

Ladysmith Maritime Society
Board of Directors' Meeting Minutes **February 28, 2018**

In Attendance

Directors

Dan Lutz

Barrie McDonald

Janet Skinner

Peter MacHardy

Doug Bell

Rod Mac Neil

Art Rendell

Regrets

Alan Newell

Guests

Allan Gould

Ex-Officio

Rod Smith

1. Call to Order

Meeting was called to order at 9:05 AM

2. Adoption of Agenda

Agenda adopted with item 3 being corrected to read "3. Adoption of Minutes January 31, 2018 Meeting".

3. Adoption of Minutes of January 31, 2018 Meeting

D. Lutz made a motion that the Minutes of the January 31, 2018 Board of Directors' Meeting be adopted. Motion carried.

B. McDonald offered to provide historical content (for examples: relationship with Town of Ladysmith and with First Nations) for inclusion with the Board Orientation that is currently under development.

4. Executive Director's Report

The report was well received. In addition to information contained in the report, the following points were highlighted:

1. R. Smith will be making a LMS presentation at a closed Town Council Meeting on March 5, 2108. Any Board members who plan on attending are to advise R. Smith by e-mail to ensure their name is added to the "Invite List".
2. An ICET press conference will be held at LMS on March 23, 2018. This is a great opportunity to showcase the LMS facility. Following a private meeting, upstairs, ICET will host a reception in the Welcome Centre starting at 11:00. Dignitaries expected include the MLAs, MPs and the Mayor of Ladysmith.

3. R. Smith advised that the Town has the following priorities for dealing with vessels in water lot 651: (i) boats on the shore will be the first to be removed, (ii) the Town is looking for funds to remove vessels under the water, and (iii) the Town is in early stages of planning for the remaining the vessels.

New Members: The Board approved the following membership applications:

- Andrew Feld & Rona Levy
- Anne Marie Benoit

Correspondence:

1. R. Smith advised that the LMS accountant is recommending that LMS change its year end to March 31st. The reasons for the suggested change include: better alignment with funding organizations; and better alignment with the moorage contract year.
ACTION: This recommendation is to be referred to the Finance Committee who will present their recommendation to the Board at a future date.
2. R. Smith circulated a copy of the *Western Mariner* Magazine that has a multi-page, color article highlighting Ladysmith Maritime Society.

5. President's Report

The report was received. In addition to information in the report the following points were raised:

1. D. Lutz advised the Board that according to the federal government's *Lobby Act of Canada* any charity organization that devotes 20% of its efforts to lobbying Government Officials, the charity must register as a Lobbyist. In addition, any charity that devotes more than 10% of its resources to lobbying might be subject to limitations on its political activities under the federal Income Tax Act. R. Smith informed the Board that he was very familiar with the Lobby Act of Canada.
2. D. Lutz confirmed receipt of G. Beltgens' letter of resignation from LMS Board of Directors effective the date of the letter. The good news is Mr. Beltgens will continue with role as lead for Pirate Days.

6. Treasurer's Report

Reports accepted.

7. Bylaws Working Group

The Board of Directors' provided the following clarification to A. Gould so the next draft of the bylaws can be prepared:

- membership in the Society is not a requirement to become a Director
- Types/Classes of memberships to include: single, youth, couples, family and lifetime members, These are to be defined in the bylaws. Only those 19 years of age or older can vote
- 'Ordinary Business' needn't be defined
- Delegation of authority to approve new members - no change to current practice
- Need to restrict access to certain records. Need a policy or Directors' Resolution to specify records that are not to be released, and set a fee for the records that will be released.

Next Steps: A. Gould will call the working group together in the next couple of weeks to action the direction from the Board. The next version of bylaws to be presented at April 4th Board Meeting, The final version to be prepared for presentation at an upcoming Members' Meeting (Tent: May 9th).

8. LMS Accountabilities & Values

D. Bell presented the summary of input received from the majority (70%) of Board Members and the Executive Director regarding the 10 scenarios. Due to a shortage of time this item is deferred to **a special 3 hour meeting of the Board scheduled for Wed. March 7th at 1:00 PM to discuss the Board's level of confidence in the Executive Director.** D. Bell, R. Smith and J. Skinner to meet on Tue. March 6th to prepare an agenda for the upcoming meeting. In advance of the meeting D. Bell to distribute his slide deck entitled *LMS Board - ED Accountabilities, Desired Values and Behaviours.*

Action: Doug Bell and all Board Members

9. Planning and Priorities

Item deferred to future meeting.

10. Directors' Declaration

Item deferred to future meeting.

11. LMS Newsletter

B. McDonald acknowledged that D. Lutz has carried the responsibility of the newsletter for the past year and has volunteered to take on the responsibility for this critical communication tool. Barrie will report to R. Smith on this task, and anticipates a newsletter frequency of 6-8 weeks. Other ideas include: expanding distribution to include the Town, the First Nations, service clubs, etc, and introducing a "Community Services' section. Everyone agreed these were all great ideas.

12. Live Aboard Policy

R. Smith to continue with approvals.

13. Adjournment

The meeting was adjourned at 11:23.

Next Meeting:

- **Special Meeting: March 7, 2018 @ 1:00**
- **Regular Meeting: April 4, 2018 @ 9:00**