how we're doing it.

01:06:55 Twila

Kind of out of the goodness of our heart because it's and you got to remember when. And in November the weather was not great out.

01:07:05 Mark

And there may be. A little quid pro quo there because when we were facing the series of infractions for various provincial fire regulation issues, there was a potential fine of \$200,000 facing the lighthouse and the Fire department really went to bat for the light. Else which was I think something that was a key factor in swaying the Court's opinion to assess the consequences at the lower end of the range. Again, I appreciate that doesn't put money in our pockets, but they. The fire department I think was. Pivotal in helping the lighthouse avoid a very serious liability.

01:07:54 Don

This was an issue that was going to bring up, but then I thought, well, we got to concentrate on the we were as a board. We were never told anything about that. This is kind of I know you mentioned another meeting something about a 200. \$1000 or whatever but. That's the first I heard anything about this. So that's what I hate to get sidetracked on that.

01:08:21 Mark

Sure, I'll be very. I could be succinct as a result of a series of investigations by city, fire, and other officials. A number of. Violations were noted. Alleged and charged, culminating in a prosecution by the city where cumulatively the maximum. Potential fine was it was a \$200,000 assessment and we were able to essentially the board asked me to negotiate a successful resolution of that matter and. With the endorsement, the written endorsement of fire, we were able to persuade the court that. You know the. Lighthouse did not deserve to be burdened by a significant financial consequence. Given the

efforts that have been made to alleviate rectify those various situations. And also given the fact. To a great extent, public funds would be used to pay any such penalty. We were. We were able to conclude that matter with a I think a much smaller find the actual amount I can I can find, but I don't have it at my fingertips, but I don't know if.

01:09:55 Jerome

I believe it was something maybe a couple 1000.

01:09:58 Mark

Yeah 2020 \$500.00 or something. Something like that and. It sprang from. Just a hodgepodge of different situations that the fire and other city inspectors took issue with that overall. You know, took it took a significant effort to rectify, but there was the legal fallout of it, because of course the city launched a prosecution based on those. Various issues that were rectified have been rectified. Anyway, the fire department was a key reason why the court was lenient.

01:10:51 Don

So I think we've. Twila said something about. They asked for this. Back in September.

01:11:01 Twila

No November. November and then November beginning of December.

01:11:04 Don

OK, yeah. Shutting down now. Isn't an overnight shutdown then? They've been given a lot of notice. They've been everyone's aware of it. We have no funds. If this was coming out of your pocket, would you fund it?

01:11:37 Twila

If I could, yes.

01:11:40 Don

Lighthouse card. So you're asking lighthouse to do something that. You can't do either.

01:12:01 Twila

We had applied for a grant from ship Saskatoon Housing Initiative Partnership. To to do 2 things, run the warm up center which is now closed. And also funding till March 31st or April 15th depending on the weather. The shelter We found out on December. Oh I don't know 9th 11th something like that that it wasn't coming through and they had. Come to us. To ask if we would run a warm up center if there was funding available. I talked to them about shelter monies and then they asked if we would partner with the parishes on warm up centers. We said yes to the parishes. We would partner and yes, that we would run a warm up center if there was funding, and when we didn't get the funding then we started making plans to. Shut down the shelter.

01:13:16 Adeel

I'm sorry to, I'm slightly confused with the date so end of November beginning of December. We let them know they said don't do overnight. Don't do an overnight. How come this is the first time I'm hearing about. It on January 6th. If they had requested that, don't do it overnight. Even when Don brought it up that hey, we gotta shut the shelter down. There was no indication that hey no, we can't shut it down overnight because we have made a commitment to. The fire department and police. The

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second part is. If out of the goodness of our heart, and you know we are doing this where we are helping people find their shell, the space, the beds, the space. What kind of planning was involved in that, like? Seems like this. This portion of the puzzle is just being revealed now I'm and I could be wrong unless Lisa donor mark have heard of that before. I personally do not recall that this information was shared, so I'm trying to understand why the 36 day gap roughly.

01:14:37 Twila

I I'm not 100% following you as to what you're saying.

01:14:45 Adeel

So what I mean is. That end of November end of December. We told the fire department and Police Department they will be shutting this shelter down right? Then after that. We had a meet board meeting in which Don also mentioned that we gotta shut the shelter down so. My understanding is that. Even prior to Don bringing it up, you and Jerome were aware that you know we're going to shut the shelter down.

01:15:12 Twila

Well, we can't shut the shelter down without discussing it with the board. That's not a.

01:15:17 Adeel

Right, so that's not the question I'm asking. I'm asking that why was the fire department and the police chief portion messed out that hey, we can't do don't do this overnight. Because I'll be honest and again, I'm not in lighthouse. My brain would be like, yeah, shut it down overnight, why not? But the way you put it makes sense. It was cold and you know, we gotta look out and all goodness. So far I've factored that in. But I think the goodness of heart is even secondary. The first part more. Something that holds more weight is the fact that the fire department, when the police said don't do it so since fire department had helped us out, we. It's kind of like owing them back, so I'm just trying to understand why was this that information not shared with us that they had asked us not to do us overnight.

01:16:03 Twila

To be honest with you, I probably didn't think about it when we were talking about other stuff.

01:16:09 Adeel

Because I feel that's very crucial considering that that one piece. Of information technically has delayed shutting the shelter down from November 30th to February 1st. That's 60 days, two months.

01:16:25 Twila

Well, not really because we I just finished explaining that we were waiting for funding from ship.

01:16:33 Adeel

When did we heard the new from ship like when it ships?

01:16:35 Twila

Like was around the 11th or something like that. Let me look. At the.

01:16:40 Adeel

That's fine, I'm still saying that we are still looking at about a month and 1/2 worth of time that was.

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01:16:40 Twila

Chief I can find my emails.

01:16:46 Adeel

Not factored in, not utilized to the best of its, to the best of the best of. Its capacity that we could have. And if the board had known that, then the board would have factored that in the discussion, and I think a lot of the frustration or not frustration, but. The stress that's kind of arising is from the idea that we can't shut it down right away. It's been delayed day after day, after day after day, it's February 1st. So to me this is a revelation this. Is coming to. Light now that. We couldn't do. That because we were trying to find them. Housing oh OK. Because they asked us so I don't. I think it's a very critical piece of information that was skipped. And I'm not sure why.

01:17:37 Twila

OK. I get what you're saying. Yes, it is important they asked us to not shut down overnight. They asked us if we could have a plan and. I neglected when we had the last board meeting to tell you that, but it's not from the end of November because we were waiting to hear from SHIP.

01:18:00 Adeel

Right like I said month and 1/2 is fine too. It's still 45. Days so would we for sure have. As per planned transition everybody out by February, is that a confirmed timeline or could that be sooner even?

01:18:16 Twila

It could be sooner, it's a matter of them. It's a matter of. Taking them to social services. And or getting them to social services and seeing where they can be placed, whether they can get a bed at Salvation Army, whether they can get a bed at STC.

01:18:41 Jerome

And I believe that is a work in progress has been going on right now so that those efforts have been ongoing and it's not that we're not doing anything around that those efforts are ongoing and we've been able to reduce the numbers to where we are right now. Since during this timeframe You can't do.

01:18:59 Don

Have you tried on long term?

01:19:02 Twila

Pardon me.

01:19:03 Don

Have you tried putting them on long? Term like you did the other five.

01:19:10 Twila

No, they social services says that they can qualify for housing so we or they qualify of if they can't get shelter funding. So they either need to be in STC or Salvation Army. There has to be a place for them to go. The five that are getting the long term funding. Those are the frequent what we I would call frequent Flyers in the shelter, and they're the ones that that truly do. Need help and social service it. It was a fight. But social services finally acknowledged that yes. They need to be supervised. They can't live on their own. And so we've got them in the in the quote UN quote shelter. Until we can get them. Into the supporter.

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01:20:11 Don

Everybody wants us to keep our shelter open, but nobody wants to pay for it. So why do we keep it open?

01:20:22 Twila

It's not that we haven't tried to get. Funding to keep it open.

01:20:26 Don

Sure, but we didn't have funding and had you brought that to the board's attention? Word on the street, we weren't getting the funding.

01:20:35 Twila

From SHIP. We weren't told that and until they told us that we weren't getting the funding so.

01:20:44 Don

That's because you don't know how the CAB works.

01:20:48 Twila

Pardon me.

01:20:50 Don

You're not familiar with the politics in Saskatoon.

01:20:55 Twila

Yeah, I think I am.

01:20:57 Mark

I'm sure everyone is getting a crash course.

01:21:00 Adeel

So I have a question with the with the current just how the displacement is being managed. Is anybody from our team kind of tabulating what the spill looks like? So spill meaning? People who've been displaced but they haven't found. A viable alternative so.

01:21:23 Twila

They're trying to.

01:21:26 Adeel

Trying to what calculate spell or find viable alternatives?

01:21:29 Twila

Both, they're trying to keep track of it. Sometimes it's a little bit hard because they will have a bed at. For an example at STC and then all of a sudden they show back up at the lighthouse because they're not comfortable at STC. And we accept them back. OK.

01:21:51 Twila

Then we try and get them into either Salvation Army or someplace else.

01:21:58 Adeel

So in that respect. What would be a rough number even in percentage 10 percent 20% thirty percent 40 50? Is there something you can give me?

01:22:10 Twila

For the ones that what you're calling a spill. I'd say it's probably north of 30.

01:22:21 Adeel

OK, that's a fairly tangible number. And that's a number. That should be relayed to. Those in power who have put us in this pickle. This is the repercussions that we are dealing with. Even from a point. Of view of. Managing public opinion. Even again, I know. There is mixed opinions about. Managing public opinion within the board. So I'm not going to go into. Detail on that, but. The point that I'm making here is that. Their decision has had a negative impact on the community that they are trying to serve. And we have not. Capitalized on that to date. Maybe we are trying to protect the whatever relationship there is or whatever, but the base reality is that from a reputation management standpoint, that is a huge opportunity for us to go back to stakeholders who are trying to cut the funding and be like hey, this is this is the negative impact of your decisions. That we have to deal with. And in that respect, I'm wondering how many efforts have been made to kind of assert that case back? Because to Don's point, have you tried to get for the other bets? No, yes, that didn't get approved, but that's also because. The way I'm looking is the government is putting its foot down and saying, yeah, you know what tough luck we're gonna give you the. Why are we facing the brunt of it all? We did we. We delayed it by two months. We are. Dealing with spell that keeps coming back. To us We are helping them find like it seems like. We are the in the real sensitive though. Being the Good Samaritan, which is a good thing I guess, but I mean is it sustainable and feasible? And that's one thing that I would really want to know. To help someone, we need to be in a position to help them. Sorry Twyla, please go.

01:24:33 Twila

To a certain extent, yes. We have to be a Good Samaritan, but there is a line and we've reached a line where we have to shut down the shelter, but when it's minus 30 or 40 outside. You cannot. No human can make the decision. We're shutting down the shelter and you gotta go sleep in the street because that's kind of where they would have all ended up. But at some point we do have to say which we're now doing. Obviously we can't sustain this anymore, so there has to be a different alternative to find from these people.

01:25:09 Adeel

Right, but did. Did we also go back to? The different funding agencies and said and relayed that this is what's happening.

01:25:18 Twila

Every week we do every week we do.

01:25:19 Jerome

Week we meet with them.

01:25:21 Twila

We meet with them every week.

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01:25:24 Adeel

And we still do give them these numbers that north of 30% are. Basically homeless, not really.

01:25:28 Twila

Yep, we do. Yep, we do.

01:25:32 Adeel

OK.

01:25:32 Twila

And that's not even covering off. Because there's incompetence around the city. That we talked about with the fire department this summer. That they found this summer. And that doesn't even account those people. Those that homeless count that they. Did is way off.

01:25:54 Adeel

Well, the methodology is wrong the way they. Do it, but that's beside the point the. Other point that I wanted to bring forth is that with this piece of information. We have is there some stipulation why we can't share this with general public with the general public? Basically thinks that everything is fine and that they let us shut down the other place. Is open and everybody's happy. How come we haven't done a press release?

01:26:24 Jerome

Well, I guess as a starting point all you do is look at the feedback of the announcement that we put on our Facebook page. In terms of the reactions of people when we did say we were still open and some of the commentary around that, and that is a significant part of some of the issues that we're dealing with when we start talking to other vendors. Other funders in in trying to approach them for funds. Because in these current situation with the uncertainty of the appeals courts still on top of us, there's not a lot of people that are eager to support the programs. And that's just a cold fact, reality.

01:27:05 Adeel

I'm sorry. I'm sorry Jerome, you lost me. You confuse 2 things together. One you talked about social media, then the courts. I completely got lost.

01:27:14 Jerome

Well, they are very much tied together and all we need to do is look at the feedback that we. Had on the Facebook page, do you have?

01:27:19 Adeel

Just one second, so for that the post that you're referring to. I do remember that and that post got negative feedback or there were two three others as well. Weird direct questions were being asked and their responses weren't given out. Nobody responded from lighthouse. I don't know who is doing the social. Media there right now, but. And then at the bottom of that specific one post, there was a something, a quotation that. Triggered a lot. Of people, so I know those two aren't connected the posts are into talking. Social media can pull it up right now and share on the screen as well, unrelated because that was directly asking very people were asking direct questions. Nobody was responding. And then the post ended with saying it's better to be wise and stay silent than ask questions. It was just a misplaced miss drafted. Post that nobody corrected even that's the past. That part that blew me away

that we blocked the comments, but nobody corrected. Regardless of that. Those two things aren't connected. We have someone who's poorly managing social media. We will get poor results.

01:28:31 Lisa

Hi, it's Lisa I would. I would like to lead into the discussion of. Where, where are we going right? It's cool man stating the financial position we're in and transitioning into closing the doors at the at the shelter. And just to have the as landlords now and through the Dubai Center and the tower, I think that we need to. Be realistic, you know. I've sat here and listened for a while now. And we need to talk about. A realistic exit plan and but when we talk about an exit plan, we also need to have. Experience and knowledge. On that exit plan, and we as the Board of Directors. Remove Don as the Ed intern and I would like to have that discussion of. Somehow having Don help through that exit and to really set everything in place because not to offend anybody but. The Co management team today of how it presents. Is I don't think you have the knowledge and the experience to do that. And it's not to insult you or anything, but we really need to. Be really careful of how we do it, but not because of. The media or anything or whatever, but it's to do with the finances of it boils down who is going to be paying these bills and how is it. How are we going to recoup them right? Because again, when we have such large debts with no funders or no supporters? Financially, it's going to be difficult, so we need to move in that direction immediately, and a plan needs to be put in place. And I would like to see Don be placed back into that position. And whether the pool chair stepped down. I think that discussion needs to take place, and I'd like to hear Adeel your thoughts on it. Don, like you know, I just I I think. That's being realistic to me because we're not. We're not going anywhere in a game. We talked. You mentioned it previously. A few of you both did. The health is not going to be there and maybe in the summer, and it may not. Maybe next winter. Next year, sorry, but. What is what is really the revenue right? We are now just landlords and we're helping five people to exit out and to find that home. And with SDC or Salvation Army, but we have no, and I think that we did our due diligence to uphold. Our relationship with the fire department and keeping those doors open, but now that the warmer weather is here, even this week to transition them into SDC. Or the Salvation Army and that so thanks.

01:32:30

Adeel Lisa, that was really well put and I. I think in the past one hour or so during this discussion there was something that was that crossed my mind. As the. From the with where we sit right now. In this precarious situation, I think. To be able to work together and definitely utilize Don's expertise. Also, create a better level of engagement from within the. Board as well. I was going to. I was thinking about it that we should have. We should have an audit. We should have an audit committee. That can. Focus on the strategic portion of things while the managing directors are looking at day-to-day stuff. But at least that would give. Some relief to the managing directors as well, and the audit committee can actually look at some numbers and build projections to see how we can have. If for the worst case scenario, an exit plan we have to work towards that how? Do you do? That so I think have we should definitely discuss the possibility of having an audit committee who can assist Jerome and father.

01:33:52 Lisa

But we are here already Adeel is you know, you said it just a few minutes few minutes ago. It's been a month and 1/2 now give or take some days. That we've up held our due diligence or kind hearted to help the. The vulnerable are the homeless in that cold spell, and you know, and again we knew in September and we're now here in January. And so I, I think that we need to do it in and the finances is the big thing. And of how do? How do we? How do we manage that right? How do we do it and? How do we make those steps forward I? I think that's really important because again, at the end of the day,

our responsibility of board of directors at the lighthouse. That is our responsibility and we need to fulfill it.

01:35:03 Adeel

Right, I understand. Where you're going from? I would definitely know Don because just because of the experience he has had in this. In the past. So many years to kind of provide some direction. How we can? Evaluate this situation well. Evaluation is done. How we move forward with the situation.

01:35:28 Lisa

So Adeel. Are you willing to take a motion forward, then to put that finance or audit committee together to look at a strategic financial plan to move forward and to have Don to be part of that, or to be the lead? Would it whichever way we word that motion? I think that it's. It's important that we do it because we're talking about, you know when Twyla and Jerome came on earlier. We're this meeting is to talk about strategic planning of. Of the future and well right now as it's set, we don't have a future in the in the shelter but we just have a future as a landlord and but we need to uphold our responsibility. So I'd ask to you to introduce that motion if possible.

01:36:27 Adeel

Very well, but yes I would like to. Make that motion that we should have a. Audit and Finance Committee and. Don should lead that and I'm happy to join it as well or I'm not fat Lisa as well, but definitely utilize Don's expertise in that.

01:36:46 Lisa

I think the two of you, you and Don along you know, I think that's. That's suffice, you know, versus all the whole board of Directors and that so just to it so that it moves forward faster.

01:36:59 Adeel

Right?

01:37:04 Lisa

You know, because it is, it is time. Like you know it's. It's the time that needs to be done. Like yesterday kind of thing like.

01:37:17 Mark

Just a point of clarification. I had read in the material somewhere that you already have an audit. In Finance Committee.

01:37:27 Adeel

We did.

01:37:30 Mark

Was that formally.

01:37:37 Don

No, but it's made-up of Jerome and Twila, and they can't do their own audit.

01:37:44 Adeel

And Ian was there, and Ian is no longer part of the board. Doesn't leave us a lot of options.

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01:38:04 Lisa

Oh, can we move forward with that motion then?

01:38:09 Adeel

So I would like to make the motion that we formulated finance and Audit committee Don would be the leader on that and I will assist them in any shape and form possible. As required.

01:38:25 Lisa

And I'll second that motion. Mark, are you chairing this portion?

01:38:44 Mark

Yes, so I understand you gotta you got a motion for. Don and Adeel to form the audit committee.

01:39:03 Jerome

I think also leading here a little bit. I just have to ask a question to Lisa and Adeel more specifically in light of the. Information that was. Documented as part of the court proceedings in light of the decision of the judge which is currently under appeal and I'll never deny Don the privilege of his appeal. UM, when we start putting him back into a position of decision making power in these types of things, how do you believe that will. Be viewed for. The community outside of the lighthouse.

01:39:46 Lisa

I don't think that it's going to affect us because it's not decision making. It's to lead a audit and a financial plan of action and Jerome. Of course, because you're one of the Co managers that would be part of it, right? Like you know, and so you've been presenting you and Twila for the past few hours here. Of the what are the next steps right? And so I think our responsibility as a board of directors is toto a assist with that And Don, being knowledgeable of an. Audit and the steps that need to be taken and of where we are moving from a. From a full time shelter. With the transition of immediately probably laying off staff and really looking at the operations of the shelter and moving right into being a landlord, I think that I don't see anything wrong with it. He's not there making. Full time decisions. I think that it's it would be beneficial. Jerome I. I would hope that you would. You would think that as well. Because of the past and I don't. I don't see it as a problem in. And if it is, enlighten me because I don't see it myself.

01:41:23 Mark

Well, I think the obvious issue that you have and it is one of optics while the lighthouse is fighting for its survival. There is controversy surrounding Don's. Candidacy for a financial role. The decision of Judge Gerecke in the Court of King's Bench was for Don's removal from both the Blue Mountain Executive Directorship and the Lighthouse Executive Directorship. Specifically, because of the extension of personal loan. The purchase of the House for his daughter, and for controversial mingling of personal and institutional interests in a way that I think you know. Again, I'm not laying any blame or castigating anybody. I'm just I'm just giving you. What the legal decision of the court was subject to appeal? You know, Don needs to be where he is, but the courts decision to remove him for issues relating to those mingling of personal and lighthouse funds. And interests personal and public. Are such that if you know if you put if you task Don with this you are essentially. Contradicting what the court has done and I'm. I'll be the first to say you're free to do it, but the message that you're sending. May not be the one you want to send, it would probably be. It would probably be safer if it was Lisa and Adeel performing that function. Nothing stops you from accessing Don's expertise. He's a chartered accountant. He's got the

strongest and longest history with the institution. I think you could have all the practical benefit of his knowledge and experience, but I think if you if you. Give him that role. You are probably unnecessarily inviting controversy, given what the court has done, and given the fact that when the appeal comes down, we don't know if he's going to be exonerated or if the Court of Appeal is going to simply say justice. Garrity was right, in which case. You know you're putting someone else on that committee anyway, so again, I am not trying to tell you what to think, but I think that. The stakeholders that you're dealing with are likely going to have those type of concerns at this critical time.

01:44:14 Lisa

Who are the stakeholders now? Because we don't have any contracts other than those for those 55 beds. So who are really the?

01:44:22

Well, you.

01:44:24 Mark

You, well, you still. You know, the major player is always going to be health and government, and you know, rehabilitating the relationship with your governmental sources is import. And I think that this they would see this as, as you know, going back into territory that was controversial in the first place. So I am just saying, you know, be aware of those things so that you can say whatever your decision is that you've considered all the angles.

01:44:58 Lisa

So my next question to you then, and when, even when the auditor was with us and the last. Meeting that I attended was Don has access to all the financials. As the board of director. And he's, you know, you said yourself he could. We could utilize his expertise and his advice. Not so I'm not like. We're we are as a board. Trying to figure out, uh, you know why this meeting was set up in the first place? Is let's put a plan in place of how to move forward, right and as. Information has been presented to us that. We knew about the exit plan the shelter going. From so many beds to only that five and the exit plan of them moving into STC or the. Salvation Army, like so like we. I think that what we really need to keep in mind like for me you know I try to keep in mind of. What is what is real and what is not real right? And to me, what's real to me right now is we definitely need an exit plan and the Co managers have not presented that. To us and I and, you know, I appreciate the description of the beds and the different scenarios and how it's going to be broken down. In that, but even to. To make that decision without consulting the board to carry over an additional month and 1/2 of expenses that we don't have finances for, that's not being financial responsible. And as the Board of Directors and being responsible of the liability of finances. I think that's. That is not good financial management or Co management that taking place. I just want to also close and state that. No matter who is going to be there, I think that we need to use the expertise of Don whatever role he may be have on this committee. I think that it's important to utilize him because he's aware of. Of the of where the lighthouse began. And where it went. And now where we are today, and how? How can we do that right? And to even assist Jerome at. At in this area of the financial part, right? Because for me, Jerome and. Don's are the ones that hold the most corporate history here and the importance of that corporate history as well and carrying that responsibility. For our membership that we that we. Represent that they've selected us. To represent them in this in this capacity and. But having no funds and where, where is everything going right? Like we need, we need some financial advisory to say, OK this is the pros and the cons. And this is where we're at. And this is where we can go and to be able to bring it to the board. To have concrete

discussion that something is put in place in front of us that we can. Say OK, yes, let's choose A and let's make a motion to choose A and this is the reason why we choose A to move forward on the X. The plan or whatever that plan may be fine with the financial backing right? And of course with the with the with our finances MN Pierre to be at that table, right so? We just need to move forward Mark. Give me some suggestions like because can you because I don't. I just think that we need it in Jerome I guess for me towards you. Like I, I think that it's important to support you through this. You know as well. To move forward with this financial plan.

01:49:39 Adeel

Just to add to Lisa's mark the point that you made from an optics standpoint. Understand that but from a. From a strictly by the letter, if you're looking at it. Don's involvement with the court decision and court proceedings is from an executive director standpoint. His role as a board director. Of the board. Was was never in question and was never put in question either so and. From my understanding, him performing his. Fiduciary duties within the board. With the support of the board to help the board to help the organization navigate out of these this situation, if anything I feel is. Would be. Would be very positive because we would be able to utilize this expertise as experience as well as as a board unitedly come forward to pull ourselves out of this situation whichever direction it goes and 2nd to Lisa's point we have to move forward segregation. I'm using the word segregation a little in a flexible manner, but segregation at this point is not really an option. The Co managing directors lack the expertise or the experience bar in Jerome. To get and navigate this and even in case of Jerome as well his role as a chairman from a board standpoint, his experience is definitely there, but being in the trenches and frontline that's don't that, don't that that that was John's experience so. And then, secondarily, it's his involvement with the finance and Audit Committee would not be just himself. There is no decision making. It's purely assessment evaluation and then strategizing with the board the decision. It's still going to be the boards. Unanimous like the board will sit together, figure out what the best route is, and then make a decision. But we do need to move forward with. The financial acumen that Don does have because of experience and his knowledge and we need to utilize that as best. My involvement in this situation is. As always has been, I want to make sure that we will. We are moving forward and we are collecting the right data that will help us to rectify the current situation. So I. Personally, do not feel that this. Should or would. Have a negative impact on the situation if provided as a board we are all working unitedly together. The support can't be one way. It has to be altogether. We have to support each other.

01:52:43 Mark

Yes, and I think that there is a way that you could do that and you should do that. I'm just saying, be mindful of the fact that the Court of Appeal could make its decision known tomorrow and it might be. Don, you're fully restored in every respect, or it could be. A validation of the lower court decision, in which case. You know what those results would be, so rather than set yourself up for the for the possible loss of Don from whatever roles that you give him. And appear to be acting contrarily to the decision that the that the King's Bench court made when it did the things that it did. You can avoid all that if you. Constitute your audit committee with Adeel and Lisa and you can certainly collaborate and access all of Don's expertise and experience. Because as of as a board member, he has every right to. To the same access to information that that that you do. And in that instance you know you've got the benefit of his years of experience and his specific expertise with the lighthouse without running the risk. The reputational risk that you've tried to you know undo what the Kings Bench Court has done while you're waiting for the Court of Appeal to say if it was right or wrong. I just think you can sidestep all of that and still accomplish your goals.

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01:54:22 Adeel

So what I'm hearing is I'm just. Pardon my radiation medicine is wearing off, so recasting. I got a lot of pets around. Me, so they're distracting. So and I again fully appreciate that you mentioned the optics, so keeping in mind the optics, if myself and these are part of the committee we are. We fully utilized Don's ability and capacity. To our advantage to. Put our pull us out of this situation as a board director of the board, Don has all the access that myself or Lisa would have. Anyways, we would just be focused on the audit and finance portion of the organization to. Pull together the data. That we can work with Don. Am I correct?

01:55:15 Mark

That's essentially what I'm what I'm suggesting that that you consider as a way to tick all your boxes and avoid any of the potential risks. Again, we just don't know what the Court of Appeal is going to do. It could be a full vindication for Don. It could be, you know, a validation of the dismissal.

01:55:43 Adeel

Did you lose Mark? I think we lost Mark.

01:55:47 Lisa

I think so. We can just wait for a few seconds until he comes back on.

01:55:56 Jerome

Yeah, yeah, I'll ping him. Let him know he's gone and we'll give him some time to come back. He says computer rebooted.

01:56:42 Mark

I had a computer reboot, sorry about that.

01:56:49 Adeel

No problem.

01:56:50

OK.

01:56:50 Lisa

Hey mark. I just wanna go back to your suggestion. So within that motion, so then we can Adeel can reword that motion. But can we include in that motion that Don could we can access Don? For his expertise, or would it never whatever it may be, that he we're actually allowed that right versus saying, OK, well today Adeel and Lisa are going to meet on this finances with Jerome for an exam. Well and then we all of a sudden call on Don and they go well, no, that's illegal, right? Like can we have that in that motion mark?

01:57:33 Mark

Well, I think what you might entertain is. A friendly amendment to the motion that would. Constitute your. Audit Committee with Adeel. And Lisa and empower the audit committee to consult with. You know any board member they choose? And you know that accomplishes your practical goal without raising, you know potential flags. Your you're certainly free then to consult with any board member, including Don, about the issues that you're that you're looking at. As a member of the Audit committee. And I don't mean to be mistreating Don, it's just that given all the controversy, I think you

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want a low profile where you know you're not attracting unnecessary attention to sensitive, controversial issue.

01:58:27 Lisa

No .

01:58:39 Mark

So that would be my suggestion. Friendly amendment to the motion, Lisa, you could make that. That friendly amendment to Adeel's motion and you know, then the you'd essentially move to discussion on that. And at some point you decide if you want to call the question and move ahead.

01:59:01 Lisa

That the friendly amendment would that we would call on any. Board of director.

01:59:12 Mark

You'd be empowered to consult with any board member regarding the issues that you're addressing as part of the audit committee.

01:59:21 Lisa

OK, so my second question to that then would so say again. We're meeting Jerome Adeel and I and we called on him. For advice, right? So he would. He would still have access, not access. Would he still have the ability to help us move forward?

01:59:46 Mark

Well, I don't see why not because.

01:59:49 Lisa

OK.

01:59:49

He is.

01:59:49 Mark

He's a board member in his own right. Just as you are and, and although you've got two interim, you know managing directors the board members enjoy the privilege and responsibility of exercising oversight for the organization, and that means you've got. Access to you know, the financial reports that that board members for the lighthouse have always had. So yes, yeah, we're grappling with some, some, you know, timeliness issues and are the reports getting out quickly enough? That's a separate issue to resolve, but no one is disputing that. Don is not entitled to the same information that any board member is so. I hope that's I hope that's helpful for you. 02:00:40 Lisa Yeah it is. And again I I reflect on our previous discussion and our previous meeting about MNP versus. Mackenzie, right, Mackenzie and Company that they needed certain amount of documents to finish some of the paperwork. I think that. That all kind of ties it all together so. I would make that friendly amendment to Adeels.

02:01:18 Mark

And I then I guess, you know, technically I have to ask Adeel if he will accept the friendly amendment.

02:01:26 Adeel

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I do accept the friendly amendment and for my sake, just to. Fully understand the friendly amendment itself that myself and Lisa can consult any. Board member to assist us. On on any matter related to the finance and Audit Committee. And they can consult us with. When and as required with any and all information that is relevant to the finance and Audit Committee.

02:02:02 Mark

That would be my understanding.

02:02:07 Don

So would just to be blunt, would I have access to the books because I can't make? I can't give advice without actually knowing the current state of affairs. I need to know. Mortgages like there's so many things in the financials that that need to be considered. It's almost. Well, to be the blind leading the blind if I don't have access to that.

02:02:47 Adeel

My understanding is that. That when I I say access to. All information relevant to financial audit maybe that includes the books and. Any other information pertaining to it? Am I correct mark?

02:03:03 Mark

Subject to you know any other understandings or conventions that you followed as a board, I would think. That any board member has the same privileges with respect to. Yep yeah. Reviewing financial information. Yeah, as any other really.

02:03:23 Jerome

Yeah, so just if I may add a. Statement I can change the battery. I'll be right back.

02:03:58 Jerome

So again, in terms of as a board director, you have access to all the reporting and all the details of the information that we requested for just for a point of clarity. Don where you thinking that you would want and or need direct access to the actual accounting software.

02:04:16 Don

I wouldn't make any changes, but I would need yes because as we've proven over the last month. The data is. If it's summarized by another person you can't dig into the details and there's a lot of a lot of items that have to be looked at and. Yeah, I would need direct asset access to the books. In order to. Because even with the proposed Blue Mountain. Yeah, I can't remember how much. We still owe on that on that amount, so I'd have to look at OK. This is how much it actually is and I won't get that from any report that you produce. You can't produce enough paper to look at the detail that needs to be looked at.

02:05:18 Jerome

Yeah, because that would be an extraordinary access for any board member to have direct access to the financial systems of any organization.

02:05:25 Adeel

I'm not too sure I would say that's very subjective. And second thing that read only access could be made available anytime. Any board member who would like to institute any change organized at the

organizational level wouldn't need to be done through a motion anyways. The change is also tracks digitally. There's digital footprint, so the only. Fear being. Like tampering the information which no board member would do anyways. But that being said, read only access. It won't be an extraordinary thing. In fact, if anything with a motion like we're making one right now, a board member should and can have access to any piece of operational. Tool that's being utilized at the organization level. The vote doesn't just rely on reports. Reports are the ones that could be tampered with.

02:06:22 Lisa

I think in order to move forward as well. As the Audit Committee audit Slash Finance Committee. We would need to have access to those files anyways. Jerome and again I know when. Say with corporations such as MNP or EY, they print them, and they watermark them, and then we you have to hand them back in. And sometimes you can't even take them out of the building, but and we do have. In our policy it it's it was. No, it's no different than when we looked at all our finances when the financial director would come and present to us, right? Oh, and we would look at Blue Mountain. We'd look at all of like it into a.

02:07:20 Jerome

At the report level we never had direct access to any direct data systems.

02:07:27 Lisa

We had printouts.

02:07:31 Jerome

But that's no problem, no, no like my point being is he has access to I have no issue sharing any and all data.

02:07:31 Lisa

You can get a non profit.

02:07:38 Jerome

That's not the question.

02:07:39 Lisa

OK.

02:07:39 Jerome

That as the request coming any and all data comes in. What he's asking is for real time, live access. Even in regular only mode to the to the transactional system.

02:07:52 Lisa

Yeah, but. Could we not have that by going into the building?

02:08:01 Don

I could meet the only time we could have access is with the bookkeeper. The bookkeeper being right there.

02:08:13 Adeel

And I would again look.

02:08:13 Lisa

I think we I think we need to figure out how we do that, Jerome, if we're going to truly look at of where our financials are and where are we today and where are we going and how are we going to do an extra plan, right? And it's to help us all move forward. And our you know again of what we just talked about for the past hour.

02:08:37 Adeel

Needless to say, having a read only access and to Don's point, which is a bit of a stretch, but still having a bookkeeper in presence. I mean that's more than sufficient.

02:08:50 Jerome

Again, I I don't have a specific reference point to agree or disagree on those specific points. If that's the will of the board, I guess we can start there and. Decide from there. So if we say it's with just within the building and just within with direct bookkeeper oversight this it's a consideration.

02:09:20 Adeel

Sorry I want to I want. I want to well. Consider not a consideration. That's something that because if we have to work efficiently, that's something that is going to happen. Yeah, and we make the necessary take the next necessary steps that need to. Be taken to ensure. Whatever format of compliance we are looking at. And before and we take the next steps. So the access to information in whatever form. Is is made available to the? Finance and Audit Committee and Don or any other board member who would like access. Can access it as the finance and Audit Committee requests it. So yeah, let's move forward with this because.

02:10:14 Jerome

Yeah, So I guess it would be helpful is because we've added a few different conversation points here. If I could have somebody at least read back so I can have the audio on it in terms of what is the essence of the motion?

02:10:36 Adeel

I can read back, Mark if and least if you can assist. If I missed something. So the motion is there that I move to be we former finance and audit committee with the standard deal as part of the committee. And they can. Invite any board member to consult on any matter. And have access to information. On as needed basis or systems access to information and systems.

02:11:19 Jerome

And the systems being on a read only basis.

02:11:25 Lisa

So Mark is that the proper wording for that motion.

02:11:28 Mark

Yeah, I think that gives you what you want with, with the safeguards that you need, it's a. It's a nice balance.

02:11:45 Lisa

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So I guess ideal. You accepted the amendment so now our next step is. Is there any more?

02:12:02 Mark
Any further discussion?

02:12:07 Don
Just clarification, so does that mean that I will be able to go into the accounting office? And have access to. I just don't want to show up and somebody kicks me out because I'm not supposed to be there.

02:12:23 Lisa
I would believe I believe that when Adeel or my Adeel and I invite. Right? Is that correct Mark?

02:12:33 Mark
Yeah, I think that that. You would the understanding would be that it would be your specific invitation as finance and Audit Committee.

02:12:43 Mark
And you would.

02:12:45 Mark
Be present as well, because you know you're there doing your work and if you wish to consult with any board member you would be inviting them to participate with you.
At that point.

02:13:02 Jerome
OK, so basically what I can do is I access the information and. When I say systems, I'm not. I don't want to be picky, but I guess do we want to specify more specifically? But I'll I won't go there right now on a read only basis, while. Inside the building. Went inside the lighthouse facility. Is that a reasonable or I? I don't put words in anybody's mouth, I'm just putting words out.

02:13:29 Mark
That's.

02:13:32 Mark
That seems that seems fair because. You know your safeguard is you're not permitting a board member, whether it's Don or somebody else. To you know, start entering or re revising or changing data, but they're able to see it. They're able to see it to the level they want to see it, and you know, that's. That's oversight, accountability and safeguard all in one. And I think that would also mean that Don or some other board member is not simply wandering into the building. They're there at the invitation of the of the audit Committee, for the reasons that the Audit Committee has. You know case by case. And that leaves the that leaves the audit. Committee in charge.

02:14:20 Adeel
The one thing I did want to. Mention and since Jerome. We are taking measures for this to make sure it's compliant. I do want to mention that. Intentionally or unintentionally, there would not be any. There no information relevant to the finance and Audit Committee or the information or access requested. Would be concealed. Since you're taking.

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02:14:54 Jerome

Well you have if you have direct access to the systems, it's impossible to conceal.

02:14:58 Adeel

Well, since we are assuming that people board members can go and tamper with the information. There are assumptions leading to it, such as.

02:15:05 Jerome

I'm sorry I missed. your last sentences if you just.

02:15:08 Adeel

Since we're assuming that board members can't temper, that's where the read only access and you know we are putting the safeguards in place. So I just want to put a safeguard in place for the finance Audit Committee as well that nothing is concealed.

02:15:20 Lisa

Why would anybody be tampering with stuff like that? Just so weird? But anyways, let's move on with this motion.

02:15:36 Mark

Well, you may want to call the question. All in favor. Let me say it this way, any opposed? Do we have a A unanimously passed motion?

02:16:04 Jerome

Yeah, I'm marking for six minutes, I'm. And if assuming that your statement is correct that you just made Mark moved by Adeel, seconded by Lisa and Don and Twyla are voting yes, and since, based on prior meetings, says as President, I can't vote.

MOTION:

Adeel moved to form an finance and audit committee composed of Lisa and Adeel. And they can. Invite any board member to consult on any matter. And have access to information. On as needed basis or systems access to information and systems.

02:16:25 Mark

Twyla are you opposed? No OK passed carried. I think that's some good heavy lifting. I think that will that will get you get you places. And I think you're to be commended. I want to looking at the clock on the wall, I want to encourage us to ensure we cover all the bases. Twyla, you were, you were talking about. An initiative with the diocese.

02:17:16 Twila

They have asked if we would work with them for their warm up centers. It's for. Saint Joes in Saint Mary's St. Jose is on 8th St. Mary's is on what is it? Ave. oh I believe. And they are asking if we would provide staff for their warm up center. Right now it's 12 hours a day, three days a week.

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02:18:02 Lisa

I think before we move into that area because we just talked about having to lay off staff and not having enough staff and putting this finance slash audit committee together. I think that I don't know how that discussion. And go forward with the dice. Even though it's a great idea, I think that it would be a great thing that we suggest them to approach another. Organization that specifically gears towards. The homelessness.

02:18:41 Don

So are they asking us to provide the staff?

02:18:46 Jerome

And they would pay for them.

02:18:48 Don

And they would pay for them.

02:18:49 Jerome

Yes, yeah.

02:18:50 Don

OK.

02:18:53 Mark

I received a letter from the legal for the diocese just yesterday and that seems to be what they're what they're saying.

02:19:05 Don

OK.

02:19:08 Jerome

Yeah, so for example for the during this period of time. We to the degree we identify staff to be laid off. This could be something they could. They could be kept on. As a as a lighthouse employee, but funded through this initiative and as exclusively work effectively, work there. As well, so they basically have two FTE's that are being funded.

02:19:29 Don

OK. Right? I don't have a problem with.

02:19:36 Mark

Well the only wrinkle. It's just such a small town you'll get my drift immediately. Their lawyer is Chris Donald, who is a legal partner at Roberts and Stromberg. So if we move ahead with them. Because they held the side of the file opposite you Don on the litigation piece, we need to officially at the board level, confirm that. We, if there's a conflict, we waive it or we just recognize that that that litigation is separate from. Constructing a partnership for warm up shelters with the diocese and that we're prepared to do that with current personnel, but Chris Donald is part of that same.

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02:20:37 Mark

Firm so.

02:20:39 Mark

I thought that was that. Was interesting, he's a good Catholic, I don't know. What else to tell you? Anyway, that's FYI.

02:21:06 Adeel

Are there any implications that could negatively impact? Us from this.

02:21:22 Mark

Yeah, I don't see any.

02:21:24 Mark

Like from a from a legal standpoint, I think you can. You can achieve a win here because it's. It's a strengthening of the of the work with your desired constituency, and it's a partnership with the spiritual community. And it's finally a piece of good news, even if it's maybe on a smaller scale. But it does get. You know some. Some good useful work for your people. That's how I would see it.

02:22:08 Adeel

Yeah, that sounds good to me. So Twila did. They reach out to us or. Did we negotiate it with them?

02:22:24 Twila

It was through ship.

02:22:26 Jerome

It was through the relationship was built through ship and once this ship funding was decision was made, they continue to reach out to us suggesting they want to do it on their own their own anyway.

02:22:37 Adeel

Nicely done.

02:22:40 Twila

They had put an application into ship as well and they were rejected too.

02:22:47 Mark

There are still people out there that believe in the lighthouse and it's work and the message I got from Chris Donald who is legal for the diocese, was that. They recognize the special expertise that that we have in working with this vulnerable group. They want to make their facilities available to. Offer comfort and shelter to people in need and see a natural partnership. 02:23:19 Don Is there any insurance issues with something like this?

02:23:24 Mark

Excellent question. Yes, I don't know what they are, but yes, the diocese and the and the individual churches will have to have their own coverage. Of course they're going to want some sort of insurance from. Our side, but I don't know yet what that looks like, maybe. There's a way that they will fund it as well, because they have found some money somewhere. I don't know where, but they have. And they'll

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want to make sure that you know our people. Our side is insured as well. Exactly what that looks like, I don't know.

02:24:11 Lisa
Go ahead.

02:24:12 Don
If it's just a warm up shelter, it's just during the day then.

02:24:16 Twila
Yes, that yes, that's what we're where we started. But they did say that they might want to change it. What that I'm assuming because of the cold weather is why they're saying they may want to change it. Obviously they saw some things or something during this last cold spell. But originally it was, uh. 12 hours a day because we had put in our. Warm up shelter for 12 hours a day, but it ran from 10:00 PM to 10:00 AM because they want to run. 2:50 at Saint Joe's and. 5 to 10 at Saint Mary's. Is what we originally talked about.

02:25:12 Mark
They're not nice.

02:25:16 Twila
Pardon me, pardon me.

02:25:17 Mark
You're not, you're not equipped for overnights.

02:25:24 Don
Yeah, as long as it's not costing us anything to do it like in other words, all costs of this stuff are being covered, including mercs and everything else that goes along with stuff.

02:25:40 Lisa
I think there's the safety of staff is going to be a big one out at Saint Mary's because of the.

02:25:40 Don
Can you?

02:25:49 Lisa
The buildings right next door to them.

02:25:52 Don
Yes, that was the next.

02:25:53 Lisa
We already have. They already have the homelessness hanging out in the back alley there all day long, you know. And then they move. They move elsewhere at night, but that's going to be a really big one on safety.

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02:26:15 Don

Yeah, one step not enough yeah?

02:26:15 Lisa

How do? Well, yeah, and what kind of security is you? Know I with the halls and all that. So if we used it, if they're even using the downstairs, the downstairs actually has three exits. One goes up to the sanctuary and one goes out the back door and then one goes out to the front.

02:26:39 Mark

I think I think there are important details, but likely ones that that. Are a function of whether the board wants to. You know, move ahead with this or not. If you if you don't want to do. It we don't. Have to worry about it if you do. Aries people will. For you, they're obviously going to want to, you know, protect their sanctuary and their special places in the building.

02:27:10 Lisa

Well, I think we should go ahead. You know, there's a few. Obviously the rest of the board have. Expressed an interest that yes, to go ahead and I think as you said Mark. It will build up our relationship. You know, even within the spiritual care of the diocese through the Saskatoon diocese along with. With the lighthouse rates so and people still believing in what the lighthouse is meant to do and what you know what they? Continue to try to do.

02:27:44 Mark

Yes, you know, for what it's worth, I was. I was very glad to get that. Get that call and the letter. Just yesterday, which I will I will. Each of you. I suppose it's more of an e-mail than a letter, but. It's nice to see some. I'm upside.

02:28:10 Jerome

Do we need?

02:28:10 Lisa

So do we have to?

02:28:11 Jerome

Any kind of a motion specifically?

02:28:13 Lisa

For a directive, or would that just be a directive?

02:28:19 Mark

Well, just for the. Just for your minutes, I think. It it would be useful if the board. Were if somebody were to. Motion that. That you were to. Proceed with the opportunity to work with the. With the Roman Catholic Diocese to staff some warm up shelters on their premises. You know subject to mutual satisfaction with. The arrangements

02:28:59 Don

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I'll make that motion.

02:29:01 Adeel

I'll second it.

02:29:06 Mark

Further discussion. I will leave it to you. Board members to call the question.

02:29:30 Jerome

I'll call the question.

02:29:33 Mark

Any opposed? Hearing none. Motion carried.

MOTION:

Proceed with the opportunity to work with the Roman Catholic Diocese to staff some warm up shelters on their premises subject to mutual satisfaction with the arrangements

02:29:55 Adeel

I did want to mention I generally do clear my whole evening when we do these meetings. But Friday was came out of completely out of blue, so I did have to push my meeting from 6:00 to 9:45 and I wasn't thinking we'll get to 9:45, but we are like 16 minutes away. So I would need to. Drop off. Fairly soon.

02:30:21

OK.

02:30:23 Mark

Well it is. Is there anything pressing that anyone has to raise or? I guess from you.

02:30:39 Jerome

Yeah, we do have a priority item that we do need to at least communicate to everyone today. We do have limited time to work through it, so it is probably some type of thing where. It's a letter we got from Affinity Credit union. I alluded to earlier that we've been dipping into an overdraft stage from time to. Time at this point in time they were very cooperative. Working with us on this and but however they do want to have that process secured in terms of they think it would be better and a whole lot easier from an administrator perspective. Actually implement a line of credit for the lighthouse. To facilitate the process. I'll circulate the letter that we have received that we've received it late today at around 441, so I'll just send it out right now. So that we have it all in your inbox. And So what they're looking for is for us to sign a formal document, basically a promissory note. Or what specific jargon that they're looking for? That would help facilitate the effectiveness of a line of credit to deal with the fluctuations of cash flow in the short term. With the expectation that we continue the work that we started right now in terms of working together with the plan around the financial future of the light. Such that. We can have that proposal to them. Towards like they said, there could be some flexibility in the timing, but they said sort of timeline to be the end of March to show some progress on planning. In this direction. And we basically have until 4:00 PM on Tuesday to confirm with them that as a board we would as a board motion agree to sign or assign and approve this line. So that we can then complete the paperwork and have it signed off by the following Monday of January 16th. It's it

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because we have a limited time. Right now this document can be reviewed. We probably could or should plan for a another meeting that we could all attend to review and make a decision on this document. Probably Monday evening would probably be the wisest place. Time to do that. Depending on how the feedback is of the rest of the board members. And then that would enable the decision to be made on the Monday officially so that we can then communicate to the affinity of the decision going forward.

02:33:21 Adeel

What's the moral fallacy? Sorry, sorry. What's the total amount on the LOC like? How much is the line of credit?

02:33:30 Jerome

Does this say in here?

02:33:36 Lisa

360,000.

02:33:41 Jerome

Yes, three bullet point #2.

02:33:44

OK.

02:33:46 Adeel

Oh sorry, you emailed I. Didn't look at it yet. I'll get right, yeah?

02:33:51 Mark

Well, I'm I'm available Monday if we want to come back. At at 7 again, I'm sensitive to Adeels commitments here.

02:34:01 Adeel

Yes, I can make myself available on Monday as well.

02:34:05 Mark

Then we can look at this over the weekend.

02:34:16 Lisa

I agree.

02:34:22 Don

I agree.

02:34:24 Jerome

Though is there if there's no dissension on this, we could probably make that decision tonight, and then we can.

02:34:29 Adeel

I agree as well.

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02:34:35 Don

Sorry, I was agreeing with the Monday meeting.

02:34:37 Jerome

Oh, don't remind me, OK?

02:34:40 Mark

Why don't we come back? Monday, I think. \$1000 is something you.

02:34:46 Jerome

That's absolutely reason. OK, so we'll set it in the. Next meeting for. Monday at 7:00 o'clock specifically to review this letter and make a decision.

02:35:19 Adeel

Jerome, you'll send out a zoom invite.

02:35:20 Jerome

Yes, yeah, I'll send out the. Zoom invite.

02:35:39 Adeel

Not hard and fast, but for. Monday if. There could be some sort of indication that. What would this Loc help with? What are the goals? And we can brainstorm around that.

02:35:51 Jerome

The short version of it is to eliminate the need to draw into an overdraft state, as cash flow fluctuates.

02:35:59 Jerome

And so, but right now there's a fair amount of administrative overhead and communication that has to be with Affinity Credit union. Before we could approve any checks. And then this would eliminate that specific requirement. And I just lost my train of thought.

02:36:17 Mark

We can certainly.

02:36:18 Jerome

And then, and this is something that they're requiring us to sign off on a go forward basis. Otherwise, if we, if we don't, then they will no longer support dipping into the line of credit.

02:36:27 Adeel

OK.

02:36:31 Twila

Into the overdraft.

02:36:32 Jerome

Overdraft sorry yeah we have to dip into the overdraft state.

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02:36:36 Mark

Individual members can can reflect on it over the. Weekend and. Take some time because this just. Came up today. Motion to.

02:37:02 Adeel

Sorry Mark, what was that?

02:37:05 Mark

Anything further or do you want a motion? Until Monday.

02:37:16 Adeel

I wouldn't have anything to discuss. We could.

02:37:20 Jerome

Yeah, yeah, we'll adjourn till Monday.

02:37:20 Adeel

Probably during the Monday.

02:37:26 Mark

Very well. Thank you. Lisa, thank you for your presence. Please come Monday.

02:37:43 Lisa

Thank you all. Have a good weekend.

02:37:45 Adeel

Yeah, you as well thank you Mark everybody thanks have a.

02:37:45 Jerome

Have a good weekend everyone.

02:37:48 Adeel

Good weekend bye.

02:37:50 Twila

Bye bye.

Audio file

GMT20230120-011027 Recording.m4a

This is Exhibit C referred to in the Affidavit of
Jerome Hepther
sworn before me this 7 day of
February, 20 23
[Signature]
A Commissioner for Oaths for Saskatchewan
My Commission expires _____
OR Being a Solicitor

Transcript

00:01:19 Adeel

So I know there was no official agenda sent out for this, but I wanted to start with a bit.

And Mark you. Can help moderate that as we go forward with it. Looking at 2023 How we are planning towards it? What are the challenges and then? Kind of. Recognize the gaps that were in 2022 and how can we bridge them to. Move forward in 2023.

00:01:49 Mark

I think that's an excellent place to start. I think that. You know, notwithstanding the challenges facing the lighthouse at at one point, Blue Mountain was to be a jewel in the Crown, and there were very ambitious plans for it. And possibly, you know, some or all of those may yet. Be achievable.

Or not, but I think the main point is that the board as a whole has to set a course for these considerations and what the deal suggested is an excellent beginning in terms of you know, gaining the insights on. What I will call you? Know Blue Mountain issues I think.

You know, I will invite Lighthouse board members to to take off their lighthouse board member hats and put on Blue Mountain board members hats and and adopted, you know, a different lens for the purpose of focusing on, you know, the immediate issues that are specific to Blue Mountain.

That may sound a little artificial, but you know maybe that's a useful way to to reframe and and dive into. You know the introduction and immediate issues that a deal has outlined.

00:03:14 Adeel

Excellent so I can kick off the discussion here. One of the things that I was looking at was that. As 2023 we are getting close to it. Summer is going to be our kind of. Big season where we we need to capitalize now?

Currently, where do we draw and while you might be able to give more accurate picture on that, but currently. Where do we stand in terms of? Blue Mountain financials of sort like do we have a picture that we can? Even if it's a vague picture, give us some sort of idea.

00:04:04 Jerome

Well, probably this is the quickest version in terms of cash. Reserves is basically 0 zero . And cash flow at this point, especially when it comes to payroll right now, is currently being paid for through the lighthouse.

00:04:21 Adeel

OK. The one question that I do have is.

And like Mark pointed out about changing the hats and I'm firm believer of that that you know both of them need their own special. Level of attention with their intricate issues.

Strategically, how can we make it make sure that we can? Have discussions around what the core requirements are for Blue Mountain. What are the needs?

I'm not saying we have. To address them, but there needs to be. There needs to be some.

Sort of strategic planning done on that respect. Now, granted, we're not at a Blue Mountain meeting in a very long time, so I'm under the assumption that since yourself and Twyla we're heading that site, there is some sort of planning in that you guys have done, or there's some sort of direction.

Where where are? We at with that like what was what is the what is the vision for 23 from Yours your side.

00:05:26 Jerome

Well, right now the vision at this point has been predominantly focused at and consumed by working through the White House and really house priorities right now.

So in terms of having a concrete plan going forward, there's very little to articulate, and other than the sort of discussing the points where we're at right now.

And to your point, you raise I how having to take some steps to identify the current needs and what are the gaps that need to be moved forward and to how successful 2023.

And so it really. I think that's really the from the will. The board perspective is is we're basically starting with the. We almost need to start with a clean slate and decide as a board what those steps need to be and how do we have those gaps filled.

00:06:13 Don

OK.

00:06:15 Adeel

So one thing that I do feel like that needs to be addressed. And we need to. We need to look at it from a feasibility perspective, but also from a perspective that. We have to do an IO scenario.

What is coming in what is going out and what I mean. By that is that. For example, zip my equipment is and I'm just gonna start. From there zip lines you bring in a lot of revenues. A plan equipment has an important.

And to your point is wrong. I'm OK with the clean slate if that's the direction we're going with. There was fund approved. I'm not going in the in the weeds.

Where was it spent? But regardless the ZIP line equipment is not there. How are we able? What can? We as a board do. To equip them with that.

That and the reason saying that that is going to be that is one of the main attractions that brings in revenue. It's gotta, you know, it's got it's got attractions. So what can we do? As a board. To solve that problem.

00:07:19 Jerome

Right, and so it gets at A at a high level. If you're right?

Well, what are the options that each of us can bring to the table in terms of bringing up identifying ideas and proposals of what that could look like?

And in this current world, on toilet are actually very focused on the lighthouse, because that is our bread and butter.

And really, the if there's no lighthouse, there's very little for Blue Mountain to work with because it's as it were because of the ownership structure and and yet highlighted in the past.

Ideal that there were some good ideas that you had that would possibly help bring and close some of those gaps.

So one good idea would be is helping to bring some of those ideas on to as proposals to the.

Board for us to review.

00:08:08 Adeel

Right now I'm hearing conflicting things here. At one point, we don't have enough bandwidth. To focus on Blue Mountain because we're focusing too. Much on lighthouse. But at this at the same time. We are and. The reason I'm saying that is that I don't want to be one of those situations where we get caught up in the. Same cycle.

And the reason I'm saying that is that if we don't have enough bandwidth, we need to create before anything else we need to create a more.

We need to have a better understanding of. What kind of autonomy we? Can give we can lend Blue Mountain and by what I mean by that is that. If if things were not working out at in the last again, I won't go into detail, but just using it as using that as a reference point. If things were working out in the last year or the. Year prior, whatever.

There were numerous opportunities for us to basically allow Blue Mountain to mount itself as an as a or corporation there that is, managing the park to go ahead and start doing things.

In an effort to raise funds and whatnot so. From a I I want to address that first portion first. So from a capacity standpoint. Between you and Twyla you both don't have the band. This is what I'm hearing. If I'm wrong please correct me. There is not enough bandwidth that could be allocated. Equally to both the organizations, am I? Am I hearing it right?

00:09:32 Jerome

That's my first statement.

00:09:34 Adeel

OK, so.

In that respect, we need to figure out a better strategy where. We can even engage the Blue Mountain team in whatever shape form they are and bring them to the. Board to have. Such discussions and be able to take some decisions as well. If we can, if if the bottom line being what you said. If the cash is zero, we can't give them money. We gotta let them figure. Be creative and figure out some.

Sort of money situation for themselves. So that would include fundraising if they wanna do flash marketing or whatever they think they can think.

And we can support them with that in this in the sense that we can provide like a bit of an oversight, and you know, kind of have a give them direction, even make you phone calls from for contacts as well.

That hey, you know we can get some someone to sponsor something about, not.

But as a board we need to agree to that because right now what I'm looking at is that every single thing has to get board approval. The board approval takes.

If not weeks, months in some situations and it just seems it saps the energy out of the out of the person who's trying to get something done.

00:10:49 Jerome

Yeah, I think you. Probably did a pretty fair assessment of the. Current situation because you know.

Last year there's. Different things are going on, but you're. Right the the past.

Hasn't been very successful in trying to meet the needs of Blue Mountain because of other priorities that are important on the lighthouse front and so.

Trying to come up with that proposal to say, how can, how can this work and what could that.

Look like you're having quite involved with the Blue Mountain, and you've been a very strong. Advocate for it. So we're trying to putting together that what that draft could look like for us to review would be actually. A really good recommendation.

00:11:26 Adeel

I'm an advocacy standpoint. Trust me, I'm I'm equally passionate about lighthouse as well.

I think.

00:11:31 Jerome

But I'm not, that's not. That's never the debate. That's never the debate.

00:11:34 Adeel

So I want both organizations to be successful in this particular case with Blue Mountain.

What I'm saying is that if there is so, so and kind of pushing this forward, can we agree on a on a on on on this strategic imperative that since we don't have the bandwidth?

Blue Mountain should be granted some level of autonomy where they are able to make decisions in terms of fundraising in terms of you know, getting sponsorships, et cetera, et cetera.

Et cetera.

We have to separate it from lighthouse. That's the first thing I mean. Even though markets for that.

So we have taken. Lighthouses name a few times.

00:12:15 Mark

There's no getting away from it. And.

It sounds to me like a deal what I'm hearing from Jerome is that. There's a recognition that that they have been much occupied with the, you know, operational issues on an urgent basis.

But at the same time see the importance of Blue Mountain. It it sounded like Jerome was saying would you take the lead in terms of of. You know, bringing a even a even a?

An an abbreviated strategic plan that might include more autonomy for Blue Mountain and, and because the the board of the lighthouse is having weekly meetings.

You know, maybe you could bring something forward that is even, you know skeletal or abbreviated.

That could at least get that Blue Mountain ball rolling because. If if the will. Of the board is to allocate, for example.

Some of the funds that affinity has made available or is making available for you know immediate needs at Blue Mountain, that is something that the board is in a position to address and probably deal with much more quickly than in the past year or so because.

And you know, until the until the current crisis has passed.

You're having weekly meetings and, and that is sort of an all hands on deck mode, where I think things can happen quickly. Now is that is that. Have I overstated things?

Jerome is that. A fair comment or or not?

00:13:58 Jerome

Yeah, well, you talked about this. An abbreviated strategic plan I that might be a little bit much.

Initially there may be some thoughts just if you put down around that, but my I was more focusing on the the process or like give them autonomy.

But like what would that? Like how would what would governance look like in that scenario and how do we make sure that the various pieces are put into place so that a that that the staff have the support that they need but we also get the information back to the board that we need to ensure that we have the oversight.

That ensures that that the process is going forward as we intend. As the board.

00:14:36 Adeel

Well, this one's gonna be a little bit of a hard pill to swallow. What I'm gonna say, but the truth being said, the board does not support blue mount. Blue Mountain stuff. That's the bottom.

00:14:46 Jerome

In the in the past, you're correct, what I'm suggesting is that how do we do that going forward is how how do we structure it so we can do it going forward?

Yes, you're right. In the past we have not, and they've been struggling.

00:14:55 Adeel

So one of the things that I'm thinking is that.

Since blue and this goes to Mark's point about the strategic planning and I I fully agree with the strategic planning portion because.

Even before it gets to the point where we can make it actionable, it'll it'll change iterations it it would never be the final plan.

And even once implemented, it'll change iteration because of the needs and requirements and how.

Things change with the market and stuff. What I'm number?

One thing that I'm proposing is that we need to in future with.

But when and there's not this, this could be fleshed out further as well.

But in future, at least for for the foreseeable little future that we have till summer, even we should have regular Blue Mountain Board meetings in which we do invite the Blue Mountain management to come and let just even like 20 minutes give.

Let us know what's going on. What are the challenges? Where we are. My brief discussion that I have done as well and I was also talking to the. Staff there as well. And I found that snow grooming is a big. Challenge right now and they have. What's it called the snow?

I'm not a sportsy person, I'm not outdoorsy so I don't. Know what the machine it's the.

00:16:10 Jerome

Push leads.

00:16:11 Adeel

Not jet ski the scooters no scooter, no snowmobile, sorry snowmobile yes snowmobile. The tracks are broken and the tracks are like about 3. 400 bucks. The If the tracks get done. They can groom the trails and you know the school bookings that they're not able to do.

They can do those. Now that the season has passed, but Tubing Hill would have been a phenomenal success this winter, purely because the fact that it's not been super cold and. We got lots of snow as well.

For next year, that could be one thing, but this year and from an immediate need standpoint. If we are able to support them with getting the tracks for the snowmobile, then they. Can groom the trails.

And they can get some business in. The other thing that I discussed with Don was also that from a. We have to turn it a bit around and look at it from the angle that every month. There needs to be a target in. Place that they can work towards.

And from a number standpoint, the target that I kind of figured out was that if they can make around 50K a month, that would help them.

Move forward along with the fact that they can also 50K the minimum. Of course they can go more than that, but 50K target and then that would that that should be giving that should be enough to cover salaries and expenses.

Now I don't know. This is just a conjecture. Again, don't have the right figures. So to help.

With that planning, the one thing that I was gonna suggest was that. Right now with Lighthouse we do have access to the QuickBooks. And that's been very helpful. Now with Blue Mountain.

I understand the books are being reconciled and all that stuff is happening. That's fine, but if we get a handle on some sort of reporting, even if it's dated reporting, that's enough to give an understanding.

Adventure the nature of the business that blew out and has other than something happening that is of the nature of like what's it called the pandemic COVID-19?

It would still have fairly similar seasons year after year, so we we should be able to build some. Sort of projections based on that. So getting access to those books and in all honesty, I believe Blue Mountain books should be given like should be completely separate, like right now I understand MP is doing it at.

You know where he's working on that. I don't know what exactly what's the success like how far we've got into what, what have been achieved.

I don't even know what the exact scope was like when the books were given, like was that timeline, but the bottom line is that I feel like there needs to be more visibility.

Not just to the board, but even to the Blue Mountain team.

As a corporation, if it's a separate entity that's running, running the business in itself, they should have the line of sight to the. From an autonomy standpoint, the Blue Mountain management should be able to see the money coming in going out. They don't have access to the bank accounts.

They have a card, but that's besides that to a certain degree they should be able to make financial decisions as well. And what I mean with that is be able. To go and forge partnership with. You know and get better rates even with vendors. And so.

00:19:30 Jerome

Well, actually what you're rehearsing right now is actually very, very good, and that's basically what I was trying to refer to is. Let's have that put together in something that we can review on paper with the board so that we can say, yeah, we have. We have these documented targets.

We have these documented. Structure and code. And plans in place so we have. Something to measure against. And so we have a plan to get it like that as as a as a quick draft and doesn't have to be exceptionally in detail. But start putting that together so that we can actually review it in our.

Next meeting and then we can. Say yes, great, that's this, double down.

00:20:02 Adeel

Well, we don't need to do a next meeting for this. Jerome, that's my point. We've done a lot of next meetings. There's not a lot of things that we're discussing here.

00:20:09 Jerome

No, I'm talking about we need having to your to your to your point. The only standpoint. You're very, very clear and wanting to have metrics you want to have very clear in terms of having accountability.

So I I'm hearing what I'm hearing is perfect, but having it to the next step is let's get it in writing so. That we have something to document it and so that. Can measure against it.

00:20:26 Adeel

So what I'm hearing is you're like this. And from you as well to, uh, this all seems agreeable, like if we put into paper, then the next step would be. It's on paper we're implementing. Is that what I'm hearing?

00:20:38 Jerome

Well, we have to get plan on paper. Make sure that that it that the plan on paper is agreeable to everyone but the the concept in the framework I would say. Sounds very desirable.

00:20:51 Adeel

So how would we change the change? The direction to this?

00:20:59 Jerome

Because we carry on.

00:21:00 Adeel

I'll I'll, I'll sort of putting it on paper. There's a couple of things that I mentioned here. #1 Blue Mountain needs to be given some sort of a certain level of autonomy that they can actually function and. Do things right. In that having line inside of the bank accounts.

Having Lana said, and then the board itself like myself. And I mean, I'm sure you both have it, but I would like to generate reports from QuickBooks and see what what all is going on there. So the one thing that I wanna propose right now is. And we can make a motion out of that too. I like I can make a motion for that that. For the QuickBooks account of Blue Mountain. Access is shared with the board.

And it's not a big board right now. It's only four people, and. If we have that access. We can pull up some reports and we. Can build better projections.

00:21:59 Jerome

Yeah, that's all part of that's all part of the framework that we're talking about. Absolutely, that's where it doesn't. It doesn't have a motion right now because that type of visibility makes sense and but part of it is. Let's have this plan put together so we can all look at it and say, yeah, let's do it.

So we can talk about it, but until we can get it done on paper and. Review it as. A proposal it? It'll make it so much easier.

00:22:22 Adeel

OK, I'm I'm still confused. I mean, if you want I can send an e-mail for this. The proposal is that I'm saying that. The Blue Mountain QuickBooks account is shared with myself.

00:22:34 Jerome

Yeah, that that that. That that that's a bullet point in the plan that. You were checking in quite nicely, verbally around giving Blue Mountain autonomy. Part of it would be what does that need to look like?

How would we have? How would that? And how would how would that be measured to be successful? And that that that's? The goal I'm. Talking about and you're asked around.

Access to QuickBooks is just about bullet point in that plan, which it would in my mind would be. An obvious yes.

00:23:01 Adeel

OK. Second question that I had was sharing the bank account information line of sight for the Blue Mountain Bank accounts with the Blue Mountain Management. That does, in my opinion, that is an E2 bulleted. I mean they should. Well, again, we're getting into some very no.

00:23:24 Adeel

Have had it from the beginning.

00:23:27 Jerome

And so I think you're right, these are all things that we, part of that accountability plan that we're talking about for them to be successful. The access to.

That and so in one respect, yes. In in context of what's the broader plan in terms of accountability, and how and and how? And they need that information? There's probably no doubt.

About that, but it's a question is now is if we're if we're changing the control structure. And giving them greater accountability. Uh, how are we gonna it and how are we going to actually? Make it make sure that they can be successful.

00:24:00 Adeel

How sorry control structure can you elaborate what control structure do we? I don't know that. So there is a control structure right now in place. What is a control structure?

00:24:08 Jerome

What? What, no like. Yeah I like it right now is the that the staff have not had the support everything has come down to come to the board and now we're talking about moving into more of a delegated structure.

Which makes a lot of sense, and so we need to have some documentation around that saying how do we make sure that is successful? I think it's a very good idea.

00:24:30 Mark

And it it sounds to me like maybe the the debate is is between on the one hand, a plan for Blue Mountain, even an abbreviated one versus trying to restructure its operations and management on a on a piece meal basis starting right now.

00:24:50 Adeel

Well, if what I'm hearing right now is. If it boils down to putting something on paper, thank you for articulating it, mark. If it boils down to putting it down on paper, then let's conclude this meeting and we wait for the next meeting, which could be in February. This meeting took 19 days. We pretty much wasted 15 days.

00:25:10 Jerome

Well, Mark raised the point. We have Blue Mountain. We have lighthouse meetings every week now and so we have ability to actually have those dialogues even as a subset of those meetings.

So we could for example with, with you being able to put the high level draft proposal together, we'll review it as early as Tuesday.

00:25:31 Mark

You might also have Blue Mountain as a standing agenda item.

00:25:32 Adeel

Right?

00:25:38 Mark

On all Lighthouse board meetings, just to make sure that it is top of mind and a recurring issue that doesn't fall off.

00:25:47 Adeel

OK. That all sounds good. OK, I can put something together if we need a paper and strategic plan and that stuff I can do that. That's not a problem.

The one immediate thing that does need attention is with respect to the tracks for the snowmobiles so that they could do grooming on the trails and you know they can entertain the school groups.

With February coming around, the bookings are coming in, they're getting. Requests pretty much every day almost.

00:26:16 Mark

And it it it's I just want. I don't mean to interrupt, I just want to jump in it. It sounds like.

The cost to benefit ratio is tremendously advantageous here. If you're talking about a fairly inexpensive repair to a snowmobile that could open up trails and bookings, that seems like a.

You know an excellent idea, it's. You know you're gonna get a lot. For your money there.

00:26:46 Adeel

Exactly yes, and but the point being that that the tracks would need to get ordered, and by the time they come you know. So that's where. The sooner the decision is made, the better it is.

So I wanna put forward. To the board right now. Can we help them get the tracks?

00:27:06 Jerome

Well, the. Cash from that will be coming from the lighthouse. And so if that's the will of the Board of Lighthouse, then that would be where we have to decide, like in in way that in light of all. The other cost payables?

00:27:20 Adeel

Right, So what I'm hearing is? That on.

00:27:22 Jerome

And so I'm not saying no, I'm just saying that that's a broader conversation and having. Having everyone else to weigh. In on it as well. Because and, Simplistically speaking from our business of a business perspective, you're right, that's a critical success factor to move it forward.

00:27:36 Adeel

OK, So what I'm hearing is that on Tuesday then the whole lighthouse board can decide. On that, am I right?

00:27:45 Jerome

And. If that's where the the will of the board is to move, invest more money into Blue Mountain for this then that would be the will of the.

Board to do that and I would suggest that to the degree it's possible if we come with \$300.00 now and \$300.00 at a time.

To the degree that we could. Have a broader.

Idea of like from Angela and in terms of what their needs would be for the next couple of months.

That would probably be a helpful thing to add to the conversation, even if it may not be part of an immediate decision.

00:28:26 Adeel

OK, now from a. From this point onwards, how we're going to move forward with with the communication and everything. My recommendation is. That when we're looking at Blue Mountains marketing strategy.

They need to be able to run with it. In the past there has been a direction given to them that certain things shouldn't be done and whatnot, which is again not going to delve into.

That going forward. Blue Mountain Adventure Park should be able to mark. With full autonomy in terms of how they want to market themselves and how they gonna fulfill the.

00:29:12 Jerome

Well, full autonomy with accountability to the board so that marketing strategy should be documented so that we can measure success and reviewed by the board.

00:29:21 Adeel

100% Joe, you keep saying documenting accountability. I'm a keener on that and numbers speak. Of course.

00:29:30 Jerome

Yeah, exactly and and and and that's what and that's what that's what.

00:29:31 Adeel

At the very beginning that I don't want. To talk about. The past in the past. The numbers don't justify anything.

00:29:37 Jerome

I I'm actually I'm supporting I'm I'm like I'm supporting. What you're trying? To get to right now, especially in context of Blue Mountain, because that's gonna be very important.

00:29:45 Adeel

OK. From a work perspective from. A sorry mark, go ahead.

00:29:51 Mark

Your views may be closer together than it might. Then it might seem it sounds to me like. There is a there is an openness to. You know reorganizing how Blue Mountain conducts its business and its levels of authority and its connections to the levers that permit decisions to be made and paid for.

That sounds that sounds like there's traction. Do that.

00:30:21 Adeel

I appreciate that. Yeah, I do appreciate that that I'm glad that we're looking forward moving forward and looking at a more progressive stance towards making sure that the park itself is successful and hopefully the success can filter back to lighthouse. From a board perspective, I'm curious to hear if.

Either drone 12 or Don you had. Suggestions towards in 2023? How can. Blue Mountain achieve some goals. Turn things around what?

What are some of the things that we should look out for from an advising standpoint? I mean, I'm rambling from the beginning, so I wanna hear other people's thoughts as well. To allow any ideas from

you, I know you. Have a big Rolodex and you have your skill set in marketing and advertising and sales, so I'm curious. But if you have any input.

00:31:24 Twila

I didn't know where this meeting was going to go tonight, so I honestly hadn't put much thought into it, but I. Could before Tuesday.

00:31:32 Mark

11 thought that I have for everyone's consideration is and I'm just going to be candid. I know that initially there was, you know, very serious discussion around a possible sale of Blue Mountain.

It may be that that was premature. It may be that you know the will of the board is to. Expend you know further, efforts to revitalize Blue Mountain, but. In excuse me in any event.

If if for some reason Blue Mountain were to be marketed down the road as a as a going concern. There may well be. And I'm not saying that's what's going to happen, but. It may well be that from that perspective there are certain enhancements or repairs or. Steps that would need to be taken, whether the board was certain that Blue Mountain was going to make a, you know a a full and successful recovery or reach new.

New heights, hitherto unseen, or whether a sale was, was contemplated. There may be some common ground between both scenarios in terms of ensuring that certain things are done at Blue Mountain, that would be useful in any event, so I am I am not trying to sway anyone's opinion as to the longevity of the project.

The ultimate success of the project, but that. You may find that there are some reasons to do certain things, whether you're of 1 school of thought or another, and that there you know there may be more common ground with respect to what is needed there than is initially apparent.

00:33:25 Adeel

That's actually, that's a really good point Mark.

00:33:25 Mark

I just throw that out.

00:33:28 Adeel

I really appreciate that, because from a from a value standpoint, I think. Either again, which are either direction we sway towards, keep it or sell it, but if we can. Effectively increase its value and emphasize

its value. Then if we do sell it at some point, we get the best returns for it. As opposed to being adept, you know out of desperation and trying to just get it out kind. Of thing with that respect, the one thing that I did want to bring up in this meeting was that. There's an ongoing gap in communication, and I don't know how to address this, but I've said this multiple times, but even simple.

Acknowledgements of just recognizing somebody sent an e-mail, got it. I'll respond back within 48 hours or something like that. Either we, we, we, we agree on this, that Jerome and Twyla are not going to be part of the communication. They will only be present in a board meeting scenario. And that's where that auto becomes more important, because again, lack of response. But or. I want to understand why the gap is there. And with specific reference to bloom out, I'm not discussing anything else specifically for Blue Mountain. Like there was a few. E-mail that was sent like 7 weeks ago. And I just got acknowledged today just today.

And I'm. I'm fine if we say that hey, we do not have an answer for this. Give us a few weeks. I'm OK with that. The answer doesn't need to be affirmative, but the lack of acknowledgement. It's one, it's disrespectful, and I don't want to harp on that too much, because that's something that I'm. I just find it. It's just not good manners #2. It's a waste of resource time and mental energy because somebody's waiting on a. Reply of sorts. So I'm just curious why that gap is there and how can that be fixed.

00:35:53 Mark

I'll certainly let the managers respond to that, but my you know, my observation is that.

00:35:54 Jerome

I think. As well.

00:36:00 Mark

They are. Completely consumed with keeping the plates spinning that are right in front of them with the lighthouse. Which I think. Highlights the importance of what you're suggesting. A deal in terms of a plan for Blue Mountain. And maybe there is a committee that has struck at the board level for the lighthouse that has, you know, specific frontline responsibility for for Blue Mountain because I suspect you know. Again, this is just the outsider looking in in the role of. Of counsel to the lighthouse that the intercom managers are just. It's just it seems to be beyond them to to reach that far into Blue Mountain, and I think they're just not able to. Come to grips with those issues so.

Maybe you would have a. For example, a you know a two person committee not dissimilar from perhaps finance and audit, that is Blue Mountain oriented that has a level of authority to deal with. You know, spends below a certain threshold, et cetera, et cetera, so that.

00:37:17 Jerome

You know?

00:37:18 Mark

Some of them. Problems and gaps that you're identifying can be eliminated.

00:37:26 Adeel

I think that's a fantastic idea because that's the other thing I wanted to mention that we need to have. Like you mentioned, a financial audit committee in Blue Mountain is for Blue Mountain as well, and the reason I'm saying that is purely because. I see the. Lack of bandwidth.

I simply would have liked that there was an open discussion or acknowledgement that, hey, there's not enough bandwidth, we can't deal with that, can you guys? Help us out. We're at this point where we are bringing this to the table, so we I. I like the proposition, but the second part also is that I've also noticed that in communication. There are. Information is either not. Fully conveyed or it's. It's misrepresented.

That's the most polite way I can say. What I what I feel actually right now. And by by that I mean like very clear, and I can quote one of the incidents that I'm referring. To like if. When Jerome did go out with there with the buyer to do inspection, I I asked him and, uh, and Angela and Jeff and other people asked them as well. Why are you coming there? Oh, I'm coming to do. Maintenance inspection well. In truth, it wasn't maintenance inspection, so why can't we be just upfront and clear? About such things. It's embarrassing because at the end of the day, Jerome to your point, when we talk of accountability, numbers number, I believe in numbers. They, they it it IT services up. It comes up eventually. So, but my concern is that. Number one I I do want a financial audit committee in Blue Mountain as well. #2, but I also at the same time I'm concerned that when communication is happening, even within board members.

The level of responsibility, authenticity and accountability needs to be above board, fair and square. Transparency is so key. Right now we are marred and completely surrounded by controversy and. It's brutal. I mean, we live in a very, very fast world where information travels fast and quick and with respect to Blue Mountain long before. It was shared with the board that there was actually an offer and blah blah blah. The news had spread in. Battleford that the park is being sold. Yet that information was not shared and it it was hidden and misrepresented as well in writing. That's the worst part in writing. It was said that it is maintenance inspection and was not.

00:40:06 Jerome

Yeah, like you talked about rumor mills, we can't. Control rules and over the questions where the source is that the that it has not. Been it was never communicated. To anyone that it was sold.

00:40:16 Adeel

But Jerome, why was it said that?

00:40:17 Jerome

For starters, I'll try to justify anything but just a matter of. Rumors are rumors we have controlled rumors. There's lots of rumors about the lighthouse being closed too, which are not factually true either.

00:40:32 Adeel

And see this. This is where the where the problem is. I'm categorically pinpointing a certain issue that I've felt. It's there and I there's still no straight answer on that. 00:40:40 That's fair.

00:40:43 Adeel

I'm saying that in the emails it was said it was a maintenance inspection, where's it was not. It was an appraisal being done. Why wouldn't that information be shared? That was back in October. We're talking January now. We would be if things are aboveboard and transparent, we shouldn't be having these kind of discussions and conversations. If legitimately there was there, is there was there could be there? Maybe there would be reason for. Us as an organization to take drastic steps to sell Blue Mountain or whatever that needs to be done. We should do it as a team. I don't want to be a sad *** story about us being a house divided situation. And unfortunately, that's where we sit right now.

So my a very direct question. Why is information not given upfront transparent straight?

00:41:56 Jerome

It was done in error. And at this point all. I can say is sorry. There was no malicious intent that went around it. And we and like. You said we have to do better.

00:42:12 Adeel

I appreciate that, appreciate that. You understand the gravity and its impact because if as an Oregon as a board, we are going to be successful for either Blue Mountain or Lighthouse, we have to work together that that that is.

Simply going to be the core focus, no matter how many disagree disagreements you might have behind closed doors in in the light of of the day, in front of the world, we have a united front and what I'm trying to get at is that as board members, I want.

To project that we support the managing directors. And what they're doing? But that's only possible if we. Are can. If we can. Be fully aware and share information across the board. Both organizations need to be saved, so thank you for saying that, and I appreciate that and. I just want to. Say that going

forward, we need to one that is that that is a. That is a mockery of governance #2. We shouldn't do that because it affects on a long term basis. It affects time, resources, money, et cetera.

Just going forward, communication needs to be straightforward and to Mark's point. Then I want to make a. Motion that there needs to be a finance and audit committee for Blue Mountain Adventure Park which can assist. The board and the management. In moving forward with strategic implementation of planning. And for that committee. Myself and Don can volunteer and we can look after things again. Every single thing that's being done or would be done. Would have board oversight.

Would be discussed by the board approved. No two people will be making decisions or one person as a matter of fact. And I do want to mention one more thing in that respect is that the Financial Audit Committee. Our main goal would be how can we make Blue Mountain profitable?

Again, that's going to be our core focus, nothing else outside of that. And I'm going to be very honest I. Had a last night I was thinking looking at numbers and working or I was looking at website social Media, Blue Mountain and I was doing comparative analysis as well and I pulled numbers around.

It's very much achievable if things are done right. We need about 1200 and 1200 people. Foot traffic in a month, 30 days each person spending \$40.00 and we hit. \$50,000. It's doable. And I was I was thinking about it. That come March. 31st our health contracts are gonna die. It would be phenomenal if Blue Mountain can actually start supporting lighthouse back.

Things done right and it can start giving money back to Lighthouse. We don't need funding. We can actually become one of them.

One of the few organizations in the world that are self-sustaining enough that they don't need to rely on funding to provide services to the community. And if I'm not wrong, that was the original. Goal the Blue Mountain would support lighthouse.

00:45:41 Jerome

That was definitely the initial plan and initial vision of it when it was actually started down this. Road, and so I think that's where the discussions around whether we call it. Audit, Finance Committee or not. But basically putting together that. Proposal of how do we? Put together the plan that says. How do we?

What can that look like and actually put it down on paper so that we can look at it cause you're right there that it we have to get some real numbers down to. Be able to look at them.

00:46:11 Adeel

Right, but Jerome I put a motion on the table.

00:46:13 Jerome

Because you're right, the potential is there in many different ways, but we have to make sure it can get it realized. And then then what the investment would be? Necessary to get there.

00:46:22 Adeel

Right?

00:46:23 Jerome

Because like for example, yeah all the inspection reports and that have been circulated so that that's a really good content to start putting that into a game plan that says where does some. Of the stuff have to get done. Looked at for investments so that we can actually realize those goals. What is this what and what is this?

00:46:40 Adeel

Right, and that's

00:46:42 Jerome

What is the SWOT analysis for them?

00:46:43 Adeel

And that's why I put the motion there. There's a motion on the table. I'd like to see what the board says.

00:46:49 Mark

Can you recap the motion for for us? The deal please.

00:46:53 Adeel

So what I'm my motion is that there that we form a finance and audit committee. That is, that would be comprised of myself and Don as volunteering for the committee and our core goal would be. Supporting Blue Mountain with strategic implementation of growth plan to make it a profitable organize. Any and all planning?

Deployment implementation strategies. They would all be vetted by the board itself, but the finance and Audit Committee would have the would provide the oversight in terms of planning and allocating the optimum amount of bandwidth that is required by the amount.

00:47:40 Mark

Do we have a seconder?

00:47:51 Jerome

One as part of the committee would be good to have your input and your thoughts. In terms of how this can unfold as well.

00:48:00 Don

I agree with Mark. I think the two sides if we were going to say there's two sides are very close and that we need this plan regardless of what we do and. Unfortunately, you guys are quite. And understandably. So something has to be done, so I you know, I agree with this. I would like it if somebody else could second it. I will second if no one else will, but it would be nice if there was a different second or.

00:48:51 Jerome

So I guess part of the thought process and I'm not. I'm just wanted to explore this a little bit further in terms of. Because I didn't get all the words down here. So performance community support them with the growth plan. Can you elaborate a little more on that deal, what? You're saying so I can guess.

00:49:12 Adeel

Absolutely, and help with implementation of. A strategy that will ensure the Blue Mountain is profitable. So the two key things that the audit. Finance Committee is going to work on. Is implementing a strategy that ensures. Growth and profit.

00:49:33 Jerome

Gross profit policy and sustainability.

00:49:37 Adeel

So absolutely 100% sustainability. Yes, it also is sustainable otherwise. Yeah, thank you for adding that actually.

00:49:55 Jerome

Yeah, and.

00:50:14 Adeel

I'm curious, while I've been quiet about this, what are what are her? What is her point of view, I mean? She has spent quite a bit of time. Looking at Blue Mountain, looking after it from a point of contact standpoint.

00:50:33 Twila

So far, whatever you guys think.

00:50:48 Adeel

Other than Don, is there any would you second it tomorrow then?

00:50:53 Twila

I think Don should.

00:51:20 Mark

Just to keep things moving, I will call for. A seconder Girl are you prepared to 2nd if you are not then we might as well know and it can go to Don.

00:51:57 Jerome

In light of where we're at as an organization, I. Don't know if I can.

00:52:09 Don

OK, I'll second it.

00:52:15 Mark

We have a seconder.

00:52:24 Adeel

I would like to discuss what Jerome mentioned about in light of organization. If can you expand on that.

00:52:32 Mark

Well, I just took that to mean and I'm not foreclosing on a proper answer from Jerome.

But I. Just took that to mean that. Behind all this you've, you've got some litigation lines drawn with parties on opposite sides, and it would be inconsistent for them to have sought sanctions against former executive director and then subsequently be voting him into positions of responsibility with the same organization.

So I think just abstaining is probably. You know from the. Perspective of legal, that's probably appropriate. But I don't mean to answer for you, Jerome.

00:53:14 Jerome

You basically summed it up in terms of a very competent individual, but in light of the situation and what's currently before the courts. Moving forward with that is probably it is not something I can do.

00:53:31 Adeel

And I'm assuming Twila. Are yours as opposed the same reason?

00:53:35 Twila

Yes it is.

00:53:45 Mark

And like I've said before, if the Court of Appeal exonerates Don and restores him, you know you've got a whole new situation to deal with. But in the meantime, with those issues outstanding. I, I think that's probably you know how this motion was brought and seconded is probably. The sensible way to do it. Further discussion. Have you called questioned?

00:54:34 Don

On the question.

00:54:39 Adeel

Yes, you did call quest.

0

0:54:45 Mark

Well, this will. Be interesting. Any opposed?

00:54:54 Jerome

I'd have to abstain.

00:54:58 Twila

I have to abstain.

00:55:01 Mark

That motion is carried.

MOTION:

That we form a finance and audit committee comprised of Adeel and Don as volunteering for the committee and our core goal would be. Supporting Blue Mountain with strategic implementation of growth plan to make it a profitable organize. Any and all planning?

Moved by Adeel

2nd by Don

Twila – Abstain

Jerome - Abstain

That's good, I think that's progress, and I think that is something that is very useful on a. A file that. I would have to agree with a deal you know without making any commentary other than the fact that. Blue Mountain, the Blue Mountain file has languished for for inattention somewhat.

And so that the. That's very good to see some. Some progress.

00:55:42 Adeel

I want to discuss the next portion of that. Is that so right now Juan and Pyra are the Co managing directors for lighthouse. What is their capacity with Blue Mountain? In the past. Dawn was the Ed for Lighthouse and Blue Mountain. So is the same tradition being carried, carried on or what? What is the capacity?

00:56:11 Mark

Well, I think there's two aspects to this in in terms of oversight and responsibility.

The entire Lighthouse Board has a degree of responsibility for Blue Mountain. And again, without. Answering for your interim Co managers in terms of the day-to-day responsibility for operations, I would suggest that there is limited resources on the part of the interim Co managers.

To deal with day-to-day operations at Blue Mountain because. You know, and unlike past scenarios, the the lighthouse itself is under siege and not operating in a in a typical environment due to the you know government's action. So I think you're putting your finger on something. A deal that.

Needs to be understood and addressed and accounted for it. Probably the thinking that you're doing around you know a plan, even a bullet point plan. Can address that and I think also the notion of a of a finance and audit committee subset of the board of the Lighthouse with special responsibility and interest for Blue Mountain.

Also goes some distance to to addressing that. But I think you're you're quite right in raising it.

00:57:32 Adeel

Well, I have reservations as well and the reason I'm saying that is that. UM? I and I I like to be, I like to put things I like to be above board and. When I'm having my communication conversation. The slate, even though suggested clean, is not didn't come off as clean as I. Was hoping it to be. And not for any other reasons. It's just a situation we're in, so that's it's not pointing finger at someone particular.

It's just such a. It's just the situation we're. In the reservation I have is that. Without a very clear understanding of what role Jerome and pilot, if they're just board members, that's one thing. But from a managing director, if they're. If they are the managing directors of the park as well, it complicates things because then it it brings the same thing then. Their accountability towards us. As a board becomes different.

00:58:37 Mark

I think I think that's a valid observation. The deal, and I think it's fair to say you you came, briefed and prepared to tonight's meeting. And that's a question that I'm not going to pretend to. Know the answer to.

00:59:00 Jerome

I think the the when we started this meeting in terms of coming up with a proposal of giving the staff the empower them to do their jobs within a defined structure. Will go a long way to help mitigate a lot of the challenges that are obviously that were happening in the last year. and so I think if we start there. And put together a a proposal around how we can help the OR the staff become successful. In a more, uh?

And I'll say and power i like to wear autonomous perceive, even though it's not a bad word. I'll say it in a more empowered scenario is a very good starting point to see. How can we do that successfully and that would likely take a lot of the pressure off a lot of the issues that we're currently. Working with right now.

00:59:55 Adeel

That's a really good observation, but and Mark, I might need your help with that. The the question that I have is what exact? Do the Co managing directors have? With respect to Blue Mountain, are there board members only or are they Co managing? Directors there as well.

01:00:34 Mark

Well, certainly there is that board oversight. Your interim Co managers would have. In the same capacity as any other lighthouse board member would have some. Level of responsibility and oversight at a non operational level simply. By virtue of. Being a board member of the lighthouse. So regardless of the answer to the next question that is there, maybe Jerome and Twyla are in the best position to describe whether there is additional capacity in their portfolios. With respect to Blue Mountain.

01:01:21 Twila

I guess I'm wondering with the audit and Finance Committee if we get where it sounds like we want to be. Very plain speak. The audit and Finance Committee is going to go through the bulk of the work, bring it to the board, yes or no done.

01:01:41 Adeel

Well, no, it it. It makes a difference if you are a good managing director there as well then I would want to have accountabilities built around the Co managing directors as well. It's it won't simply be approvals. I mean.

01:01:56 Jerome

Well, I think I think that's what I think, that's what. Just just one, just one I need to. They do right. Yeah Karen. Yeah, go for it.

01:02:00 Adeel

I need to finish this because if you if you say that you are co managing directors that means you were Co managing directors last year as well. So then there's a accountability matrix that needs. To be kept. In mind, if you say that you were not. And it was simply a that that you were board members. Then we were living in a void last year. It was a black hole that sucked the energy out of everybody and we had no idea where in the black hole and we suddenly. Got spit out in. At this very moment, where we realized that there was nobody actually who was. The You know to whom some the. The Blue Mountain Management reporting they were reporting to the whole board. So I I I. I want this clarification. We can't tip to our dance around this question.

Let's answer it. Let's get this out. Are you the Co manager? Don was an. Ed for both. So when you replaced him, you assumed the duties. The Don had in that respect. My understanding is that makes you Co managing directors of Blue Mountain as well, and by all for all intents and purposes, last year's indicative that those powers were exercised.

With and I'm not going to say with or without border oversight, because there is definitely conflicting situations there, but those powers were exercised, so my the question that I have.

Just we never got a straight answer on that last year or this year, so I want to know that now, are you both the Co managing directors of Blue Mountain as well? That's my inference that you are because you stepped in Don's rule.

01:03:48 Jerome

Well in reality is in light of this. Where we at? With the organization, your inference in terms of a default answer is probably correct in that in terms of taking on the code manager role lighthouses, that's what that's what we were appointed to.

01:03:57

OK.

01:04:06 Jerome

As part of the Lighthouse board, as it were to be, and that that that that the scope of that motion was strictly in the context of the lighthouse. And by inference we were scrambling to help provide support to Blue Mountain. And because he said other correlation. Between don't try and play the. Role of leaders of both.

The effort was trying to do what we can to ensure Blue Mountain can move forward, which you've highlighted, and I think we all agree the staff have not been had the support that they needed.

So you're right, there is a gap. In terms of the true flow of what support the. The staff probably deserve. I think that's like that. That could be a fair statement to make.

01:04:51 Adeel

So the what I'm hearing is the answer is that yes. By inference, you were the Co Managing director of blue. Mountain as well. Fair enough.

01:04:58 Jerome

We stepped in. We stepped in to. Take as much responsibility as we could to help. The best way we could given. What we had available, yeah.

01:05:08 Adeel

Mark, would you help me understand am I? Am I right that the answers that by inference? They were the Co managing director DuMont Nassau. I'm not saying what degree of. Effort was put into it.

01:05:21 Mark

Yeah, I think you again, I I'm. I'm not suggesting there's a special legal framework for it. I think I think the. They parachuted in you. Know sort of like taking over Co captain. Of a ship that that. Has just hit an. Iceberg yes your Co captain but the. The cruise isn't the same as the journey post iceberg as it was before.

01:05:51 Adeel

Fair enough, and would that be the case this year as well?

01:05:58 Jerome

Well, I think that's what you highlighted in the beginning of this meeting, and what we all agreed with is that if from a. Flow and control perspective is we need to empower the staff to become successful. And whether or not we want to call it the. Have an official code management Ed role or if in the new governance structure, we have a committee. That shares that responsibility this year might be a reasonable proposal to put on the table.

01:06:31 Adeel

Well, I'm not proposing anything. I'm asking a question. The bandwidth is not there, it was by inference. You were not able to allocate a lot of time either. Not proposing anything but strictly or based on deduction. Is it feasible that you both should continue as Co managing directors? Or would this be? Would your role interaction with Blue Mountain be a board and the reason I'm saying that is and this might help. Why I'm drilling into this?

And that when I'm putting together the strategic plan and working out the the empowering or autonomy or however you wanna phrase that I need to understand that, how would the communication flow works? In other words, they send and this is just hypothetical scenario. Blue Mountain sense that the management there. Reports to the whole board.

And then the finance and Audit Committee just provides oversight to clarify things or get the necessary information or whatnot so that the board can make an expedited decision on the matters that the management might bring to the board.

That's why I'm asking this question in the other scenario, if you do, the Managing Director still. Then they report to you we basically oversight you and them. And then as a board we make decisions, which becomes a cumbersome process because there's a communication gap, bandwidth gap and all that fun stuff.

01:07:51 Jerome

Exactly, I think that's appropriate the essence of what I was recommending as part of that proposal is how do we? Govern this organization. As we need to .

01:08:04 Mark

And and I'm going to suggest.

01:08:04 Jerome

And come up with the like you started before the decision making flow was let's get it on paper and so we can look at it. And then we can make decisions on. That because you're right, there are significant gaps that exist and we need to figure out how to close. Them and putting a. High level plan together take it does is. This what we want. Plan A or here's two recommendations. We could do it this way, or we could do it that way. Let's get it down so. That we can. Actually have that conversation that we can talk about it now. Until we see it on in a way that we can move it around on the table. It's hard to say what have we locked and loaded on.

01:08:41 Mark

I was I was simply going to say I was simply going to say that.

01:08:41 Adeel

Will respond to that perfectly.

01:08:46 Mark

This is a great opportunity, a deal for you to include a, you know a solution to the problem that I think everyone agrees exists in terms of that bandwidth. In your in your bullet point plan address. That where would the information flow and how would the decisions be made? You know, by the board would there be a special responsibility for managing each managing Co managers. Or would it simply be board and you know you could? You could include, you know, an ideal solution to the problem.

I think you correctly. identify it and then the board as a whole can look at that. Yes, yes, with changes you know and get this implemented as quickly as possible. But I I think it's clear you've given probably more thought to the particular solutions needed to the particular challenges faced by Blue Mountain than perhaps you know other board members.

And that that gives you a head start. I think in proposing some solutions that the board as. A whole can. Move forward with.

01:09:56 Adeel

OK. Thank you that Mark duly noted I'm gonna put that. In the proposal. The next thing that I wanted to check with the was that. In terms of. Signing authorities contractually for Blue Mountain as an organization, how does actually John? You might be able to help me understand this better than anybody else here. Or maybe Don you might be able to. What is the relationship between Blue Mountain and Lighthouse? Because in one of the emails I remember you had mentioned. It's it's I don't exactly recall the exact words, but it was something to. That Blue Mountain lighthouse owns Blue Mountain. And so I want to understand Blue Mountain as an organization that runs the Park Blue Mountain as a park physical assets and lighters. What is the relationship?

01:10:47 Jerome

I don't know. I'll do a quick fly by and if you want to add or change to it, by all means chime in. Is the lighthouse org and Lighthouse for living owns the title of the property of Blue Mound. When it was originally. Blue Mountain as an operation had a name, but it was operated under as basically inside of the organization of the lighthouse. At the recommendation.

01:11:18 Adeel

Like a sub company.

01:11:18 Jerome

Of the auditor. The Blue Mountain Blue Mountain Incorporated was created as a as a separate operating company, so it is basically just they're operating. It is they're running the services of Blue Mountain. And from a corporate structure perspective, the lighthouse is the sole member of that corporation, and so is the lighthouse is the sole. Authority that Blue Mountain Incorporated has to answer to.

01:11:47 Adeel

The part or the operation the part of the.

01:11:48 Jerome

For the operating of the business, for the operation, for the operations of the park. OK.

01:11:55 Mark

But likely at a high level I. I am just simply suggesting.

01:12:00 Jerome

Are you?

01:12:00 Mark

That the lighthouse. I was just suggesting that the lighthouse or. The Co managers of the lighthouse would quickly be bogged down if they tried to get into operations. Of both the lighthouse and Blue Mountain, I think that you you've got to have.

Lighthouse board oversight because at the end of the day, the lighthouse can sell Blue Mountain because it owns it, but there would either have to be a a subcommittee of the Lighthouse board, or you know some other way of asking oversight of Blue Mountain.

In an operational sense. That would permit decisions to be made and business to be carried out more effectively than if you're waiting for the interim Co managers to get to it with everything else that they've got.

01:13:00 Adeel

Right, so in that respect. With respect to Blue Mountain as an operating company, because this is the board meeting for that right as the operating company, how is the current signatory structure set up?

01:13:23 Jerome

From the financial Authority perspective, I have to double check on what our last motions were on it, but basically it's. There are specific board members that have signing authority with Innovation Credit Union to Transact financial business with the credit union.

The auction incorporating records. I don't know what they see in terms of signing authority as a board.

01:13:49 Adeel

Could you what?

01:13:50 Jerome

I'd have to. We'd have to dig that up.

01:13:51 Adeel

Could you share that information with me sooner than later, so that before Tuesday I can have that information which will help me put together the plan?

01:14:01 Jerome

Yeah, I can work to. Dig that up, OK?

01:14:11 Adeel

The next question that I had was. And this is related to the previous one. UM? Transactionally, I understand Bloom Outness broke. Let's get that off the table, but transactionally. What is the relationship between the two organizations like is there do? I understand that lighthouse lends money to Blue Mountain.

You know, so they could operate and stuff, but transactionally, they both have separate accounts and they would both have separate books and they like everything should be separate like bills and all that, OK?

Prior to Tuesday, is it possible to get a list of expense heads as well? Like which order of accounts? I'm strictly thinking.

01:15:09 Jerome

I have to double check that what's possible. But we can see where that can go.

01:15:14 Adeel

Well, how about this? Can you get me anything? Maybe scribbled on a piece of paper by? Just out of shared memory. It doesn't have to be a stamped proper report.

01:15:28 Jerome

No stop again. That's a double check was there and see what we can get in terms of the structure, which is which is I? I don't have that answer. I have to get that have to confirm what I can get you for an answer.

01:15:39 Adeel

OK, so if you could get that, that'll be great. As well, and the last thing, of course. With the formation of Finance Audit Committee, I would like to get access to the. Books for Blue Mountain and the reason I'm saying that is again to understand.

How the current expenses are flowing, what is at 0? But if you have to project and build projection are 50K is something that I came up with. My understanding was that could work. I need to get better understanding on what that would look like.

01:16:08 Mark

Can I just jump in? Wouldn't all of you as members of the Board of Blue Mountain already have that authority?

01:16:18 Adeel

That's an excellent. Statement I was going to say observation but statement.

01:16:24 Mark

Yeah, I think I.

01:16:24 Adeel

It should be that way.

01:16:26 Mark

I think you do. By virtue of operating as a board for Blue Mountain.

01:16:34 Adeel

In that respect, can I get access? Jerome because I don't have the credentials to access it?

01:16:45 Jerome

I don't know whether it's me to say yes or no to that one. Uh, in terms of I. What I can do is check see how we can do that.

01:16:51 Mark

Yeah, I I. I think that should be. A priority, just by virtue of. Deal or anyone else on this board? Being a board member for blue? Mountain you ought to have that.

01:17:16 Adeel

Excellent, I think that fairly summed up where I was going with, I'm going to just to recap on Tuesday, I'm going to forward a.

Basic high level bullet point plan. On how are we gonna dig ourselves out of this hole? I'll also be referring to a communication protocol along with. UM? A management structure of sorts which would help us identify how. Accountabilities can be measured better. Just for the record. For the previous year. The two Blue Mountain did have two coal managing directors and tuaran Jerome. This year How things are getting shaped and panned that may or may not change, but that will be in the like in the strategy plan.

Now that strategy plan in itself. Would have little bearing from the point of view that that's strictly going to be from an operational standpoint. I'll put a separate. Section within plan that would be for review with lighthouse that what can we provide Blue Mountain in terms of relief and support immediately so that they can start making some money.

And they can move forward with it. Just for the record. And I want to be upfront about that that if the one need they have right now ask is the tracks. Portion, so there are four board members here. Please be mentally prepared about that that.

We do discuss this. That's an that's an ASK and. If that's fulfilled their they they would get. We could even have structured this with the moment they get business back. They pay the 500 dollars \$300.00 back immediately. We could do that way as well, but that that's an ask that they need.

And lastly, I'll just outline a bit of strategic plan from the auto finance. Many side of things as well that how would how would we be looking at providing support? 2 Blue Mountain. What our plan would look like. So that the board is fully aware that this is. This is roughly the direction we're going. To go forward.

01:19:31 Jerome

Yeah, yeah. And so in terms of the expense you're talking about for the \$300.00 per say is, I'm assuming you have a quote from the person doing it. Yeah, I know it's. Only it's from the Yamaha what's it called? It will be thing, yeah dealership, thank you.

Dealership yeah. If they could confirm what the what, the parts and labor quote would be on it, because that would.

01:19:56 Adeel

I can definitely.

01:19:56 Jerome

Be helpful, yeah?

01:19:57 Adeel

Send you the app. I'll attach the actual quote.

01:20:00 Jerome

That'd be perfect.

01:20:01 Adeel

There's a couple that I got I want from got from like online as well and. One from the dealership, so I'll get you.

01:20:05 Jerome

Perfect that would be perfect, thank you.

01:20:08 Mark

And it, you know, in terms of materiality, if Blue Mountain was saying, you know we need, we need \$1,000,000 worth of new equipment today. I would be suggesting caution with respect to a motion, but if they're saying we need a new belt for our snowmobiles so we can get out on the trails and you know get some bookings. Given the order of magnitude of the cost, it seems like. You know we, we wouldn't need to exert the same due diligence for a spend like that.

As as my former example. So again, I don't. I don't want to influence people's decisions or how they see things, but I think that you know the frames of reference might lend themselves to dealing with this request. Perhaps a little differently than some of what you know. The larger issues that may be identified might require.

01:21:04 Adeel

Very well put very well. Put Mark thank you for that.

01:21:13 Mark

Welcome if if we've run the gamut, maybe we can include a little early tonight.

01:21:23 Adeel

And this would be discussed on Tuesday and like you mentioned that any blue Martin issue we can just put like 10-15 minutes at.

01:21:30 Mark

I again I hesitate to insert myself, but I think that having a standing item from Blue Mountain on the Lighthouse Board meetings might be advisable.

01:21:42 Adeel

Perfect.

01:21:43 Jerome

Yeah, this is just for critical items and then if you need more in depth conversation you have to book.

Something separate. And maybe that's maybe that's sending item saying is we need something we need more time. To schedule something more formal.

01:21:55 Adeel

Regardless what I was gonna the last time. Was gonna say was that I'm going to send a. In advance, calendar invites for Blue Mountain meetings. I'm proposing at this point we do like. Minimum once a month for Blue Mountain. Specifically where we can dedicate? An hour and a half, whatever per month. Where we can in depth do this well send invites out and if it works for everybody it'll be for every. 3rd Thursday of the month.

01:22:30 Mark

That seems reasonable.

01:22:34 Jerome

Let's start there. And then we can adjust if. We need to.

01:22:38 Adeel

Well, let's hope we don't have to. Adjust it, let's connect this up.

01:22:39 Jerome

I mean not fair, that's fair, that's fair. I'm I'm saying like let's start there and then again as normal life changes, but we can plan for it, yes.

01:22:50 Adeel

Perfect, so I'll send those invites out and then Jerome. You can add the zoom link and that.

01:24:04 Mark

Thank you very much, thank you. Wishing everyone a good night.

MINUTES

Purpose: The Lighthouse Board Meeting
Location: Teams Meeting Call
Date: Dec 9, 2022
Time Start: 5:30 PM **Time End:** 7:05PM

This is Exhibit D referred to in the Affidavit of
Jerome Hefner
sworn before me this 7 day of
February, 2023
[Signature]
A Commissioner for Oaths for Saskatchewan
My Commission expires _____
OR Being a Solicitor _____

MINUTES

Topic No.	Topics to be discussed	Time
1	Call to order	5:30pm
2	Confirmation of Quorum Don Windels – Yes Lisa McCallum – Absent Twila Reddekopp – Yes Adeel Salman – Yes Jerome Hefner – Yes	
3	Introductions: - Byron Mack – MNP - Financials - Mark Vanstone -Invited by Board Chari to Facilitate Meeting	

Topic No.	Topics to be discussed	Time
4	<p>Background on situation with Blue Mountain Land:</p> <ul style="list-style-type: none"> • BM Corp was created as a Non-Profit for FY 2019 • Prior to this time all BM financials were embedded in Lighthouse reporting • There is no evidence to provide comfort that BM has provided a positive financial contribution to the Lighthouse. While there may have been some benefit in some years, the amount owing from BM to LH has only been growing. • While there had been an initiative to provide another loan to BM from LH this year the Government announcement to begin withdrawing funding removed this option from the table. • On June 3, 2022 Board agreed to list 3 quarters of land for sale • Individual first showed interest in 3 quarters we officially have for sale – see attached original listing. Later potential buyer asked about all 9 quarters, we indicated they were not officially for sale, but he could provide offer if he choses. • Other factors include: <ul style="list-style-type: none"> • LH cannot provide any capital investment. • As BM is a Non-profit – cannot seek third party investors. • Cannot provide tax receipts for donations • Given current state of LH with Government contracts and other controversy there is no opportunity to secure public support/investment for LH to finance a social enterprise business venture. 	

Topic No.	Topics to be discussed	Time
5	<p>Questions sent in prior to meeting by Adeel:</p> <ul style="list-style-type: none"> • Was the inspection done this week for this sale? <ul style="list-style-type: none"> • The inspection was done to ensure the buyer could provide as clean an offer as possible. • Please share the inspector's report <ul style="list-style-type: none"> • The report does not belong to the Lighthouse – was paid for by the buyer. • Forward the original copy of the listing for the sale of three quarters <ul style="list-style-type: none"> • Copies to be sent post meeting. • Share the modified copy where the price was reduced for the sale of three quarters <ul style="list-style-type: none"> • Copies to be sent post meeting. • Share other offers <ul style="list-style-type: none"> • There was only 1 other offer that we were going to review at the last scheduled / delayed board meeting. Details provided for prior meeting. It was subject to inspection • Share the complete buyer information as well <ul style="list-style-type: none"> • They buyer's information is included in the offer to purchase that has already been circulated • Board Due Diligence Document <ul style="list-style-type: none"> • JH: See introduction • Post Sale Planning Document <ul style="list-style-type: none"> • Detailed planning has not been done as this is an unsolicited offer for all 9 quarters • Detailed planning will commence once approval to proceed is made approved. • Additional Context of Financial information: <ul style="list-style-type: none"> • Byron will provide additional details surrounding the state of the financial as presented. 	
6	<p>Byron provided update on the methodology around the financial statements,</p> <ul style="list-style-type: none"> - In their role MNP has been involved in the development of the statements and would not be able to provide a review of statements as they have been involved in the development and coding of the financials and would not be considered as independent accountants. No third party has reviewed these statements. - Are still in draft - The statements show that the cash position the liquidity of the BM corporation is not sufficient to sustain operations and that the LH would be needing to cover these costs. - The reconciliation is still ongoing and still requires some information. - The completeness of the expenses and accruals are still in progress - Other accruals, A/P and A/R needed to be assessed, accrued and reviewed by a third party. 	

Topic No.	Topics to be discussed	Time
7	<p>Questions:</p> <p>Adeel requested additional breakdown of the numbers. Specifically related to why there was a reduction in revenues.</p> <p>Jerome, most reduction was due to safety and need to replace equipment requiring investment from Lighthouse that could not be provided.</p> <p>Clarification was asked around the following questions:</p> <ul style="list-style-type: none"> - Why was loan not provided? - Where did the money go? - Why was BM not permitted to fundraise? <p>2021 was a year where there was significant conflict and litigation going on amongst the board, management and membership of the Lighthouse.. Action mostly started over questions on the overall profitability and information disclosure from management. There was increasing scrutiny from governments and other funders. LH had limited ability to direct funds raised for the Lighthouse to Blue Mountain. Any fundraising efforts were limited in their ability to provide adequate disclosure to potential funding sources as to the true financial state of Blue Mountain.</p>	
8	<p>Motion</p> <ul style="list-style-type: none"> - That the Board authorize Jerome and Twila to negotiate and conclude the sale of BM land up to and including all nine quarters of land, and that Jerome and Twila be authorized to take any steps reasonably necessary to complete a sale transaction if an Offer(s) is received which is (are) acceptable to both Jerome and Twila. <p>Jerome Moved</p> <p>Twila Seconded</p>	

Topic No.	Topics to be discussed	Time
7	<p>Mark invited board members to declare a conflict None was invited</p> <p>Mark – acting as Chair asked Adeel to confirm his conflict:</p> <ul style="list-style-type: none"> - 2 Family members work at and manage Blue Mountain - One family member has made a statement of claim against Blue Mountain. - given that Mr. Salman's spouse is employed by BM and that the sale of these lands would have significant impact on her employment, we see him as having a vested financial interest in the outcome of the vote and is therefore unable to vote. <p>Invited Adeel to confirm and declare his conflict,</p> <p>Adeel indicated that he is not saying that sale of the land is the question here, the question is how it is being sold. And as per conflict, the way it was presented it came of as being manufactured. There is no indication that the sale of the land guarantees that she would not have a job, would have a job or she would want to have a job there. Throughout my involvement with the Board my focus has always been towards Blue Mountains growth as an organization even prior to her working there. It would only be a conflict if her job in specific was in question which is not the case here.</p> <p>Mark clarified that no-one's motive is in question it is understood that all board members intend to have the best interest of Blue Mountain in mind that no one would question your commitment. However, based on the fact that your wife and father in-law are employed at Blue Mountain and working there, the definition of a conflict would encompass a direct personal pecuniary interest having your spouse and Father in-law that is not common to the other board members such that it would appear even with the best of intentions and with a history of genuine support of Blue Mountain, On the question that has been presented in the form of the motion that would be the definition of a conflict for you with regards to this motion.</p>	
	<p>There was further lengthy discussion on conflict: including: Jerome with regard to Son's employment at the Lighthouse Jerome and Twila drawing benefits in their role of Managing Directors at the Lighthouse And that Adeel did not say he was in favor or not in favor of the sale of Blue Mountain.</p>	
8	<p>Mark indicated that whether or not a member is inclined to support a motion or not is not relevant to the discussion if there is a perceived conflict</p> <p>Mark acting as Chair declared that Adeel was in conflict given family (wife and Father in-law) was in active management of Blue Mountain. and that his vote would not be counted.</p>	

Topic No.	Topics to be discussed	Time
9	Vote Count: <ul style="list-style-type: none"> • Jerome - Moved – Yes • Twila - Seconded – Yes • Don – No • Adeel – not counted Motion Carried.	
12	Adjournment of Meeting	7:30pm

MINUTES

Purpose: The Lighthouse Board Meeting
Location: Teams Meeting Call
Date: Dec 15, 2022
Time Start: 7:30 PM **Time End:** 9:30PM

This is Exhibit E referred to in the Affidavit of
Jerome Hefner
 sworn before me this 7 day of
February, 2023
[Signature]
 A Commissioner for Oaths for Saskatchewan
 My Commission expires _____
 OR Being a Solicitor

MINUTES

Topic No.	Topics to be discussed	Time
1	Call to order	7:30pm
2	Confirmation of Quorum Don Windels – Yes Lisa McCallum – Yes Twila Reddekopp – Yes Adeel Salman – Yes Jerome Hefner – Yes	
3	Opening Statements. This meeting was called as an outcome of a meeting held on Saturday Dec 10. Mark has been invited to facilitate this meeting <ul style="list-style-type: none"> - All decisions to be made at majority of board - Agenda as set out in the invitation. Byron Mack is participating as he has been central in monitoring A meeting was held on 10 with Adeel, Don and Lisa <ul style="list-style-type: none"> • There was inadequate notice of the meeting (mere hours). • To wave notice of an emergency meeting requires unanimous support of all board members • Notes from meeting did not record the written record of objections from both Twila and Jerome • The meeting was not a dully called meeting. Even though the Dec 10 meeting was not dully called we have taken steps to put the sale of Blue Mountain land on old until consensus can be obtained.	

4	<p>Board Governance</p> <p>Lisa made comments on she felt the membership of the organization have not been heard and asked Don to provide additional comments</p> <p>Don: we need to move forward and have the membership to meet.</p> <p>Motion: we have a special charter member meeting, to be called and notice sent out to all charter members by this Friday (tomorrow) De 16, 2022 by the President to be held Jane 5, 2023</p> <p>Location: To be determined, zoom for those unable to be there in person. Time: 7:00 PM Agenda: Call to order Confirmation of quorum Minutes from Nov 29, 2020 Financial report - Auditor Business report - Co-Managers Staff leadership and direction Election of Board members (unless prohibited by the Courts) Set date and time of the AGM or next special meeting Adjournment of Meeting</p> <p>Lisa I don't understand why we cannot have special members meeting do the business arising from the charter need to present an audit there.</p> <p>I will second that motion.</p> <p>Jerome, all this needs to be put into filter of the court action that is currently in place. The membership took special action in March asking the court to have an AGM, have financial statements approved, In that court decision, the judge specifically rejected that request and also stated that if there are any issues with the need to have financial statements that he could extend the deadline. Those financial statements cannot be approved in their current form given the pending investigations that is subject to the appeal that is still outstanding. This is the biggest challenge we have right now is that we have been waiting 7 months and the appeal decision is still outstanding.</p> <p>Mark confirmed from the Sept decision that AGMs have been put on hold unless a request with supporting evidence is brought back before the Judge. He has put the meeting schedule on hold subject to subsequent permission.</p> <p>Jerome, I would also like to point to the fiat from March 10 decision.</p> <p>[35] After disposition of the appeals, if any clarity is lacking, I will be pleased to receive applications concerning meetings of members. The stay will remain until Court of Appeal or I determine otherwise. If it comes to the point though that a deadline must be met where from a legal perspective the Lighthouse would be placed in jeopardy, of course in that circumstance I would invite an application to be made to me to ensure that the Lighthouse and Blue Mountain are not prejudiced.</p>	
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Topic No.	Topics to be discussed	Time
	<p>Lisa, please lets re-word the motion to assign the corporate lawyer to go before the judge to request a special meeting.</p> <p>Mark indicated that he is not the LH court room lawyer and an alternate would need to be secured to take this action.</p> <p>Lisa, continued to press we find a lawyer to take this action and request a member's meeting and enable the members to select a new set of faces to this table.</p> <p>Adeel voiced support for Lisa's request to petition the court for a meeting.</p> <p>Mark while there is a desire for a meeting, we have a litigation background and court decisions that have put a stop to meetings until the court of appeal has ruled or we go back to the judge where he has to be convinced there is a specific deadline that puts the Lighthouse or Blue Mountain in jeopardy unless he makes an application to permit a special meeting of the members. I am not sure we have that.</p> <p>Don Windels: offered to change the motion</p> <p>Amended motion: an AGM meeting will be called immediately after we are able to hold a member's meeting within 15 days notice. Not be open to the public.</p> <p>Jerome: having a members meeting as soon as possible after we are able to do so is definitely in keeping with what we had planned to do following the Dec 6 decision before it had been appealed.</p> <p>However the specific agenda items – like approval of financial statements – may need to be confirmed depending on the state of the court proceedings at the time.</p> <p>Lisa, Does the president get to vote? Mark – generally yes but depends on custom, the president only gets to vote to break a tie. Lisa- yes that is our custom.</p> <p>Lisa: call to vote</p> <p>Lisa - Yes Don – Yes Adeel – Yes Twila – Yes</p> <p>Carried.</p> <p>Don to sent Text of motion for agenda item</p>	

Topic No.	Topics to be discussed	Time
5	<p>Don, Second motion</p> <p>Instructions are to be given to McKenzie and Co. by Noon Friday Dec 16, 2022 to do what is necessary to ensure the charity registration is not revoked, that corporation of both The Lighthouse Supported Living Inc. and Blue Mountain Adventure Park Inc. are in good standing and that they are instructed to complete the audit for the FY 2020, 2021 and 2022</p> <p>Lisa Seconded</p> <p>There was general discussion on status of audit work already completed on 2022 and 2021. It was confirmed that additional testing may be desired on subsequent events up until the auditor completes their audit opinion. MNP's role would be to complete the internal statements but an independent review is still needed. There have been discussions with CRA on the Charity Return and ISC, but Byron would need to confirm current status of the discussions.</p> <p>Don, I think the motion should continue as stated, the important part is the charity registration and ISC status.</p> <p>Adeel – Yes Lisa – Yes Don – Yes Twila – Yes</p> <p>Carried</p>	
6	<p>Don Windels, Motion</p> <p>Board should be involved with any buying and selling and to make it formal</p> <p>The President and Vice President and in their role of Co- Managing Directors shall not buy or sell any properties without board approval by regular motion.</p> <p>Seconded Adeel.</p> <p>Don – Yes Lisa – Yes Adeel – Yes Twila – Yes</p>	

Topic No.	Topics to be discussed	Time
7	<p>Adeel – I have 1 motion to add</p> <p>Motion to ensure we have proper governance in place</p> <p>Move that since the Co-managing Director’s salary has not been approved by the board it must be stopped with immediate effect.</p> <p>Jerome – for myself I have stopped taking any remuneration since I stopped putting in full time hours in July – to stop all compensation for Twila given the volume of hours she is putting in would both be unfair and unpractical, to say that the compensation for Twila should continue would be the reasonable position to take.</p> <p>Mark, if you are proposing the immediate suspension of someone’s salary that is a little tricky as Board Governance is a broad category for an agenda item and really does not give Twila or Jerome reasonable notice of an intention to end all remuneration . As an act of natural justice, they would need notice of such an intention and at least have an alternative proposal. If you have a suggestion of something different that may be well within the prerogative of the board if you want to adjust the compensation package. But, it would be unlikely that anyone would agree someone would be in that role for no remuneration. That seems unduly harsh even if the level of remuneration was not set but a board motion it probably would never had been zero.</p> <p>Motion to instill Twila and Jerome as Co-Managing Directors was shown on screen. As well as correspondence that confirmed verbal discussion with Adeel where he approved payment for Twila and Jerome.</p> <p>Adeel indicated he had been asking for documentation on roles and responsibilities of the Co-Managing Directors.</p> <p>Mark to understand your motion. You want proper ratification of compensation for Co-managing Directors including Twila, it seems uncontroversial that Jerome is not receiving any compensation. So you are not paying for two, you are paying for one. And I would imagine that everybody knows what EDs do. As Don is continuing to receive compensation even though he is on leave. Is it your view that even though the former ED is receiving his full compensation and it seems that you were in support of Jerome and Twila at least at the outset to receive ED level compensation. You now want to bring a motion for Twila to receive zero effective immediately without a contemporaneous plan for reasonable compensation for her in the mean time?</p> <p>Adeel, No, that is where I think it is being misconstrued. Because I will repeat again and categorially specify, the suggestion about salaries being stopped, is purely, the reason behind that is not having Board ratification. This would be a matter of the same gravity as selling Lighthouse property</p>	

Topic No.	Topics to be discussed	Time
8	<p>I would like to have a better understanding</p> <p>Mark: I would suggest understanding the roles and responsibilities of your leadership is a reasonable request but are you suggesting that you are comfortable with your former ED who has no roles or responsibilities at the moment receiving full compensation, but your motion is to have Twila be reduced to zero without anything in replacement.</p> <p>No, a formal detail of the roles and responsibilities to be provide so that the board can validate continuation of salaries being provided to the Co-Eds.</p> <p>Revised Motion: Motion that the Board should receive a details list of roles and responsibilities of the Co-executive Directors. Don Seconded</p>	
9	<p>Decision to schedule a second meeting to address 2nd agenda item.</p> <p>Next meeting to be held Dec 22, 2022 7pm</p>	
10	Adjournment of Meeting	9:30pm

jhepfner@outlook.com

From: lisa mccallum <l.mccallum@yahoo.ca>
Sent: February 2, 2023 9:56 PM
To: Mark Vanstone
Cc: Adeel Salman; donwindels@shaw.ca; Jerome Hefner; Twila Reddekopp
Subject: Request of meeting

Good evening Mark

We believe we urgently need to fill the two vacant positions presently vacant on the lighthouse board. The bylaws allow for vacancies to be filled until the next annual general meeting. Can you check the court order if it prevents us from filling these two vacancies.

Thank you

Sent from Yahoo Mail for iPhone

This is Exhibit F referred to in the Affidavit of
Jerome Hefner
sworn before me this 7 day of
February, 2023
[Signature]
A Commissioner for Oaths for Saskatchewan
My Commission expires _____
OR Being a Solicitor _____

Audio file
GMT20230125-010311_Recording.m4a

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Transcript

00:00:12 Mark

[Individuals entering meeting]

00:03:45 Mark

Well, I think maybe at 7:10 we will forge ahead.

00:04:05 Jerome

OK, so I guess from a planning perspective or a general perspective, do we want to drive from your e-mail deal or? And then work through that. Or do you want?

00:04:19 Adeel

We can I was going to suggest that in the last meeting we did discuss. Some key items from an update perspective. Updates perspective did. Do we know what happened, what's what's, what's been done so far in terms? Of layoffs and. That portion. Can just introduce.

00:04:40 Jerome

I think those are.

00:04:41 Don

Lisa said she can't get on.

00:04:44 Mark

Oh good.

Well, we can probably fix that to your to your point a deal. I think those are those are key items that we want to include a set aside time for. For a Blue Mountain update as well, I think and. Financial concerns and cost cutting generally, of course is a is a order of the day.

00:05:12 Adeel

Yes, that's what I meant. Like with related to Lighthouse, we were we were looking at laying some people off and looking at. What kind of budgeting? And I think Don you've been working on that as. Well, so I think we can start from there to discuss that to see.

00:05:40 Jerome

So I sent a link to Lisa and Dawn again, which is the same link I sent out this earlier today, so hopefully she. Will be able to use that link to get in.

This is Exhibit G referred to in the Affidavit of
Jerome Hefner
sworn before me this 7 day of
February, 2023
M
A Commissioner for Oaths for Saskatchewan
My Commission expires _____
OR Being a Solicitor _____

00:05:52 Don

Thanks, sorry I missed was I asked a.

00:05:57 Jerome

No, I sent. I said I sent a link to Lisa again and I see you honestly yet and so hopefully. She can use that to get in.

00:06:03 Don

Yeah, I got that. No, I think a deal was saying something.

00:06:08 Adeel

Yeah, I was saying that looking at the numbers and budgets and kind of where we are at and where we go down, I think you were working. On the Garden Finance Committee did. Ask you to help us with some stuff and then. Discuss kind of around where we are at but. The situation with the lighthouse. And discuss that a bit.

00:06:32 Don

I can I can start if you want. I was able to look at the books and there's a lot of questions, but. I was also able to start what it would look like. April 1st And kind of do a quick. A quick budget on that and just kind of a projection of. If if things hold. Uh, January looks like there's going to be a - 236,000. Unless we really can lay off a lot of people really quickly. And that's probably with the schedule layoffs that we have right now. We'd be down to 165,000 loss. And then March about 83,000. These are just projections. But April 1st. What I've got is. About a \$26,000 loss and that is very troublesome. The other losses are bad. But we kind of have to just deal with that, but going forward it looks like we're going to be short 26. Plus, I don't think I have the principal payment. That's one thing I. I'm not sure drama if you gave me principal payments on all the loans or not. I was going to double check that I just ran out of time.

00:08:22 Jerome

Yeah, I'm thinking they should have been in those documents that provided, or at least in the documents have been submitted earlier. I'm hoping at least.

00:08:30 Adeel

And then this is month over month starting April. That's deep.

00:08:35 Don

Yeah, that's with major cuts. Major cuts and stuff. Like we're talking. Bare minimal.

00:08:50 Mark

On that point, do the managers have a have a an update with respect to the layoffs?

00:09:03 Twila

27 have been done. There is 461213 to do this week. As long as we have staff, we've got bugs going through the OR. Flew something going through the building right now, and it's kind of knocking everybody on their butts a bit.

00:09:24 Mark

Was that 27 have been done?

00:09:27 Twila

Yep, 24 are layoffs and. Or 23 are layoffs, 4 are quitting. And then 461213 more to go. This week, if. As long as we have bodies to help to do it.

00:09:47 Adeel

And these are with the. Which program or which department?

00:09:53 Twila

Shelter well. Front desk, LSU. Which is shelter LSU? And then looking at how we can.

00:10:06 Adeel

How was this week?

00:10:09 Twila

Go to the end of March with the health programs. We're starting to sort of look at that as well because we may end up some may decide that they want to be laid off that are working. For an example in math. So then we will take front desk staff to. To work out those contracts. Or work out the time frame.

00:10:32 Adeel

I was. How is this being communicated to the staff?

00:10:39 Twila

Either if it's for the most part, it's just like personal discussions you know face to face. Per shift.

00:10:52 Adeel

Yeah, but they get a letter of sorts, right?

00:10:56 Twila

Well, at the same time, yeah.

00:10:57 Adeel

Is it a standard generic letter like we're just letting them know that the business like I'm just trying to understand what reasoning are we using that is documented?

00:11:08 Twila

Due to funding cuts.

00:11:26 Adeel

And then once. The shelter staff is laid off. Have we figured out yet? Like who would? Be the core staff. That, and I'm thinking that is needed. With whom we need to function and the rest. That can be. Then I'm thinking the whole line was at this point.

00:11:52 Twila

OK, say that again, sorry.

00:11:57 Adeel

So I was saying that. Have we figured out yet that what's the? Which are the core people? That we need to keep.

00:12:05 Twila

We're starting to we're looking at that again to see cause some have the ones that quit ask to be laid off like right away and we.

00:12:06 Adeel

And then.

00:12:16 Twila

Said for sure. Because some are just like they're burnt out and. We're almost but not quite, giving them options. That's why I said we're, you know, we've got this next round to go. And while we're doing that, we're also looking at saying, OK. First off, how many bodies do we need? And then? Secondly, what do we want those bodies to have to do? And that will kind of. Dictate a little bit the next round of layoffs. Because we've got some that you know, know the building very well. They work, they've worked in all the departments. Those are ones that we might want to consider keeping for a bit, because if we have, you know somebody that's off sick on map or complex needs or whatever. At least we've got someone that's trained. So it it might not be that we're. OK, we're going to do all the. Bad example, all the shelter staff now because some of those might have been trained in map complex needs, we may need them. So instead of doing all the shelter staff we might pull from another area to make sure that we've still got backup should we need them till the. End of March.

00:13:37 Adeel

Right, that's fine, but I'm.

00:13:38 Twila

So it it's kind of a. It's a bit of a juggling match at the moment.

00:13:42 Adeel

Right, But I'm thinking jogging or no jogging. We have to base this these decisions on what? What on the resource is available?

00:13:51 Twila

Yeah, absolutely.

00:13:51 Adeel

I mean so on that respect. With the numbers that Don mentioned Don's mentioning. And then you can expand on that a bit, but I don't think we have the luxury that we can afford to. Look at it at a scaled in a scaled version. I mean, it's still the scaled to. Some level, but. A lot of this has to. Be has to. Be a direct action because we have to make sure that we are not wasting money #1. Which we don't have a lot of.
#2

00:14:21 Twila

We're saying the same thing. It's just the way we're doing it. We're not looking at the person's position. We're looking at what their experience is versus OK. All shelter staff go or all front desk go.

00:14:35 Adeel

So here's my. Point OK. Shelter gone with the health programs. Outside of that. We shouldn't require a lot of stuff.

00:14:49 Twila

We do need some stuff for front desk so the that is the hub and that's where all the residents and all the clients.

00:14:52 Adeel

So that's what I'm saying. That's where they go for whatever it is that they need, whether it's to.

00:15:00 Adeel

Right? But do we should have that identified by now?

00:15:05 Twila

Yep, we do.

00:15:07 Adeel

So how many? How many is that?

00:15:09 Twila

Right now it's 622 and two.

00:15:13 Adeel

Don, does that seem accurate with the numbers that you ran?

00:15:18 Don

We we can't literally we can't afford that. Come April 1st. I mean literally we can't afford it now. Because it's not part of the operating grant. Basically any stuff that's not part of the operating grants. The health contract. Is it costing us money?

00:15:44 Twila

I realize that, but we can't not have people. At the front desk. That that doesn't work, and somehow we have to find funding for that.

00:15:56 Don

Correct, but until we do we have to face reality. I I honestly don't think I don't know where you think we can get money from. What's the plan to pay for all this?

00:16:14 Adeel

And the second thing is that. I feel very handicapped because we do not. We do not. Have list of employees with their positions etcetera so. To know who is really important for the business unit and who is not. It's it's pretty much shooting in the dark like I don't know who the front. Are there other people who can do front desk job who have who are covered by a contract? I remember last time we discussed we were going to look at. I remember I specifically said about the HR reports. But even if it's unfinished, whatever. That could be shared. But there there's been no update on that since. So what are the odds that we can get some sort of?

00:17:14 Twila

I, I think we're saying the same thing, just different. We are looking at all staff to see who's covered by what contract. To see if they. Can do more than one job.

00:17:28 Adeel

No, we might be saying the same thing on question right now is different to our. My question is that dot in the last meeting categorically I said that even if it's unfinished reports that can be shared, whatever 10 names, something to show that the some sort of progress is being done. Towards that. What where are we at with that?

00:17:48 Twila

Well, once we're. Done with the layoffs, we can absolutely give you the list.

00:17:53 Adeel

But if there was work being already done. As per the last meeting, there was work still being done on that. Why can't that work be? Shared unless nothing has been done. And in that case.

00:18:09 Lisa

OK.

00:18:09 Adeel

I'd rather

Someone say this that we did not do anything and there's nothing to show. OK, well then that pipe dream is done, then we can work on something else.

00:18:32 Don

What are you?

00:18:33 Adeel

This is the only thing. Sorry, go ahead, Mark.

00:18:37 Don

It's funny.

00:18:38 Mark

I was just going. To say it, it's those are those are interesting and relevant comments. If it were to be the case that that 27 people had not been laid off, I think the board would be. Rightfully extremely concerned. At this point, you know. I'm inclined to accept that. At face value that they have laid off 27 people, it may be that you know this is happening. More quickly than can. Be documented in advance of meetings, but again, I I don't want to put words in the mouths of. The of the managers. Do you have drum and toilet? Do you have any comments on? What I see as a legitimate request for some ability to see you know who's been, who's been laid off? You know, in balance with the fact that it's all happening. You know rather quickly. How would you respond to that, Jerome?

00:19:52 Jerome

Well, partly the point is, a lot of it is being done in real time in terms of. Trying to Navigate the list of people, do the analysis around who can do multiple jobs so that we can do that. That's why we've gone ahead and identify the 27 people which have been given layoff notices and have identified 13 more that will be going this week.

00:20:14 Mark

Is it possible to at least?

00:20:16 Jerome

So I would suggest that. When we get. As we finish off the plans for these 13 that we can get. That the final list out. For that process, one of the things that have definitely hampering the process in in compiling reports is the illnesses that that Twilight alluded to in in which is hampering our HR ability to navigate. Some of these things, in addition to completing the layoff notices. And so, in terms of providing a list of names that's I believe what I heard Twila say was that we get these 13 done next step, and then we can provide that list to their focus again.

00:20:56 Mark

How long? Do you think it?

00:20:57 Jerome

Our focus is providing.

00:20:59 Mark

How long do you think it will take to address the remaining 13?

00:21:07 Twila

Well, HR is supposed to be in tomorrow, but last night they thought they would be in today and they weren't. And we've got, well, we have five out on. Shelter front desk or front desk LSU like we're running very short staffed right now. Everybody's doing triple time to do stuff because we've got people down and then I think complex needs was down. 1 Compass was down 1 today. And they were coming with snotty noses yesterday already.

00:21:49 Adeel

I have two couple couple of things here. One I'm not specifically asking for the list of employees that were let go like that's fine. 27 Let go, that's great, not great, but you know, it's. It's just stuff.

00:22:02 Mark

We understand.

00:22:03 Jerome

Yeah, it's progress.

00:22:05 Adeel

What I'm saying is that. A list of all the employees of Lighthouse. Now when is. When we in the last board meeting. On Tuesday, specifically. Joe had mentioned that it's a manual process. There is files off the files that you have to put in manually, so it's a process and it's being worked on. To which I said that, well, in that case, why can't? Unfinished reports be shared and. Mark, you had mentioned that that's a fair ask and some sort of reporting, even if it's limited in its scope, is would be helpful. My question is that. What's happened? What happened to that like that was last Tuesday, right we? Have two Co managers working there.

00:22:54 Jerome

Not full time, but I hear you.

00:22:56 Adeel

Well, if that's a concern, then I mean we need to address that as well. I mean if bandwidth is a situation that can't be. Handled, we need to look at that. So that cannot as much as I respect the fact that that's the situation. At this point, we cannot let that be a reason. To validate the delay. Where I'm going?

00:23:20 Twila

A deal part of.

00:23:22 Adeel

I'm not finished it well.

00:23:22 Twila

Go ahead.

00:23:23 Adeel

The reason I'm insisting on this is that unless as a team we have a. Very good understanding. Of what the situation looks like. With terms with respective. We are literally butting heads with very little. Progress happening because we don't have actual tangible information. Which in your case is not being provided because of. A few things. But I'm still not grasping like I need the answer I'm looking for is what happened to that request. Or that discussion that we had last week on Tuesday, where we decided that yes, even unfinished reports can be shared and the indication was they would be shared. So there was a week in between. That's the first part, second part. If payroll is run through some somehow and it's just not possible that it's just manual, in some way. In some system employee data is entered. Otherwise reconciliations won't happen and whatnot, and my understanding is that would be the QuickBooks or what? There should be an employee list there. Why can't that be exported and shared?

00:24:39 Twila

It could be if that person was there, but the other thing is that you missed a deal is some of these people that are being laid off.

00:24:39 Adeel

Or why hasn't that been exported?

00:24:47 Speaker 3

OK.

00:24:50 Twila

We're digging and digging to find when they started.

00:24:56 Lisa

Excuse me, it's Lisa, sorry I live out in in Anchorage and my Internet wasn't the greatest. I don't know why my data wasn't working on my phone, but anyways all else is. I'm here on the call now, but can I just get a quick? Update of what? Just kind of a quick summary of what's taking place in 7:00 o'clock or? Is it just this discussion itself?

00:25:24 Mark

Don gave a budget projection, which rather. Dire circumstances foretold. I think he was suggesting January could be a loss of. \$236,000 February could be a loss of 165 March 100, or 83,000 in April 26, 1000 loss. So steady series of losses for those months. We then moved on into a discussion of layoffs. With the number of 27 layoffs comprised, 23 layoffs, 4 resignations done to date, with 13 to go, and I think we are. We are talking about. Provision of staff lists generally and some difficulties establishing start dates for certain employees and that is. Kind of where we're at Lisa.
Welcome aboard.

00:26:32 Don

Any comment? UM? I have all the start dates so I got them very quickly. They're in QuickBooks.
Not hard to.

00:26:43 Twila

Not all of them well, yeah, and some of. The ones that. You got were ones that we were. We've put in there.

00:26:51 Don

They were all there. I got them all. Nobody doesn't have a start date.

00:27:00 Twila

I finished.

00:27:00 Adeel

And just to be clear about that mark, this is the concern that I have that if we, if they're available there, why was this information not shared by the Co managers? Now it could be either be a lack of. Awareness on their part, which relates to. Them having a full understanding of the systems, and that's a gap. Or it could be. That they were deliberately not deliberately not shared. I'm just saying stating 2. Clear facts here. But in either scenario it wasn't shared.

00:27:33 Mark

Well, I'll. I'll ask the. Co managers to respond to that.

00:27:43 Twila

And I just finished saying that we had to dig for a lot of those start dates.

00:27:50 Mark

I think what a deal is asking is. Can the board members be given a you know, a comprehensive? List of the employees.

00:28:00 Twila

What's left yes.

00:28:02 Adeel

No, actually Mark what I'm saying is that if. That list is. In QuickBooks with the start dates regardless when they were entered. Why was that not shared by the Co managers? I mean I could if I need to go that far and audit and finance can make committee can do an audit trail on that and see when the data entries was done and we'll exactly know when the entries were done. I don't want to, I know that.

00:28:29 Mark

Wasn't it shared? If Don has the information? I mean I, I think that the part of the way. Due to the. Exigent circumstances that are, you know, your Co managers are operating under. I think part of part of the provision of information was access to the system so that that board members and audit and finance could get what they wanted specifically without having to. Necessarily document each and every request. If Don has the information with respect to employees and start dates. Would that not indicate that that at least the information has been made available?

00:29:09 Adeel

I am glad that we stumbled across that in reports and Don was able to. Find that but. My question still stands and that does not. This situation does not nullify the other scenario where this was asked week over week and if this information was available. This was not made. This wasn't shared. In regardless that now that information is there on us, I'm using that as an example that why was that not shared? What was the reasoning behind it? And there is no real answer to that, other than the fact that either it's negligence. Or deliberation? And I would. Love that for once everything is above board by by everybody on this. In this team. We cannot move past till we are. Oh my God. We cannot move. Past and start rebuilding things till we can actually identify what our gaps are. We are right now that there's such a constant struggle to protect and defend the gaps and the find the reasoning to justify the actions that we. Are not moving forward. And that's my concern. I another point that I wanted to point out was in the reports that I saw, I saw that one of the employees has a human rights complaint going on that was never shared with the board. Not no details of that has been shared. I haven't gone since.

00:30:38 Mark

It would probably. Be something that the board would want to know, wouldn't it?

00:30:43 Adeel

I would love to know if it's against the organization if. It's against people. What exactly is the issue? What kind of exposure are we looking at that?

00:30:52 Twila

There is no human rights complaint right now there was.

00:30:58 Adeel

Could you share information about that Twila?

00:31:06 Twila

Raylene said that she was dismissed for gender. And then we sent. Proof, I guess that would be the right word. That that wasn't the case, and. We didn't even have to go to mediation.

00:31:29 Adeel

When was it?

00:31:31 Twila

Last summer

00:31:33 Adeel

No. When did so the complaint came last summer.

00:31:37 Twila

Oh yeah, I'm going to say maybe.

00:31:39 Jerome

It was. It was this, it was yes June of this year.

00:31:42 Adeel

June of 2022. And when was the result?

00:31:48 Jerome

She was through her complaint.

00:31:48 Twila

We didn't even.

00:31:53 Adeel

And so Robertson, Stromberg, wasn't engaged.

00:31:57 Twila

For about 5 minutes.

00:32:00 Adeel

So she did it for free.

00:32:03 Twila

No, she wrote a letter.

00:32:06 Adeel

To charge us for that.

00:32:06 Twila

And it was withdrawn, uh couple 100 bucks, Yep. I think it was. I can't remember off the top.

00:32:11 Adeel

Again, irrelevant, irrelevant amount irrelevant. The complaint, the fact that that wasn't shared to the board at any stage since June. That angers me and frustrates me.

00:32:28 Jerome

I would love to.

00:32:28 Lisa

Hi, it's Lisa. I think that we need to. Really step back for a few minutes and. And really evaluate where we're at with the Co managers. And I think that Mark I would like to suggest something. I would like to. As part of the agenda tonight, I would like to go in camera. And excuse Jerome and Twila, and just put them in a waiting room for now. I don't know, but Jerome is has the zoom. I'm not too sure, but I think that when because their board members slash Co managers, I think that we need to have a discussion.

About the Co managers. And I I would like to have that. And but I would like it to be in camera, and because it's a. It's an HR matter, I think that it's appropriate to ask them to be excused for just for that portion of the that discussion. I'd like some suggestions or some direction mark, thank you.

00:33:53 Mark

Yeah, I, I think that. Normally you could. You could very easily accomplish that. The complicating factors that they are both board members as well. So I'm not sure that that any of the board members here, including yourself Lisa. Could be excluded from a board. Meeting, I think that.

00:34:25 Lisa

OK, so then then then Mark I, I totally understand that then I want this meeting.

00:34:25 Mark

If you had a seat.

00:34:34 Lisa

I make a motion that this meeting be in camera and any violation. Of confidentiality of or any. Material, anything shared out of this meeting. I want it to be in camera, everybody knows what in camera means. Can I have a seconder to that motion?

00:35:06 Don

I'll second it.

00:35:12 Mark

And, you know, from a parliamentary process perspective, the board can go into in camera any time it desires. I don't even think you need a formal motion for that, but let's just understand that you can go in. Tamara, unless somebody disagrees with me, my understanding of in camera simply means that we're not taking minutes and it is a confidential discussion that isn't reported outside. Of the board.

00:35:41 Lisa

That's right.

00:35:42 Mark

Although if you pass a motion in camera then that past motion would be appropriately acted on and talked about outside of the meeting, but that's the only. Exception I think to the rule.

00:36:01 Lisa

OK, so we don't need the motion. Is that what you're saying, Mark?

00:36:05 Mark

Yeah, I think you can just agree to go in camera and we'll call it in camera from this point.

00:36:07 Lisa

OK.

OK.

00:36:13 Mark

Until you decide to go back. On the record.

[[[[IN CAMERA DISCUSSIONS]]]]

01:21:45 Lisa

the one other thing that I want to address is. Because I was the one that brought it up at the. Last meeting is.

The property within N Battleford. I don't know if we. Made any progress in that area. But I would like to enter into. An agreement to deal with Kelly Kehoe, executive realtor with in Saskatoon. Here he deals with properties in North Battleford, Prince Albert and Saskatoon. Very reputable man, very well known and respected in the community. And to assign him to. Either one get the and evaluate to evaluate the property on to come up with some kind of value. Or if need and then then move into being able to. Do two things. One is to put the packages together for each of the all three properties in North Battleford that he then approach BTC for the main building and then if agreed to the French Center for the other two. So then we're not involved with it. And then we give them the first option and if they don't take the offer. Then we move into the public, have an access to be able to buy or the other ones that are interested in within the departments itself. So I would like to move on that immediately, so then we can. Disperse of that property so we can have the revenue.

To deal with the deficits that we carry within House in Saskatoon. So I think that's a really immediate. Thing that we need to move on because. It's very alarming when Don reported that there is that many staff and that large amount of dollars going out. Considering we don't have the numbers of. How many people are actually being paid under the active contract versus the non active contract and with no finances put behind it as well as the continuation of running the kitchen and continuing to buy food with the higher cost than that, I think that that's really alarming. And again, if we're continue to operate that on a did a day-to-day operations, then we're going to be running into major trouble and we won't be able to function we. It's moving in a different direction and it's called foreclosure and so.

That is my recommendation. I don't know if I put that in a motion or if it needs to be marked, or that and. I would also like to.

01:25:34 Jerome

Don't interrupt you this quick question. When we transition to this new topic, or am I assuming we're out of camera?

01:25:42 Mark

Well, I haven't. I haven't heard anyone say we're. Not in camera.

01:25:46 Jerome

That's I'm asking the point of clarification we made. We made a transition to a new topic, and so my question, are we still in camera or have we transitioned to other camera?

01:25:56 Mark

I think the board as a whole has to. Decide that.

01:25:58 Jerome

That's why I'm asking.

01:26:01 Lisa

I think they're this is my own opinion is like I think that we've all stated our peace [REMOVED – considered part of "In Camera"] That's why I was ready to move on.

01:26:41 Mark

So are we back on? The record then. All agreed. OK, let's carry on. In that finishing.

01:26:59 Lisa

So back to what I was brought forth Mark, would it need to be a motion or would we just? I think the other thing I do not want the that responsibility to be on the Co managers. I think that Adele and I is the audit slash Finance Committee would be able to do that. I'd be able to assist with that Kelly Keyho, who had been involved with this a few years back when we were looking at properties at. I think it was called Cedar Lodge at the time, and he gave us some. Vice and taking us through a tour of that building at that time. So we do have a little bit of history with Kelly Kehoe, and so again we would be able to take that on. So then it's that responsibility is taken away from the coal managers.

01:27:57 Mark

It was Cedar Lodge out at Blackstrap.

01:28:00 Lisa

Yes it was, it is.

01:28:01 Mark

Yes, yeah, I remember. I remember that the only comment I have by way of advice to the board is that if the issue of the of this potential sale of Blue Mountain is already subject to a listing agreement with the realtor. If you if you simply pass a motion that that would by implication break that there may be, there may be financial penalties that are triggered.

01:28:30 Lisa

I'm not talking about Blue Mountain, I'm talking about the North Battleford property.

01:28:35 Mark

OK, OK.

01:28:37 Lisa

I'm talking about, say, the shelter and the two buildings that we had discussed. In the last two meetings that we had.

01:28:44 Mark

Well, I I appreciate that clarification.

01:28:50 Lisa

Because we did make a motion that at when Blue Mountain was being proposed that that that be that become an immediate stop. But then when we talked and we specifically talked and made a motion that we were supposed to get an appraisal done in North Battleford that we were going to move forward. With selling the property. And moving very quickly on it. So now I'm saying 2-3 meetings after the fact that we take the responsibility away the assignment. I should say the assignment and the responsibility

away from the Co managers and put that responsibility. On the audit slash Finance Committee, and then we approach Kelly Kehoe on doing those two stages for us. This way I also want to point out that. It becomes, it becomes clean of our hands and it's under a professional versus individually from the Board of Directors that that take place.

01:29:57 Mark
Any response?

01:30:02
I think.

01:30:03 Adeel
That's a, that's a that's a good idea. Which will help us make better informed decisions. Around how? We deal with the properties there.

01:30:14 Lisa
And it will take place immediately. It's not. Let's wait till next week and the following week it will happen tomorrow.

01:30:35 Don
Anyone else where are we at with the appraisals?

01:30:44 Jerome
We are engaged with the one company that was recommended on it and one of the his. His direct feedback was the idea of and the cost of an appraisal for the for the sole purposes of a sale, is is something to it. It could be questionable just because of the our such unique properties. There are no comparables. There in that context, and so it's a matter of how do we come up with a. Evaluation of them through it through an appraisal. For the purposes of a sale. So if we're doing it for something different in terms of a. A true value of the property. For the purposes of a loan or otherwise, it might be somewhat different, but there is no real comparables out in the marketplace for those ones, so Even so it'll be interesting to how to arrive at a proper assessment.

01:31:37 Don
On that piece.

01:31:41 Jerome
And so.

01:31:44 Lisa
Sorry Jerome, go ahead.

01:31:45 Jerome
Yeah, no, so that that's basically that is part of the process of Working to get that assessment that was his one of his direct feedbacks on that, and so that's we're going to planning to bring it back to the. Board today to. Be able to say it. How would we want to proceed with actually getting it? Getting it a more of a certified real estate assessment with the like to Lisa's point, Kelly Keyhole would probably be more. Cost effective or more appropriate. But even that would be a challenge in context of there are no real market comparables out there to do proper value assessment in the market. That putting on the

market and seeing what the true market will bear in in the in the open market sale through a reputable real estate agent, it was his recommendation.

01:32:30 Lisa

And the other thing too, is with Kelly being under as the realtor, he's able to do that evaluation and he deals with properties and.

North Battleford, so he's an industrial plus business so he can do person to the proper appropriate evaluation and to be actually put a package together for us to approach for him. Not for us but him to approach as a realtor to the. To BTC and et cetera, right? So on the on all three buildings in North Battleford, and it would be it would. We would be able to move on it immediately.

01:33:20 Adeel

I'm in.

01:33:26 Lisa

So are we in agreement that we can do that like? Adeel Don Jerome.

01:33:37 Mark

You just want to add. If memory serves. The Battlefords Tribal Council lease gives them first right of refusal on the shelter. So you've got to navigate that as well.

01:33:52 Lisa

Yeah, and that was our agreement on our discussion when we talked about evaluating them to get a appraisal done. So we would approach BTC for an example for the main building and then those that we would approach the Friendship Center for the other two buildings. And if the French center didn't go ahead, then we would offer to. Programs that exist in there today. So then if nobody speak then can we move on that tomorrow, tomorrow, then a deal tomorrow afternoon? I can put an e-mail and I can shoot up, send an e-mail off and I'll CC you on it a deal.

01:34:56 Adeel

That's perfect.

01:34:57 Lisa

Out to Kelly Kehoe asking him. For those items. To move on.

01:35:05 Adeel

I think that's a great idea, yeah?

01:35:07 Lisa

OK thanks.

01:35:17 Don

Do we need a motion for that or?

01:35:21 Mark

I think you would. I think you would want one.

01:35:27 Lisa

OK, then I enter that motion. I make that motion.

01:35:31 Adeel
And I can second it.

01:35:34 Don
Quest discussion I think we already discussed it questions.

01:35:44 Mark
Any post?

01:36:00 Jerome
I I do have a question so I'm good with what we just went through here. Another topic with Jason. So if you are looking at making some hard decisions for cost containment, those types of things as an outflow of our Blue Mountain Board meeting we had last. Week was to. Put together, start to putting together a framework. Of structure and control to empower the staff to grow the an organization and make the organization in in a make it profitable and those types of things which inevitably require some level of investment. Question a deal. Do you have anything as an output? On that, that was one of the action items. To start putting together as a is a partial framework of how that could look like.

01:36:44 Adeel
Joe, I do have. Something and I can share. The only thing I'm waiting for is installation cost the two places haven't gotten back to me with that, but I can send the. Just across the tracks, the quotes on that to the board and we can discuss. That on the meeting on Thursday.

01:37:04 Jerome
Yeah, that's what the cost of the tracks right now. But something to also consider. For example, we do have the payroll that for it that was just. Submitted recently, which right now all the payroll is. Currently be funded and being added to the. Accounts payable of the lighthouse. And so that's something that, as a board of the lighthouse, I would just offer it to the board to be aware of and be aware and that that's part of the conversations you have from accounts payable standpoint is how to manage those expenses in addition to the other lighthouse expenses. Because those. Anything that is. Flowing from Blue Mountain right now is hitting. The lighthouses are cash flow as well. So I'll just. Leave it there for the board to consider.

01:37:46 Adeel
That's a valid discussion, Jerome. I do want to say that I had mentioned in the last meeting. Can you share? Some financial information. About Blue Mountain. I actually said that I need access. To the books.

01:37:59 Jerome
Yeah, and that's a work in progress. And so as I. Contacted Innovation Credit Union to for access to the online banking and those as well so that. Is a work in progress.

01:38:11 Lisa
Mark I, it's Lisa I just. Can I have the sore? Are my hands up?

01:38:21 Mark

Yeah, I I hear you loud and clear.

01:38:25 Lisa

OK, at this time I want to. Introduce the motion. To immediately Bring back that board that was created a few years ago for the Blue Mountain to be now back in the hands of this full board of directors. At the lighthouse. Because and just, I'll give you a little background. Well Mark, you probably know. At one point in time, the Auditor recommended that we separate the finances of it, which we did. And that, but then the board taking it on that that they would have some, like a subsidiary of the lighthouse. And but because of the situation that we're in. I would like to bring that back and it not be run solo just because there are only 12345 of us on the board of Directors. Now at the lighthouse and we're in the we're in the middle of a transition of everything so I I make the motion that that. Be pulled back into the lighthouse.

01:39:57 Mark

Function well help me understand this mechanics of this. And forgive my ignorance so.

01:40:09

Who is?

01:40:10 Lisa

Maybe Don can you bring light to this please? January 1st of 2019. We separated out Blue Mountain from the lighthouse. Prior to that it was part of our operations. It was part of our. Ministry, so to speak. But the auditor just thought for legal and insurance purposes, it would be best to separate. Separate the two. And so that's what we did. And we have a separate board. Twila drome. A deal and I. And I have suggested in the past that the two boards be the same people. But I got shut down. So I'm still in favor of the two boards being the same, because then no one's in the dark. And really, it's a lighthouse. All the basically all the assets and. Everything are owned by the lighthouse. Anyway, so. We do have to protect our interests there.

01:41:34 Mark

So the only difference between the board of the lighthouse and the Board of Blue Mountain is that Lisa is part of the lighthouse, but not Blue Mountain. Correct, OK?

01:41:51 Lisa

But we are we are liable for the lighthouse is liable for Blue Mountain.

01:41:52 Adeel

So well.

01:41:59 Jerome

It is a sole member of the lighthouse of. The Blue Mountain Corporation correct?

01:42:03 Lisa

That's right. So anybody want to second my motion?

01:42:08 Jerome

They, the concept being though that they are two. Separate corporate entity.

There's two things to consider. I'll let Mark speak to one part of it, but the I think they do still need to have two boards but the potential of having the same people on both boards is probably a worthy consideration.

01:42:32 Mark

I, I think that's probably your practical solution.

01:42:32 Speaker 3

Right?

01:42:36 Mark

Rather than have one board member. Part of the lighthouse, but not part of Blue Mountain. You could rectify it by bringing Lisa into the board of Blue Mountain, but I think that the recommendations from the auditor were probably sound, and rather than undo them. You could simply add Lisa as a board member to Blue Mountain and accomplish your goal without appearing to. Wart the cautious advice of your of the auditor.

01:43:15 Lisa

Yep, I agree. And because I don't disagree with the auditor, I actually agreed with the auditor when the auditor actually recommended it. Because it was just so. Peter paid Paul and Paul paid Peter and were this and that, that's why. But also Ian is no longer on that board because Sean is no longer on the Lighthouse board, so I could just be replaced. Replacing in on that board. So Don so Don maybe you can make that motion then. Or how would that work? How should we go about that Mark?

01:44:00 Mark

Well, anyone could make a motion to. Add you to the board. Of Blue Mountain, if that's if that's a position you want to fulfill and serve in.

01:44:14 Lisa

Well, yeah, I think it's.

01:44:15 Adeel

I can make the potion.

01:44:16 Lisa

I think it's only appropriate because of the where we're at, right?

01:44:22 Adeel

I can read the motion.

I'd like to move that Lisa should be. Included as a board member with the Blue Mountain Adventure Park Board, effective immediately.

01:44:37 Don

I'll second it.

01:44:52 Mark

Any further discussion? If not, would someone call question? Any opposed or abstaining?

MOTION:

That Lisa should be. Included as a board member with the Blue Mountain Adventure Park Board, effective immediately.

Moved by Adeel

2nd Don

Jerome Abstain

Twila Abstain

01:45:38 Adeel

Just a quick couple of things, Lisa, just to bring up speed in the last board meeting. There was a finance and Art committee forum with myself and Don. And then we had requested access to the financials so. Access to the. QuickBooks to which I think Mark had mentioned that board members should have access to the books anyways. And then there is a strategic plan being put together which would help in making sure that more efficiencies are created within the park where they can take decisions and proceed with managing the budget, planning and et cetera, those things. Those are the three key items I've discussed. In the last meeting.

01:46:23 Lisa

Thank you.

01:46:47 Mark

Generally speaking I'm good for two hours we've got about 10 minutes left. Is there anything else we need to deal with?

01:47:04 Lisa

I just have one question mark. Who will pull the meat in together for Thursday and what time would it be? And do we just come forth with names with the CV's on Thursday? Thing with recommendations?

01:47:28 Jerome

I can send out the invite.

01:47:31 Mark

Yeah, my suggestion is have Jerome fulfill the function, get the meeting organized and set the structure up and everyone come with a with a good attitude and see how far we get.

01:47:47 Lisa

OK then my last question of the night is. Did the. Layoff notices, did they all get resolved? Because I just caught the tail end of that discussion. Tonight on the call and our. I think that just to kind of put that. On the table, but I think that we just go forth with our call on Thursday.

01:48:30 Mark

That makes sense.

01:48:43 Adeel

The one thing that was gonna mention was that for Thursday. We will discuss the person we're bringing in. Can the current core managers put together. Like a very one page, basic transition plan document of

how the how the transition would look like and then we can discuss it and find unit as per the board's requirements.

01:49:06 Lisa

I think just a deal. I'd like to add to that just to bring a brief and a brief and paper to the table of describing where exactly everything's at and just subtitle them of which program and. How many staff are in there? What is the budget? Is there active contract? Right now you know and just? Just subtitle them, so then it's easier and it's a more manageable transition document to have a discussion around.

01:49:50 Adeel

I think that's a great idea, actually, yeah.

01:50:04 Mark

Sounds good.

01:50:18 Lisa

OK, if there's no more discussion, maybe we're done our meeting for tonight. It's actually 853.

01:50:24 Mark

We might be ready for a motion to adjourn. We don't need a seconder.

01:50:32 Jerome

We're good night everyone.

01:50:35 Mark

Good evening, thank you.

01:50:36 Adeel

Goodnight, thank you.

01:50:40 Mark

Goodnight



This is Exhibit H referred to in the Affidavit of Jerome Hepfner sworn before me this 7 day of February, 2023

Saskatchewan Corporate Registry

Profile Report

Page 1 of 3

Report Date: 26-Jan-2023

Entity Number: 102137798

Entity Name: ANYON TECHNOLOGIES INC

A Commissioner for Oaths for Saskatchewan

My Commission expires _____

OR Being a Solicitor

Entity Details

Entity Type	Business Corporation
Entity Subtype	Saskatchewan Corporation
Entity Status	Active
Incorporation Date	03-Nov-2021
Annual Return Due Date	31-Dec-2023
Nature of Business	Computer systems design and related services, All other information services, Other scientific and technical consulting services
MRAS indicator	No

Registered Office/Mailing Address

Physical Address	205 C 3RD AVENUE, ABERDEEN, Saskatchewan, Canada, S0K 0A0
Attention To	MR. B. LEVESQUE
Mailing Address	ANYON TECHNOLOGIES INC., 618 DELARONDE ROAD, SASKATOON, Saskatchewan, Canada, S7J 3Z7

Directors/Officers

BEN LEVESQUE (Director)

Physical Address:	205 C 3RD AVENUE, ABERDEEN, Saskatchewan, Canada, S0K 0A0	Resident Canadian:	Yes
Mailing Address:	205 C 3RD AVENUE, ABERDEEN, Saskatchewan, Canada, S0K 0A0	Effective Date:	03-Nov-2021

BEN LEVESQUE (Officer)

Physical Address:	205 C 3RD AVENUE, ABERDEEN, Saskatchewan, Canada, S0K 0A0	Office Held:	CHIEF EXECUTIVE OFFICER
Mailing Address:	205 C 3RD AVENUE, ABERDEEN, Saskatchewan, Canada, S0K 0A0	Effective Date:	03-Nov-2021



Profile Report

Entity Number: 102137798

Page 2 of 3

Entity Name: ANYON TECHNOLOGIES INC.

Report Date: 26-Jan-2023

ADEEL SALMAN (Director)

Physical Address: 618 DELARONDE ROAD, SASKATOON, Saskatchewan, Canada, S7J 3Z7 Resident Canadian: Yes

Mailing Address: 618 DELARONDE ROAD, SASKATOON, Saskatchewan, Canada, S7J 3Z7

Effective Date: 03-Nov-2021

ADEEL SALMAN (Officer)

Physical Address: 618 DELARONDE ROAD, SASKATOON, Saskatchewan, Canada, S7J 3Z7

Mailing Address: 618 DELARONDE ROAD, SASKATOON, Saskatchewan, Canada, S7J 3Z7

Office Held: PRESIDENT

Effective Date: 03-Nov-2021

Shareholders

Shareholder Name	Mailing Address	Share Class	Shares Held
ADEEL SALMAN	618 DELARONDE CRES, SASKATOON, SASKATCHEWAN, CANADA, S7J 3Z7	A	50
BEN LEVESQUE	BOX 466, SK, ABERDEEN, SASKATCHEWAN, CANADA, S0K 0A0	A	50

Articles

Minimum Number of Directors: 1 Maximum Number of Directors: 10

Share Structure:

Class Name	Voting Rights	Authorized Number	Number Issued
A	Yes	Unlimited	100
B	Yes	Unlimited	
C	Yes	Unlimited	
D	Yes	Unlimited	
E	No	Unlimited	
F	No	Unlimited	
G	No	Unlimited	
H	No	Unlimited	
I	No	Unlimited	



Profile Report

Entity Number: 102137798

Page 3 of 3

Entity Name: ANYON TECHNOLOGIES INC.

Report Date: 26-Jan-2023

J	No	Unlimited
K	No	Unlimited
L	No	Unlimited

Event History

Type	Date
Business Corporation - Annual Return	17-Jan-2023
Notice of Shareholders	17-Jan-2023
Notice of Change of Registered Office/Mailing Address	02-Nov-2022
Business Corporation - Incorporation	03-Nov-2021

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This is Exhibit I referred to in the Affidavit of
Jerome Heptner
sworn before me this 7 day of
February, 2023
[Signature]
A Commissioner for Oaths for Saskatchewan
My Commission expires _____
OR Being a Solicitor _____

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Ben Levesque 639-998-9050