

MINUTES OF THE 2018-2019 BOARD OF DIRECTORS MEETING

Calgary Rotary Challenger Park Society

Jan. 23rd, 2019

Present: Trevor T., Dave H., Kwabena O-K., Toby O-F, Norm D., Doug M., Brian G., Matt N-B., Earl H., Leslie W and Jim Z., and Sheila M. & Brian K., (via teleconference)

Regrets:

Absent:

Guests:

1.0 Call to Order – Trevor T. called the meeting to order at 11:36 MSTam.

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

Consent Agenda – Handouts: Nov. 14th, 2018 Minutes, Cash Position Summary, 4th Q. DRAFT Monitoring Report, DRAFT Internal YE F/S, KPI's 2019 and YE Mawer and RBC DS summaries.

MOTION: Moved by Kwabena O-K and **seconded** by Doug M. that the consent agenda be accepted as circulated. **MOTION CARRIED**

3.0 Approval of Main Agenda

MOTION: Moved by Earl H. and **seconded** by Norm D. that the agenda be accepted as circulated. **MOTION CARRIED**

4.0 Business Arising From Previous Minutes (if not already on the agenda) & Consent Agenda

4.1 Approval of Executive Director Contract – TT

Moved by Toby O-F and seconded by Matt N-B that the Society enter into a further 5 year contract extension with Jim Zackowski, as their Executive Director, beginning June 5th, 2019.

MOTION CARRIED

5.0 Board Business

5.1 YE Internal F/S – Jim (Handouts: DRAFT Internal YE F/S)

MOTION: Moved by Kwabena O-K and **seconded** by David H. that the 2018 YE Internal F/S be approved as circulated. **MOTION CARRIED**

Jim reviewed the statements briefly, before the vote on the motion, and answered any questions. He noted that there was no significant difference from what was estimated when the 2019 budget was presented, with the exception of the Burn's donation and YE entries.

5.2 2019 KPI's – TT (Handouts: KPI's 2019) - In Camera

(Jim Z. left the meeting at 11:48 am)

MOTION: Moved by Earl H. and seconded by Norm D. that the 2019 KPI's be approved as amended to include ranges being added in some of the KPI's. **MOTION CARRIED**

(Jim Z. returned to the meeting at 12:12 pm)

5.3 Other Business – TT

5.3.1 Bylaws: Articles 19 and 6.03 – TT/MNB

It was noted that we will want to update our bylaws this year, including (but not limited to):

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- Article 19 replacing the City with the Airport Authority (as per our Sublease); and
- Article 6.03, removing the requirement for a City Appointee on the Board.

Jim Z. said he has also asked Chris D. to review all our Bylaws and come forth with any other recommended changes he may suggest. Matt N-B also recommended that we consider lowering our minimum of Directors (Article 6.02).

All recommended changes would come to the April Board meeting for recommendation to the AGM in May. **ACTION:** Jim Z. to circulate the bylaws, when he circulates a summary of all recommended changes.

Our auditors will also confirm whether there is an issue with how we are handling our assets, if the Society ever dissolved. Their initial comments were that how it is presently being dealt with, is fine.

5.3.2 Burns Donation - TT/JZ

MOTION: Moved by Toby O-F and seconded by Norm D. that the Burn's donation, for 2018, be recorded as part of the Capital Project Fund. **MOTION CARRIED**

Jim also noted he will meet with Jim and Pat, in due course, to discuss recognition (and where they may want to suggest we invest the funds).

5.3.3 Audit Committee – DM/JZ

It was noted that with after the 2018 audit that our Agreement with Buchanan Barry does expire and that BB has noted they will be submitting a proposal to continue on as our auditors.

The Board to discuss and make a recommendation on our next Auditor, by no later than the September 23, 2019 Board meeting.

5.3.4 Nominations Cmmt. – DH

David reviewed our current situation. After some Board input, it was agreed that the Nominations Cmmt. will review all the suggestions made develop a recruitment strategy. **ACTION: David H.** (and his committee)

Note: Brian K. confirmed he would like to stand for election for the 2nd term at the upcoming AGM.

5.3.5 Land Update – JZ

Jim reviewed the current situation, noting that the 2 proponents previously mentioned did not meet the land use requirements, namely relating to the AVPA, of the Airport Authority.

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He also noted the following, in the context of creating greater market exposure for the opportunity:

- The Airport Authority has agreed to assist, where possible, in finding us a Tenant.
- We are also approaching, through our realtor, a few large firms, Colliers, CB Richard Ellis, Avison Young and others for the purpose of making a proposal to us, as to engaging their services in finding a tenant.

6.0 Event Reminders/Updates

6.1 Event Reminders/Updates – TT/JZ

- **Golf Tournament – August 28, 2019** (Jim forgot to mention that teams and sponsors can now register and pay for their participation in the tournament on the tournament website – www.tournamentofdiamonds.com).
- **AGM – May 15** (noon at the Park) – Note that we do not have a pre- AGM Board meeting this year, and we will cover any AGM matters at the April Board meeting.
- **Family Day – June 22nd**
- **Next Casino – 1st Q. 2020**

7.0 Adjournment Moved by Doug M. that the meeting be adjourned at 12:49 pm.

**NEXT REGULARLY SCHEDULED MEETING:
April 24, 2019 (11:30 am Board meeting ... CRCP)**

Trevor T. Meeting Chair

Recording Secretary