

**MINUTES OF THE 2019-2020 BOARD OF DIRECTORS MEETING**

**Calgary Rotary Challenger Park Society**

**Apr. 22, 2020**

**Present:** Teleconference Call - Sheila M., Toby O-F, Earl H., Jim Z., Matt N-B., Kwabena O-K and Brian G.

**Regrets:**

**Absent:** Norm D. and Brian K.

**Guests:**

**1.0 Call to Order – Toby O-F** called the meeting to order at 11:35 am.

**2.0 Introduction of Guests / Communication to Board (if any)**

**Consent Agenda – Handouts:** Jan. 22<sup>nd</sup>, 2020 Minutes, Cash Position Summary, 1<sup>st</sup> Q. Mawer & RBC DS Summary

**MOTION:** Moved by Earl H. and **seconded** by Sheila M. that the consent agenda be accepted as circulated. **MOTION CARRIED**

**3.0 Approval of Main Agenda**

**MOTION:** Moved by Brian G. and **seconded** by Matt N-B that the agenda be accepted as circulated. **MOTION CARRIED**

**4.0 Business Arising From Previous Minutes – TOF**

Nothing, other than what is on the agenda, came forward.

**5.0 Board Business**

**5.1 Financial Plan/Assessment – Covid- 19 - JZ** (*Handouts: Plan and Assessment*)

Jim Z. spoke to the plan and assessment he circulated and answered any questions the Board had in this regard. He noted the revised Projected Annual will become the revised approved budget, the Capital project dollars and Reserve allocations will become the revised numbers for budget 2020. The Board agreed. He also noted that the Board could revisit the Reserve allocations at year-end, if our cash surplus is as high as being projected.

**ACTION:** **Jim** will update the Board quarterly on this plan, in conjunction with the Quarterly Monitoring Report, starting in June.

Jim Z. raised the matter of the Canada Emergency Business Account (\$40K revolving line) opportunity that has been created because of the COVID-19 situation and the merits it has for the Society. The Directors discussed this opportunity.

**MOTION:** Moved by Earl H. and seconded by Brian G. that the Society should make application for this opportunity. **MOTION CARRIED**

**5.2 2019 Audited Report and Statements – MNB/JZ** (*Handouts: 2019 Audit Report/Statements*)

**MOTION:** Moved by Matt NB and seconded by Kwabena OK that the 2019 Auditor's Report and Financial Statements be approved and be presented to the AGM.

**MOTION CARRIED**

Prior to the vote, the Directors were given an opportunity to ask questions or make any comments.

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**5.3 2020 1<sup>st</sup> Q. Internal F/S – JZ** (*Handouts: 1<sup>st</sup> Q. Statements*)

**MOTION:** Moved by Matt N-B and **seconded** by Sheila M. that the 1<sup>st</sup> Q. Internal F/S be approved as circulated. **MOTION CARRIED**

Prior to the vote, Jim reviewed the results to the end of the 1<sup>st</sup> Q. and answered any questions that came forward, along with addressing any matters in the Financial Plan/Assessment – re: Covid-19, that impact these statements.

**5.4 Part 2 of 2 Board Policy Section 3 Redraft - TOF** (*Handouts: Redrafted Policies*)

**MOTION:** Moved by Matt N-B and seconded by Sheila M., that the redraft of the policies reviewed by the Executive Committee, be approved as circulated. **MOTION CARRIED**

Prior to the vote, Toby noted that the Executive Committee (and Jim) did a very thorough review in making its recommendations and she asked Directors if they had any comments or feedback.

**ACTION: Jim** to review how and where our “Capital Project Fund” reserve should be reflected in our Investment Policy and bring such forward, for decision, at the next Board meeting.

**5.5 ED Bonus Review (In Camera) – TOF** (*Handouts: 2019 Final Monitoring Report*)

Jim spoke to the change in the 1<sup>st</sup> 2 points under Sustainability KPIs, as a result of how the Auditors handled his new employment contract. He then left the meeting.

Toby and the Directors discussed, in-camera, this matter with the following motion coming forwarded.

**MOTION:** Moved by Matt N-B and seconded by Sheila M. the bonus being paid to the Executive Director for 2019 will be communicated to him via email from the Board Chair. **MOTION CARRIED**

**(Jim rejoined the meeting.)**

**5.6 Nomination Committee – SM** (*Handouts: Don Gass’s Bio*)

Toby reviewed the motions coming forward and Sheila reviewed the experience of our Nominee.

**MOTION:** Moved by Sheila M. and seconded by Matt N-B that the Board support Brian G.’s willingness to extend his current 1-year term to a full 3-year term, as allowed by the bylaws. **MOTION CARRIED**

**Note: Brian G. abstained from the vote.**

**MOTION:** Moved by Sheila M. and seconded by Matt N-B that Don Gass be added to our election slate for the AGM, as a nominee to stand for a 3-year term as a Director of the Society. **MOTION CARRIED**

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**5.7 AGM Motions & Business - TOF**

Toby discussed with the Directors on the status of the AGM, under the current environment, including the options on when and how it should be held. It was decided that we would have the AGM on the current date and via teleconference call.

She then reviewed below with the following resulting:

**MOTION:** Moved by Earl H. and seconded by Matt N-B that the number of Directors for the year 2020 - 2021 be set at eight (8). **MOTION CARRIED**

**MOTION:** Moved by Sheila M. and seconded by Earl H. that the record date for voting at the AGM be set at May 15, 2020. **MOTION CARRIED**

**Other matters related to the AGM**

- a. Motion at AGM – Moved by Earl H. and seconded by Brian G. that we dispense with the reading of minutes of the Annual Meeting held on May 15<sup>th</sup>, 2019.
- b. At the AGM - I, Sheila M. hereby nominate Don Gass for the term noted on the election slate, as a Director of the Society

**5.8 Other Business - TOF**

**5.8.1 Board Meeting Schedule – TOF**

The schedule as proposed on the Agenda, with the **exception** that the June 17 meeting will be an Executive Committee meeting **ONLY**, was agreed to.

**5.8.2 Land Update – Jim Z.**

Jim reviewed the activity to date and spoke to the affect of Covid-19 on the process ... we are getting more interest.

**6.0 Event Reminders/Updates – TOF/JZ**

May 20, 2020 – AGM (via teleconference)  
June 20, 2020 – Family Day (Cancelled) / June 19, 2021  
August 26, 2020 – Golf Tourney – TBD - (Bears paw GCC)  
Next Casino – Tentative 3<sup>rd</sup> Q. 2021 (may be delayed because of Covid-19)

**Adjournment**                      **Moved by Brian G. at 12:56 pm**

**NEXT REGULARLY SCHEDULED MEETING:**  
**Sept. 16, 2020 (11:30 am at the Park)**

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Toby Oswald-Felker Meeting Chair

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Recording Secretary