

# Kaslo and District Community Forest Society

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## KDCFS Special Board Meeting Minutes – February 28, 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]; Jeff Mattes, Treasurer; Steve Anderson, Vice-Chair, Chris Webster, RDCK Representative Steve Fawcett [Secretary]; Marie-Ange Fournier-Beck, Andy Shadrack, Tara Clapp; Sabrina Mutterer [Management Team, Minutes]; Carol Brown, [Bookkeeper, Minutes].

Absent: Robin Mercy [Director] Jeff Reyden, Management Team

Adoption of the Agenda:

Moved: Andy Carried

that the Board of Directors adopt the Kaslo and District Community Forest Special Meeting agenda of February 28, 2018.

#### **AGENDA ITEMS**

# A. Items carried forward from February 15 meeting:

## 1. Review of Bylaws

Andy Shadrack presented the changes to the Bylaws he had prepared in consultation with Martha Rans, our Vancouver based lawyer specialized in non-profit societal matters. All changes to the Bylaws were presented and discussed.

➤ Motion: Call to vote on Amended Bylaws

Moved: Steve Anderson Carried

> Motion: that wording on Resolution Part 8 proposed Sections 46.1 and 46.2 is approved

Moved: Ross Lake Failed

> Motion: that amended Bylaws without Part 8 proposed Sections 46.1 and 46.2 are approved

Moved: Steve Fawcett Carried

\* **Resolution**: be it resolved, that amended Bylaws be presented to the members at the AGM for approval with the exception of Part 8 proposed Sections 46.1 and 46.2.

## 2. Privacy Policy

The policy had received conditional approval at the regular February 15 Board meeting, provided that it be reviewed by independent legal counsel. The review by Martha Rans resulted in one comment but no changes. The comment reads: "... The Society should, however, have the statement on its membership application that contact information may be disclosed to other members for lawful purposes under the Societies Act. "

**Action:** Update membership applications to conform with counsel.

# 3. Fiscal Controls Draft and Finance Policy

Discussion: the Management team should receive signing authority along with three Directors. No one manager can be both, the payer and payee on the same cheque, or may initiate an online payment or transfer if they are the payee. The bookkeeper will act as a Delegate at the bank only, with no signing authority. More definition is necessary, but will be postponed until after the AGM when Finance and Governance committees will schedule meetings.

**Motion**: that one of the signors must be a Director.

Moved: Tara Carried

➤ **Motion:** that the Fiscal Controls draft and Finance Policy be tabled for further review and recommendation by management.

Moved: Andy Carried

**Action:** Management Team to combine the Fiscal Controls Draft and Finance Policy into one document, and refer it to the Finance Committee for review and approval.

#### 4. Policies and Declarations: Management Recommendations

- a) that the addendum to the Conflict of Interest Policy is accepted as researched and proposed.
- ➤ **Motion**: that the 2013 Conflict of Interest Policy is used in the interim

Moved: Marie-Ange Carried

➤ **Motion:** that the Society engage a professional to prepare a new Conflict of Interest document that is in compliance with the Societies Act. Recommendations to be received at a future meeting.

Moved: Steve A. Carried

- b) Criminal Records check Tabled
- c) Director's declaration of Commitment Tabled
- d) Director's Consent Form Tabled
- ➤ **Motion:** that the Consent to Act as Director be combined with the Director's Nomination form, and that the Director's Consent Form be removed.

Moved: Tara Carried

**Action:** the Society continues to use the old forms until such time that new ones are prepared and approved. KDCFS will continue to operate under the current Policies until the Society completes its transition to the new Societies Act in November 2018.

# 5. Community Communication

How are our office changes accepted by the membership? Concerns, discussions, feed-back, review.

Motion: that this review is postponed to the March 14 meeting Moved: Andy Carried

#### B. New Items added for Discussion

6. AGM deadlines - resolutions submitted after the deadline: do directors have different privileges than members? How soft are our deadlines? Do they need revision? When is the REAL deadline and what message do we want to project?

Discussion: the submission deadline is set well in advance of the AGM to allow for advertising and mailing out to the membership. The definition of this grace period is under review with the new amendments to the Societies Act and Bylaws.

Motion: that this year only (the transition year), the Board extend the deadline to accept Resolutions up to March 4<sup>th</sup>.

Moved: Steve A. Carried

## 7. Explanation of Virtual Office Schematic

Visual presentation overview showing the location of sensitive information, access privileges and information flow.

- out of Time -
- 8. Post office and Credit Card update
  - out of Time -
- 9. Tech Soup acceptance
  - out of Time -

Meeting adjourned at 8:55 p.m.