

WSWO Board of Directors Meeting Minutes

Location	Conference Call
Date	7 May 2018
Meeting Called to Order at:	8:03PM
Roll Call	Mike Spence, Erika Langman, Wendy Durigon , Paul Roberts, Steph Collins, Todd Spalding, Geordie.Neulands, joined at 9:00 pm
Guests	Jasmine Northcott, Tom Wheeler
Minutes Recorded By:	Mike Spence
Agenda Items	<p>Meeting Focus:</p> <ul style="list-style-type: none"> • Present the transition plan as actioned from the May 1st meeting • OASF grant : cheque authorization delay <p>Meeting Chairman: Mike Spence, Secretary</p>
Pre-meeting discussion	<p>Point of Order: Mike requested clarification from Steph regarding the attendance of Tom Wheeler and Jasmine Northcott. This was not communicated in his request for the meeting or the related content of his communication. Steph established that Tom was there to have his name put forward as Treasurer, Jasmine to discuss the OASF grant. When questioned regarding the requirement of by-law 5.02 <u>Notice</u>:</p> <p>A meeting of directors may be convened any time by the President or any three (3) directors. The Secretary or Executive Director, by direction of such persons, shall convene or direct the convening of a meeting of directors.</p> <p style="padding-left: 40px;">a) Notice of any meeting of directors stating the day, hour and place of meeting shall be given to each director at least three (3) days before the meeting is to take place; provided always that the meetings of the Board of Directors may be held at any time without formal notice if all the directors are present or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence. Any irregularity in any meeting or in the notice thereof may be waived by any director.</p> <p>The statement on the outset that this was a follow up from the May first meeting with 7 days notice given was nullified with the change of agenda without communication. Upon post meeting review, the 3 day notice should have been provided. This brings the validity of the meeting into question.</p>
Quorum	1/ A quorum of directors was established with Paul, Wendy and Mike. Erika joined at 8:15.
	<p>Steph opened the meeting by putting Tom Wheeler forward for the position of Treasurer Point of order; by Mike on the departure from the Transition Plan topic. Lengthy discussion resulted related to Tom being part of the transition plan and further endorsement from Wendy, and Paul with Tom as a volunteer. Tom proceeded to provide additional background and his willingness to serve. Based on this input, an action resulted in the following motion.</p> <p>Motion: Acclaim Tom Wheeler as Treasurer to replace Dave Dubbin who resigned on 30 April, 2018. By Steph, 2nd by Wendy. None opposed, Motion carried.</p>
	<p>Agenda change by Steph to discuss the OASF grant cheque authorization delay. Mike expressed the same concerns that had been communicated to Jaclyn dated April 26 (attached) and then mailed with the last cheque run. Lengthy discussion on the justification and compliance with the TPA and the actual grant application. Paul highlighted the differentiation between the 2017 guidelines for the \$50,000 and the \$15,000 available for Dec 31st to March 31, 2018. Erika /Wendy proposed further clarification and understanding. Paul's direct communication to the Ministry regarding grant transfer to WSWC without</p>

	<p>consultation was questioned by Wendy. No input from Jasmine on the OASF grant contrary to the attendance rationale provide in the pre-meeting discussion Agreed to PARK this item based on lack of information and understanding.</p>
<p>Transition Plan (postponed)</p>	<p>Agenda change again by Steph to present a motion: Corrected 11 May 2018: "That the role of each BoD member is to put the best interests of WSWO first and foremost, (per WSWO Conflict of Interest Policy 1b & 1c.) We are pointing out, in accordance with the Letters Patent, By-Laws and Rules of the Corporation,</p> <p>1b. "Where a director, officer or staff member's actions compromise or undermine the trust which the public and association members place in WSWO"; - the WSWC Cease and Desist order)</p> <p>1c."Which could impair or appear to impair a director, officer or staff member's abilities to act in the best interest of the association". WSWC Cease and Desist Order</p> <p>Point of Order: Mike challenged the motion as this was not the transition plan or on the agenda.</p> <p>Point of Order: Paul challenged the basis of this motion against the actual facts and the disconnection from the motion as it related at the meeting of May 1st. The formal challenge was "Having a conflict such as being a club is only a problem if it is <u>not declared when there is an issue relative to that situation.</u> If so, the policy states that:</p> <p>e. A director, officer or staff member who is in a conflict of interest shall absent themselves, without comment, prior to any discussion or voting in respect of the application or other issue. However, if such persons must remain in meetings in order to fulfill their administrative responsibilities, they shall not participate in any discussion regarding the application or other issue that has given rise to the conflict of interest.</p> <p>Only if there is an issue where the conflict is not disclosed can there be an action taken:</p> <p>g. Should any director, officer or staff member be found to be in conflict or interest that has not been disclosed to the board as required in 5 a) above, the board of directors of WSWO may:</p> <p>i. Require the director, officer or staff member to provide full disclosure of the nature of the conflict of interest;</p> <p>ii. By special resolution as per WSWO by-laws, or policy, as applicable, remove said director from the board.</p> <p>iii. Terminate the employment of said officer or staff member at WSWO.</p> <p>This motion is a total misinterpretation of the facts. When was there an issue discussed that involved Summerski as a club? Steph stated that the motion was part of the transition plan and the request to resign was the only path, proceeding to go ahead with the motion Corrected 11 May 2018 " "With respect to WSWO Conflict of Interest Policy 4e. A director, officer or staff member who is also an owner or principal of a member ski/wake school, club or camp. Paul Roberts, as a principal of summerski Ski Club, Puslinch, has an undeclared Conflict of Interest per the above and therefor is to have his membership suspended and removed from the office of president immediately".</p> <p>Point of Order; Further challenges from Mike regarding the departure of the meeting agenda and related breach of by-law 2.05 of the motion above. This should have been addressed through the dispute resolution policy as a minimum.</p> <p>End result; Paul Roberts tendered his resignation, effective immediately in</p>

	<p>accordance with by law 4.04 iii). The motion was not voted upon and therefore failed. The validity of the motion remains challenged. At this time, Paul left the meeting</p>
Transition Plan	There is none.
Actions Arising	<ul style="list-style-type: none"> • With no transition plan Todd Spalding proposed a Top Ten list from each director and committee member related to the operational targets/actions /gaps in the organization within 48 hours. • Erika further proposed each director and committee member provide the 3 main goals they are focused on or working on within 48 hours. • Jasmine will defer the transfer request for the WSWO hosting grant back to WSWO with Ministry communication and Wendy taking the lead in communication with the Ministry and the board • Erika requested full communication transparency to all board members and Jaclyn in the office. • Mike clearly expressed his concern of not signing any grant related disbursement cheques until the criteria is clearly understood and the requests comply with WSWO Letters Patent, By-Laws or Rules of the Corporation including policies. Mike further expressed concern regarding the currently signed TPA and related risk to the organization and himself as a director. • Tom requested the grant information to assist him in getting up to speed. Wendy took this action.
Other business	None
Adjournment	<i>Motion to adjourn by Wendy 2nd by Erika. Meeting adjourned at: 9:15 PM</i>