

#### Centre Wakefield La Pêche

Assemblée Spéciale des Membre 23 November 2023 18h30 - 20h30.

Special Meeting of Members November 23, 2023 6:30 - 8:30 pm.





### **Agenda**

Welcome & Land Acknowledgement (10)

Bienvenue et Reconnaissance des Terres

Approval of Agenda (3)

Approbation de l'ordre du jour

Introduction to the New Board (5)

Présentation du Nouveau Conseil

Present the Revisions to the By-laws and Vote (30)

te (30) Présentation des révisions du règlement et vote

Présenter les états financiers

Appointment of the Accounting Firm (2)

**Questions and Answers (15)** 

**Present the Financial Statements (25)** 

Nomination du cabinet comptable

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Questions et réponses

Ajournment | Ajournement







Land Acknowledgement







#### **Meet Our Board of Directors**

Jewel Cote - President

Lynn Forrest - Treasurer

Gillian Kirk - Secretary

Myles Jones - Vice President

John Parker - Founding Partner Representative

Pam Ross - Municipal Representative

Archie Smith - Acting MING Liaison

Vanessa Passmore

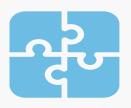






## Let's begin,...





Approval of Agenda



Present the Financial **Statements** 



Present the Revised By-Laws



...Commençons

### **Present the Revisions to the By-Laws**



### **General Overview of Co-op Governance**

- We are a member owned, not-for-profit Cooperative and fall under c-67.2 of the Quebec Cooperatives Act.
- The Act is a legal document and CWLP must comply with the rules and regulations of the Act. We cannot change or adjust the Act.
- As a Cooperative, we also have our own By-Laws which are specific to our organization and serve as the rules by which we govern ourselves.
- Our By-Laws were first adopted when the Cooperative was formed in 2006/2007, last revised in 2018.

#### **Continued - General Overview of Co-op Governance**

- Our By-Laws must be compliant with the rules and regulations of the Quebec Cooperatives Act.
- Our Board of Directors are elected to plan, administrate, and implement our mission and values, perform or ensure that we operate within the Act and the Co-op By-Laws (as well as other regulations other bodies may require.)
  - One manner of doing this is to develop and carry out resolutions, policies, and procedures to conduct the business of the cooperative and support the Act and By-Laws.
- These three layers of governance (the Act, the By-Laws, and the Board resolutions, policies, and procedures) are our way of managing expectations and stability in the organization.

# Rationale Lens used to Guide the Change Process

The Governance Circle (Membership Involvement Group) used the following lens to developed/guide them through the change management with respects to changes in the By-Laws, there efforts were structured.

# 'Rationale Lens Guidelines that were followed by the' Governance Circle/Past-Present Board

<u>Clarity</u> - rewording to make the intent or rules more clear

<u>Compliance with the Charter</u> - revise or add so we are in line with our legal provincial obligations

<u>Deletion</u> - Some of our By-Laws have to do with the early processes of establishing our cooperative and are now redundant or are no longer required. Others are more operational in nature and are not required to be in the By-Laws.

Added - Some new By-Laws were required because of gaps, new requirements, etc.

#### **Full Transparency:**

The Governance Circle, did not always agree within their group, however, they did reach consensus on most sections. Those items that they did not agree on or thought the Board would be better equipped to decide, they deferred to the Board to review and make the best decision for a particular section.

The past and the present Board made tough decisions and in front of you today are the results.

# Who was involved in drafting the proposed changes

- The By-Law's were reviewed by the MING (Membership Involvement Group -Governance Circle, led by Peter Hale)
- The Governance Circle, worked long hours throughout the summer and fall 2023.
- The previous board (2022/23) reviewed the Circle's contributions, made additional changes, and approved the by-laws for presentation at the AGM. A decision was made at the last AGM to postpone the vote, here we are today.
- As part of this process, the previous board also considered members' requests for additional changes and accepted some but not all of their suggestions as well as deferring some issues for future discussions.
- Furthermore, the current Board (2023/24) has reviewed, made clarifications, and approved the By-Laws that were sent to members in preparation for the vote this evening Nov 23rd.



## **Rationale Behind Updating Our By-laws**

#### **Clarity**

Terms addition, modification & removal

Procedural "rules"

#### **Commitment**

Introduction of a Membership Agreement Greater transparency

#### **Compliance**

Align with the Quebec Cooperatives Act (2015)

Recognize electronic voting

#### **Continuity**

Past Board resolutions upheld Filling vacant Board positions within limits



#### **Best Practices that were followed**

Since our mandate is unique in the province and focuses on cultural and recreation initiatives, activities, and programs to service La Peche residents and beyond, it was important to make sure that the By-Laws have value in practice.

Here is a list of best practices followed by MING/Board during their review practice:

- Don't include information that changes frequently
- Don't tie your Board's hands
- Review the By-Laws regularly
- Know the difference between "shall" and "may"

# In the Spirit of Trust and Community the current Board is asking Members to Consider the following

Our trusted friend/community member Arleen Prost offered this quote at the Information Session on Sunday Nov 19th, I share it with you today for consideration prior to casting your vote.

Ask yourself this question; In reading and reviewing the proposed By-Laws;

Are the proposed By-Laws good enough for now, safe enough to try?

Important Note: The Board plans to holds a member consultation meeting in late March to revisit further improvements to the By-Laws.

### **In Summary to Members**

- The By-Laws are one piece of a governance framework, along with Board Policies, and Operational Procedures.
- By-Laws are a living document and are rarely perfect.
- For this reason, the CWLP Board is committed to reviewing the By-Laws on a regular basis. Members will be provided opportunities to play an active role in contributing to their evolution.



Resolution to approve the proposed Revisions to the By-Laws.





# Summary of CWLP Financial Statements Balance Sheet at March 31, 2023

| Accounts receivable and Other  Property, Plant and Equipment | 33,571<br>4.006,247 | 3,430<br>4.151.187 |
|--|---------------------|--------------------|
| Property, Plant and Equipment                                | 4,006,247           | 4,151,187          |
| Total  | 4,239,135           | 4,386,633          |

#### **Liabilities and Equity:**

|  | 2023 \$   | 2022 \$   |
|--|-----------|-----------|
| Accounts Payable & current portion of mortgage | 901, 857  | 928,199   |
| Deferred Revenue                               | 181,653   | 294,497   |
| Long Term Debt                                 | 85, 896   | 88,146    |
| Net Assets/Total Equity                        | 3,069,729 | 3,075,791 |
| Total  | 4,239,135 | 4,386,633 |



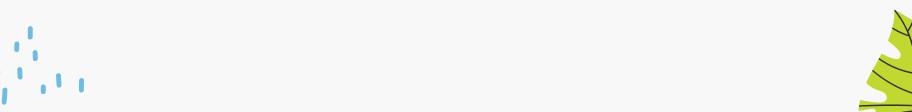
# Summary of CWLP Financial Statements Statement of Operations y/e March 31, 2023

| REVENUE                       | 2023 \$ | 2022 \$ |
|-------------------------------|---------|---------|
| Grants                        | 297,339 | 303,832 |
| Programs                      | 60,370  | 6,951   |
| Rentals                       | 72,774  | 78,108  |
| Bar sales                     | 24,409  | 3,864   |
| Events                        | 7,282   | 2,088   |
| Memberships and contributions | 17,621  | 3,463   |
| Summer camp                   | 4,932   | -       |
| Miscellaneous                 | -       | 1,110   |
| Total                         | 484,727 | 399,416 |
|                               |         |         |

Summary of CWLP Financial Statements
Statement of Operations y/e March 31, 2023

| EXPENSES                                       | 2023 \$   | 2022 \$  |
|--|-----------|----------|
| Amortization of property, and equipment        | 144,940   | 146,035  |
| Interest                                       | 41,571    | 51,901   |
| Insurance                                      | 30,739    | 21,651   |
| Professional fees                              | 41,043    | 18,080   |
| Salaries and wages                             | 99,706    | 22,570   |
| Utilities                                      | 23,456    | 17,283   |
| Advertising and promotion                      | 19,095    | 7,247    |
| Programming                                    | 24,877    | 900      |
| Operating expenses: rental, bar, office, other | 65,362    | 52,215   |
| Total  | 490,789   | 337,882  |
| (Deficiency) Excess of Revenues over Expenses  | \$(6,062) | \$61,534 |









May I have a motion to approve that Parker, Prins, Lebano be appointed for the 2023-2024 review engagement.









