Kaslo and District Community Forest Society

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KDCFS Regular Board Meeting Minutes – February 15, 2018

MISSION STATEMENT: The Kaslo and District Community Forest Society (KDCFS) will manage the diversity of values of the Community Forest in an ecologically responsible and fiscally accountable manner on behalf of the people of Kaslo and Area D.

Call meeting to order at 6:00 p.m.

Attendees: Ross Lake [Chair]; Steve Fawcett [Secretary]; Marie-Ange Fournier-Beck, Andy Shadrack, Tara Clapp, Robyn Mercy [Directors]; Jeff Reyden and Sabrina Mutterer [Management Team, Minutes]; Carol Brown, [Bookkeeper, Minutes].
Absent: Jeff Mattes, Treasurer; Steve Anderson, Vice-Chair, Chris Webster, RDCK Representative.

- Adoption of the Agenda:
  Moved: Andy Carried
  that the Board of Directors adopt the Kaslo and District Community Forest Regular Meeting agenda of February 15, 2018.
- Adoption of Minutes:
  Moved: Andy Carried
  that the Board of Directors adopt the Kaslo and District Community Forest Regular Meeting minutes of January 24, 2018.

AGENDA ITEMS

1. Treasurer Report: Carol Brown reported that the Leede Jones cheque has been received and deposited into the general account.

- Motion: that the Leede Jones be placed in either a short-term GIC or savings account, whichever has the highest interest rate.
  Moved: Andy Carried
- Approval of accounts payable.
  Moved: Marie-Ange Carried

2. Management Team Report: *see attached report*.

Management Recommendations:

1. Approve Carol's annual budget revisions
2. Approve new format for financial reports
3. Approve Privacy Policy, Financial Policy, Conflict of Interest declaration, signing authority with financial institutions and post office.
4. Give management authority to enter an agreement with a logging contractor or mill partner for the harvesting of CP 39 and 40.
5. Sign and send thank you letter to the RDCK for the offer of their LiDAR data

Erika Bird has informed us that this is her last year organizing Winter in the Forest Festival. Discussion about the future footprint and organizer of the event.

- **Motion**: that the Board present Erika with a gift card from Ainsworth Hot Springs signed by the Chair and not to exceed one hundred dollars as a thank you for all her years of organizing Winter in the Forest.
  Moved: Andy Carried

Action: Obtain a list from Erika detailing her duties and procedures.

- **Motion**: that the board send a letter of thanks to RDCK for the LiDAR data.
  Moved: Andy Carried
- **Motion**: that the Management team is authorized to hire the most suited harvest contractor
- Moved: Andy Carried
- **Motion**: that the Management Team's recommendations 1,2,4,5 be approved as edited.
  Moved: Marie-Ange Carried

Action*:* Investigate ways of referring documents in Sync library to Agenda for ease of retrieval.
Action*:* Send letter of thanks to RDCK.

3. Unfinished Business

New signing authority required for Post Office. Box renews in February.

- **Motion**: that Management team, bookkeeper and one board member will have access to pick up mail. Sabrina Mutterer will be the authorized signatory on the box renewal card.
  Moved: Tara Carried

Credit card application: resolution needed stating borrowing requirements.

- **Resolution**: be it resolved that the Society acquire two credit cards for Management with a combined limit of $5,000.
  Moved: Tara Carried

Reserve fund integration into budget and streamlined with annual reporting. Carol presented revised and updated budget in new format, with silviculture items integrated into the document (*see attached budget*).

- **Motion**: that the board accept the amended budget as presented.
  Moved: Andy and Tara Carried

Review of Society Act and Bylaw compliance changes. Discussion and concerns regarding bylaw wording that may fetter future boards concerning the protection of Society resources. Question: are members qualified to determine what funds are necessary to cover long-term (10-20yr) legal obligations, or should changes to operational reserve contributions be backed by a professional analysis proofing out that changes are sustainable. Bylaw changes are time sensitive in preparations for April 10 AGM. The board may review, discuss and decide on the bylaw changes by email.

- **Motion**: that the board seek professional counsel to review the changes to our Society Act and Bylaws.
  Moved: Andy Carried

***Action**:* Andy to seek professional counsel with assistance from management and report back for Special Meeting.

4. New Business

Bookkeeping: Introduction to Carol Brown. Discussion of accounting software – Quickbooks versus Sage. Carol presented a sample copy of financial statements completed in Sage.

Action: Management team will look into the cost of purchasing Sage software.
Action: Financial statements to be presented for Regular Board meetings will be a Balance Sheet and Income Statement. The Income Statement will show budget to actual, and last year versus this year's income and expenses.

Inspection of registered membership: Society Act Resolution required (Section 25). Discussion: Membership list is available to members only. Members of the public do not have access to the Society's membership list. A member only has access for four reasons: to call a general meeting (under section 75); submission of a proposal (under section 81); calling of a general meeting (under section 138); and in an effort to influence the votes of members. See *Inspection of Register* document attached.

- **Motion**: to accept the Privacy Policy in principle, pending legal review, including the addition of how members can be contacted. Member to member contact only allowed for the above-mentioned four reasons. The Privacy officer shall be the Secretary.
  Moved: Tara Carried
- **Motion:** that the Society display the membership list at Mel B Digital's Member Hub, but does not display the member list on the website.
  Moved: Tara Carried

Deferred to next meeting

- Finalization of Bylaws
- Fiscal Controls Draft and Finance policy
- Directors Consent forms; Conflict of Interest addendum
- Financial Management policy

Meeting adjourned at 9:00 p.m.