

Ladysmith Maritime Society
Board of Directors' Meeting Minutes **December 11, 2017**

In Attendance

Directors

Gerry Beltons

Rod Mac Neil

Doug Bell

Peter MacHardy

Alan Newell

Art Rendell

Dan Lutz

Barry McDonald

Janet Skinner

Staff - Rod Smith

Absent - None

- Meeting began at 2:00.
- The meeting was initially chaired by Rod Smith, until a Board President was elected. The new President then chaired the balance of the meeting.

Agenda - approved by consent.

Election of Officers - The Board of Directors elected the following Officers:

Dan Lutz, President

Peter MacHardy - Vice President

Alan Newell - Treasurer

Janet Skinner - Secretary

Determination of Length of Terms - the following length of terms were determined:

3 year term: Peter MacHardy, Doug Bell and Barry McDonald

1 year term*: Janet Skinner

* the term to be the longest term available on the Board at the time the call for nominations goes out in 2018.

2018 Expectations - Board members were asked to express their expectations for 2018. Expressions included (but were not limited to):

- continue work regarding governance, and complete the Governance manual
- develop a longer term financial plan
- develop strong consensus on norms and values, mission, vision and culture
- develop a long term strong relationship with the Town and with First Nations
- define roles of responsibilities of the Board and for the Executive Director

Director's Declaration

- All Board Members signed the Director's Declaration for the current year. The Declaration to be posted on the LMS website.
- Peter MacHardy has volunteered to review and recommend revisions to the Director's Declaration with an objective of strengthening the declaration. Recommendations to be presented at the January 2018 Board Meeting.

Action: Peter McHardy

Treasurer's Report

- Alan Newell advised that a \$5k error (revenue) exists in the latest financial statements because the annual moorage was understated. This error will be accounted for in the December 2017 statements.
- Alan also noted that the presentation has been modified to show actuals compared to a prorated budget column.
- As per the April 2013 Board decision**, the 2017/2018 budget document will be revised to show \$20k being transferred to the Emergency Reserve. The revised document will come to the January 2018 Board meeting for approval.

Action: Alan Newell

** Excerpt from the April 9, 2013 Board of Directors Meeting minutes -

"Betty (Pearson) recommended and the Board Members agreed on the following recommendations concerning the Emergency Reserve:

- *that the Emergency Reserve target be 75% of annual moorage revenue - this is a moving target.*
- *that \$20,000/year be included in each year's budget to build up the reserve*
- *that all extraordinary uncommitted funds received be placed into the Emergency Reserve until such time as the reserve equals the greater of \$200,000 or 50% of annual moorage revenue*
- *that \$10,000 of present funds will provide an initial deposit into the Emergency Reserve*
- *that the Emergency Reserve be separated from operating funds in the LMS accounts*
- *that the Treasurer report the status of the Emergency Reserve monthly*
- *that this policy be reviewed annually."*

Approval of November 2017 Board Meeting Minutes

A motion was made by Rod Mac Neil that the minutes be approved, Art Rendell seconded the motion. Motion carried.
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Approval of 2017 AGM Minutes

It was decided that the draft minutes will be marked DRAFT and held at the LMS office until needed for distribution for the 2018 AGM.

Action: Janet Skinner

Approval of New Members

Paul Dorman - Nanaimo BC

ED's job description, performance review and compensation

Urgency was expressed to complete the task of reviewing the Executive Director's job description. Human Resource Committee (HRC), along with Rod Smith to complete review ASAP. The HRC to report back to the Board at the January 2018 Board Meeting. Note: Until a new job description is agreed to - the current job description remains in place.

Action: HRC with input from Rod Smith

Rod Mac Neil and Alan Newell to meet on December 12, 2017 with Rod Smith to complete the performance review for last year, and set compensation level.

Action: R Mac Neil and Alan Newell

Dan Lutz to take lead in establishing performance goals and objectives with the Executive Director.

Action: Dan Lutz

Committees of the Board

The following committees were established in 2017:

- Finance Committee - has a Terms of Reference
- Human Resource Committee - Terms of Reference under development

Terms of reference and a recommendation whether or not to retain to come to Board for discussion.

Action: Chairs of Finance and Human Resource Committee

Board Orientation - deferred to January 2017 Board meeting

New Business -

Reserve Fund - see note above

Bylaws Committee - Committee met once to date. Proposed changes will be presented to the Board at the January 2018 meeting, followed by a discussion to collect input from all Board Members. A motion was made by Dan Lutz, seconded by Barry McDonald, and carried that the following Terms of Reference for the Bylaws Committee be adopted:

- Present new draft Bylaws to the Board, probably by the first Board meeting in 2018.
- Membership should be Dan Lutz, Alan Newell, Alan Gould (Chair) and Janet Skinner.
- After obtaining the Board's approval, then move to set up a general meeting of the membership for approval of the Bylaws, probably by March 31, 2018.
- Assuming approval, with or without amendments, file new Bylaws with the Registrar.
- Committee dissolves thereafter.

Policies and Procedures Update - It was agreed that there is a clear distinction between Board Policies and operational policies. Peter MacHardy to circulate current draft of Governance Policies. Peter is looking for 2 additional members of the working group.

Action: Peter MacHardy

Rod Smith advised that would be timely if he carried out a review of the current operational policies.

Action: Rod Smith

Volunteer Program Update - Rod Smith provided an update and advised that Volunteer Coordinator will be working part time to develop the plan for the Volunteer Program.

AGM Debrief - It was noted that the Board failed to publicly acknowledge Rod Smith's significant accomplishments over the past year - and to sincerely thank him for his efforts. It was also agreed that future AGMs will include a presentation from each of the Committee Chairs, and the Treasurer's Report will be printed and available to all.

Correspondence -

Susan Erickson - Rod Smith to follow-up with correspondent.

Susan Blackstaff - Dan Lutz to provide written response on behalf of the Board of Directors.

**Next Meeting: January 31, 2018 @ 9:00 AM - 11:00 AM.
2018 Meeting schedule to be established.**