

## **Meeting Minutes**

### **Yellowknife Ski Club (YSC) Board of Directors**

Held Tuesday, February 5, 2013 at the YSC Chalet

**Directors Present:** Tim Mercer (President - TM); John Stephenson (Vice President - JS); Matt Young (Secretary – MY); Sarah Heaton (Volunteers - SH); David Brock (Treasurer – DB); Alicia Tumchewics (Communications – AT); Brett Wheler (Trails - BW); and, Lara Mountain (Programs – LM).

**Directors Absent:** Damian Panayi (Events - DP); Steve Schwarz (Registrar - SS); Kevin Hodgins (Past President – KH); Dana Britton (Fundraising – DZB); and, Greg Littlefair (Facilities – GL);

#### **1. Call to Order and Opening Remarks by the Chair**

The President called the meeting to order at 8:08 pm.

#### **2. Consent Agenda**

**2.1 Approval of Agenda**

**2.2 Approval of Minutes** from previous meeting: January 8, 2013

**2.3 City of Yellowknife Core Funding Agreement**

##### **Resolution**

**That, on behalf of the Yellowknife Ski Club, the Secretary and the President sign and seal the Core Funding Agreement with the City of Yellowknife, for the amount of \$25,000 for 2013.**

Moved: DB / Seconded: BW / Approved

#### **3. Discussion and Decision Items**

##### **3.1 Financial Management Policy**

DB presented an updated Financial Management Policy to the Board. He said that this stemmed from recognition over the past year that the Club required better financial management, and it is an item in the Strategic Plan. He noted that the Policy had been updated since he previously presented it to the Executive Committee in October and the Board in November 2012, following consultation in particular with the Club program coordinators. Amongst updates, the Policy now includes an Annex that addresses program fundraising. DB responded to a variety of questions from Directors about the provisions of the Policy, and made minor revisions in response to suggestions where necessary.

## **Resolution**

**That the Financial Management Policy be adopted.**

Moved: JS / Seconded: MY / Approved

### **3.2 Proposed Bylaw Revisions**

MY made a follow-up presentation to the Board on a number of proposed revisions to the Club bylaws. This project is in response to an action item in the Strategic Plan, and is a requirement of the Board Governance Policy. The draft Bylaw revisions were previously presented to the Board on January 8<sup>th</sup>, 2013, with comments subsequently considered or incorporated. The Board discussed each of the proposed amendments, which included changing the fiscal year end to April 30th and eliminating the General Election Meeting. Other proposed amendments are: 1) that the officers of the Club are to be elected by the Membership at the AGM (an addition for clarity); 2) that notices of meetings of the Membership may be given by email (update for practicality and technology); 3) that Membership is automatically suspended upon non-payment of dues by December 1<sup>st</sup> each year (instead of by cumbersome resolution of the Board); 4) that the Board has the authority to set classes of membership and set fees; and, 5) that personal attendance is required to vote at a membership meeting (for greater certainty). Other inconsequential changes result from using the latest Model Society Bylaw provided by the NWT Registrar of Societies as the starting point.

After considering any feedback received from the Members on the proposed amendments, the President will call a general meeting of the Members to take place in late March or early April to adopt the new bylaws.

## **Resolution**

**That the Membership be informed of the proposed Bylaw changes, by posting them to the Club website, and distributing a link to them via the Club email list.**

Moved: DB / Seconded: BW / Approved

### **3.3 YSC Rebranding Next Steps**

AT sought a decision from the Board on soliciting proposals from graphic designers for the Yellowknife Nordic Centre. The Directors discussed whether the rebranding exercise should focus on the Yellowknife Ski Club, or the Yellowknife Nordic Centre. Directors also discussed their understanding of the relationship between those two entities. AT noted that the feedback received at the recent facilitated rebranding workshop was that a fresh new logo was desirable. The Board agreed to leave the exact parameters of the graphic design proposal solicitation to AT, as Director of Communications. AT plans to return to the Board with the logo options in April.

**Resolution**

**That an expense be approved in principle from the 2012-13 communications budget for the design of a new logo.**

Moved: DB / Seconded: LM / Approved

**3.4 Payment of Invoice to Board Member**

DB sought direction from the Board regarding a \$441 invoice that he received from Karen Johnson for lunches provided at a coaching clinic on December 15<sup>th</sup> and 16<sup>th</sup> by a business named *Sarah's Hot & Ready Lunches and Catering*. Sarah Heaton, the Club's Director of Volunteers, owns the business. DB observed that the Club minutes of December 12<sup>th</sup> 2012 state that: "The Board noted that in the future, Directors should not expense the YSC except in compliance with the conflict of interest terms in the new Board Governance Policy." SH stated that she thought that she was providing the lunches to Ski North, and not the Ski Club, that this arrangement was made prior to the December 12<sup>th</sup> Board meeting, and that she was not aware of the December 12<sup>th</sup> Board decision prior to the coaching clinic, as she was not in attendance. DB and JS reiterated the rules outlined in the Board Governance Policy regarding Directors contracting with the Club, in order to avoid any future conflicts of interest.

**Resolution**

**That if the Treasurer determines that the Club did contract for the services of Sarah's Hot & Ready Lunches and Catering, the expense will be paid.**

Moved: BW / Seconded: LM / Approved

**4. Roundtable Updates**

The Chair noted the late hour, and struck roundtable updates from the agenda.

**5. Schedule Next Meeting**

No date for the next Board meeting was set.

**6. Adjourn – The President adjourned the meeting at 10:10 pm.**

**Certification of Minutes as Approved by the Board:**

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**Tim Mercer**  
**President**

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**Matt Young**  
**Secretary**

**Date:** \_\_\_\_\_