

WSWO Board of Directors Meeting Minutes

Location	Conference Call
Date	1 May 2018
Meeting Called to Order at:	8:10PM
Roll Call	Mike Spence, Erika Langman, Wendy Durigon , Paul Roberts, Geordie Neulands , Steph Collins, Todd Spalding
Guests	none
Minutes Recorded By:	Mike Spence
Agenda Items	<p>Meeting Focus: In accordance with By-Law 2-05, to provide Paul Roberts the opportunity to address the Motion By Steph Collins on 12 March 2018 which states: "Due to lack of confidence by the current WSWO board, request Paul Roberts to resign his position as President of WSWO.</p> <p>2ND: Geordie Neulands</p> <p>Agreed: 6 Dave Dubbin, Geordie Neulands, Steph Collins , Erika Langman, Todd Spalding , Wendy Durigon</p> <p>Disagreed: 1 Mike Spence Motion is passed:"</p> <p>Meeting Chairman: Mike Spence, Secretary</p> <p>1/ Determination of a Quorum of 3 or more Voting Directors in accordance with By-Law 5-03</p> <p>2/ Call for Conflict of Interest declarations from the attendees in accordance with WSWO Policy</p> <p>3/ Paul Roberts to address the motion In accordance with By-Law 2-05.</p> <p>4/ Meeting members to respond</p> <p>5/ Determination of next steps</p> <p>6/ Dave Dubbin resignation is acknowledged in accordance with by law 2.04, Termination of Membership:</p>
Quorum	1/ A quorum of directors was established with Paul, Wendy and Mike. Erika joined later on. Note that Erika left the meeting at 9:05 pm however supported the developing motion to establish a transition plan from Paul Roberts as President
Conflict of Interest	2/ No conflict of interest declaration was made by any attendees related to the meeting focus of membership removal in accordance with By Law 2-05. Steph Collins tabled Conflict of Interest related to Paul Roberts with the OPW site and WSWO asset use but did not provide specific examples or connect to the Conflict of Interest policy. Additional discussion highlighted further conflict of interest examples which may be tabled at a future board meeting
Paul Roberts to address the motion	<p>Paul requested the specific violation of the Letters Patent, By-Laws or Rules of the Corporation the motion was based on in order to address them. No specific example was given except a reference to the Code of Conduct policy, item j) by Geordie.</p> <p>Paul offered to have one on one discussions with each member to address the concerns and opinions tabled to hear the other, his, side of the story.</p> <p>Paul advised communication from Barbara Lyon Stewart regarding MCTS with no further disclosure. Mike referenced the concerns regarding the overall WSWO governance identified as a concern from the ministry.</p> <p>Paul advised he will not run again.</p>
Meeting members to respond	<p>The key points raised overall was the lack of confidence by the current WSWO board including the cease and desist letter issued by Jasmine from WSWC.</p> <ul style="list-style-type: none"> • There was extensive discussion related to relationship erosion between Paul with WSWC, City of Toronto, OPW, within the industry and the WSWO membership

	<ul style="list-style-type: none"> • A reference to a replacement person for the position was tabled by Steph but not disclosed. • Constant obstacles in her progress in membership interaction and funding development was identified by Wendy • An offer to resign was tabled by Todd. This was followed by an offer from all other board members except Mike to resign • The option for Paul to either resign as requested or call a Special General Meeting (ref.By Law 3.02) was tabled several times
<p>Determination of next steps</p>	<p>Motion 1: By Mike Spence: The entire board shall develop a plan within 7 days for Paul Roberts to transition his position as President of WSWO. This plan shall include a risk management element to limit or eliminate negative exposure of the organization. 2ND: Wendy Durigon Paul voted against this. With Mike & Erika’s support, the motion passed Motion 2: by Wendy Durigon; If motion number 1 fails, then call a Special General Meeting (ref.By Law 3.02) for Removal of Directors (ref. By law 4.05) no 2nd. Mike & Paul voted against this. Erika was not available at this time to record her vote. The motion was not passed</p>
<p>Dave Dubbin resignation</p>	<p>Dave Dubbin resignation in accordance with by law 2.04, Termination of Membership was acknowledged early in the discussion.</p>
<p>Adjournment</p>	<p><i>Motion to adjourn by Mike 2nd by Wendy. Meeting adjourned at: 9:32 PM</i></p>