

**Centre Wakefield LaPeche
DRAFT Board of Directors Meeting Minutes
September 19, 2023**

Attendees:

Carly Woods (Secretary and Founding Partner rep, note taker)
Vicki Carlan (Chair)
Judi Webb (MiNG)
Ellie Wilkinson (MiNG)
Pam Ross (MLP rep)
Chris Harris (Treasurer)

Item	Documents, Resolution and Action Items
Arrival and welcome	Welcome and started by 8:10am. Chair- Vicki; Notetaker - Carly
Approval of Agenda	<i>Motion to approve September 19th agenda duly made by Judi, seconded by Chris and unanimously carried</i>
Minutes of Previous Board Meeting	<i>Motion to approve minutes from March 7, April 27th, May 26 and July 5, August 23, September 6 and duly made by Pam, seconded by Carly and carried</i> <i>*** Correction to JUDI's name and WILKINSON</i> <i>*** Ellie abstain from March, April, May meetings (abstaining due to pre-dating appointment to the Board)</i> <i>*** Judi abstain March 7, September 6 (abstaining due to meeting absence and pre-dating appointment to the Board)</i> <i>Motion to acknowledge the e-votes of January 25, 2023 and April 27, 2023 duly made by Carly, seconded by Pam and carried</i>
Conflict of interest	None.
Action Items from Previous Meeting	<u>Outstanding Action Items:</u> - Prepare for AGM events - Carly - volunteers recruited, staff on set up, bbq supplies ordered - CDROL review of by-laws - Carly - Sent follow up email last Friday, no response - Follow up with Accounting Firm (Vicki). to arrive before AGM in draft form. Vick to follow up with Firm - New Board Recruitment (all)

The Membership Involvement Committee's Governance Circle review the by-laws with the aim of ensuring compliance with the Cooperatives Act and Charter

Item	Documents, Resolution and Action Items
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Approval of Revised by-laws	<p>and relevance for the changing context for the Centre Wakefield La Pêche Cooperative.</p> <p>Discussions took place on August 23rd with Peter Hale – Chair of the Governance Circle.</p>
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Recommended follow up for the 2023-24 Board of Directors:

- 1) Review the terms of reference of the MLP representative and the Founding Partners (Support) representative to ensure clarity of roles, responsibilities including communications and information sharing.
- 2) Consider add a Past-President executive position on the Board to support continuity from Board to Board.
- 3) Consider changing year-end
- 4) Consider adding a honorarium for the roles of Secretary and Treasurer given the higher workload for these officer positions.
- 5) New Board to also consider MiNG recommendations for follow up (“Governance Circle By-Law Revision Work – August 21, 2024)

A final review including questions and proposed changes submitted by Irene Richardson was conducted. The changes will appear in yellow highlight in the document to be provided at the AGM.

- auxiliary member is clarified as someone under 14 years of age
- total number 11, 7 members, 2 support, 1 rep, 1 muni - only need 6 for quorum
- Article 20 - length of term 2 years staggered, recruiting some people for 1 year this AGM
- Article 21 - use staggered over laddered
- Director may resign at any time, with a letter giving 30 days notice in advance
- if replacing a board member, commitment is to end of term
- All officer positions to include “ ensure compliance with the by-laws and the Act”
- Treasurer – role does not have to be limited to doing the doing the work but can also “oversees and delegate”
- Annex - membership agreement - moving forward with new members

Motion to approve the revisions to the By-Laws as present made by Judi seconded by Ellie and all in favor. Motion carried.

Approval of New Policies	<p>RESERVES POLICY</p> <p>Purpose: Establishes two reserve funds to: 1) ensure compliance with the Cooperatives Act of a 10% of net surplus allocated to a capital reserve and 2) to support staff and Board to explore opportunities not foreseen in the annual planning process and worth pursuing.</p>
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There was general agreement that these funds were reasonable and required.
Questions:

Item**Documents, Resolution and Action Items**

What happens to Building and Capital Asset Reserve if the Cooperative transfers the building to the municipality? A review of the maximum and proportion of net surplus would be triggered and an update to the policy warranted to allocate this reserve to non-fixed assets.

*Motion to approve the Reserves Fund Policy as presented as follows:
Building and Capital Asset Reserve – to be approved by members at the AGM – 10% of net surplus with a maximum to be determined by a third party build assessment conducted every 5 years.*

Operating and Opportunities Reserve - 5% of net surplus up to a maximum of \$60,000 (approximately 2-3 months operating expense). Although not required, this Reserve will also be presented to the members for approval.

Duly made by Carly seconded by Ellie and unanimously carried.

Action Item: Post on the website and present results to the membership

GYM POLICY

Purpose: As a follow up to last year's AGM in which there was concern expressed with the process of booking gym sessions by cooperative members, the Municipality of La Pêche has proposed a modified gym policy for the Board's consideration.

The policy was reviewed and there was agreement that the policy ensure equity and diversity when it comes to sports and recreation programs at the gym. The requirement to report plans and results on a regular basis for staff was also welcomed.

*Motion to approve the proposed Gym Policy duly made by Judi seconded by Chris, carried with Pam Ross abstaining.
JUDI, Chris abstaining - Pam*

A review of the resolution put forth by members at the 2022 AGM:

BE IT RESOLVED THAT:

The schedule for use of the Wakefield school gym by sports groups will not be changed (by the Co-op Administration) except with the cooperation of the sports group holding the booking, and that sports groups will be permitted to book times that are not assigned.

Motion to rescind "the schedule for use of the Wakefield school gym by sports groups" resolution approved at the 2022 AGM made by Carly, seconded by Vicki carried 5 approved 1 abstain (Pam Ross, , MLP rep)

Item	Documents, Resolution and Action Items
Operations	<p>Updated on the Post Covid Recovery Fund project. Vicki has been leading this project with the participation of staff. The project focuses on establishing a new operational and staff model focused on growth and development of youth and stability at the senior levels. The project is in its early stages and will involve contracting HR and IT experts and engaging the community for ideas and support.</p> <p>Motion to endorse the project plan presented by Vicki seconded by Ellie and unanimously carried. (draft Moving Forward Together Interim Progress Report September 19, 2023).</p> <p>As acting GM, Vicki also reported that the fall is expected to be very busy for the team with weekend events and a positive response to new programs and workshops. Vicki has been working with staff this week to update job descriptions based on the direct experiences of staff.</p> <p>Vicki also noted that the current contracts expire on September 30th and recommended that all three positions be posted publicly to create three permanent positions.</p> <p>Motion to hold a formal competition for Program and Volunteer Manager, Services and Events Coordinator, and Events and Rentals Administrator in the fall made by Vicki seconded by Chris unanimously carried.</p>
July and August Financials Statements	<p>July and August financials were discussed noting that shortfall each month due to the slow period in the summer. The Board expressed interest in exploring new ways to increase use and events during the summer months.</p> <p>Vicki noted that the fall is very busy with new programs and a number of CWLP-led events. Vicki reminded the Board that this year's annual plan includes the Board raising \$50K. A review of this target will be made by the new Board and review of 6-month budget to actuals.</p>
Future of the Centre: Transfer of ownership to the MLP	<p>A review of the Committee's progress over the summer was shared by Pam and Carly. Vicki acknowledged and thanked the good work of those on the Transfer of Ownership Committee and she will share the progress with members at the AGM.</p> <p>To further discuss the opportunity, a resolution by the board to enter a formal discussion with the municipality is required. With initial guidance on changes to the agreement and the partnership protocol proposed by the Committee and the understanding that additional changes are possible,</p> <p>BE IT RESOLED THAT,</p> <p>The Board of Directors would like to enter formal discussions with the municipality to co-develop a final agreement and partnership protocol with the cooperative for the transfer of ownership of the building.</p>

Item**Documents, Resolution and Action Items**

Furthermore, a membership vote regarding the expanded partnership with the municipality and the formal transfer of ownership be held no later than November 30 2023.

Motion by Carly seconded by Ellie unanimously carried.

Action: The Board will communicate this decision to the members of the AGM along with a commitment to keep the members informed of progress and provide input.

AGM Event –
Logistics and
review of
presentations

The agenda was reviewed, and the flow of the event discussed. Vicki will send out a draft annual report/presentation to the Board for comments.

Carly Woods left the meeting at 10:45 a.m.

Board
Recruitment
process

Board members were encouraged to continue to recruit individuals for Board positions. Vicki (as past President, ex officio) and Pam (as MLP representative) will be staying on the Board.

Linda Vanderlee has come forward to serve as our deputy returns officer along with Carly as secretary.

Adjourned

As there was no other business to discuss, the meeting was adjourned at 11:05 a.m. – motion by Ellie, seconded by Pam carried unanimously.