

Victoria Ballroom Dance Society

Board of Directors Meeting
Cedar Hill Rec Centre
Wednesday, January 13, 2016
6:00 p.m.

MINUTES

Present: Steve Montgomery (Chair), Malcolm Sneddon, Grace Sneddon, Neil Fleischmann, Shelley Hamilton, Jenn Jackson, Bob Adams, Clare Martin, Bob Colwill, Lee Colwill

Opening Business

Call to Order: Steve called the meeting to order at 6:08 p.m.

Adoption of Agenda: Add Secretary and Treasurer after the President's Report, add Janis as co-chair with Malcolm on the Long-Term Planning Committee, add Steve M. as co-chair on Standards & Classes, and add a complete list of the Pacifica Committee. Move Jenn's items forward (S & C. and Pacifica) to items 3 and 4.

Review of Minutes:

Board Meeting of December 9, 2015 – deferred to next meeting
AGM minutes November 25, 2015 – deferred to next meeting

President's Report (Steve)

Welcome everyone! It's been just over one month and as a Board a great deal of time and energy has already been taking place... of course there is much more to do! All of our Committee's have put a lot of time and energy into laying the groundwork to addressing many of the resolutions referred from the AGM in November. More than ever there are many people in the Club tirelessly contributing many hours for the better of our Society. Pacifica is considerably further along than past years and new initiatives have been carefully implemented, eg. two Professional couples and a more impressive venue.

The decisions we make in these Board Meetings this year are extremely important and we must realise that taking action on those decisions is what will make those changes happen to turn VBDS around this year. In essence what we get done in our Committees is imperative to the future of our Club.

I feel very strongly that we will have a significant impact on the Membership numbers this year if we can work more diligently on the Newcomers and New Members in the Club. There are many ways this can be achieved at very little expense...

- 1) New Member Welcome package with numerous added benefits of their VBDS Membership and awareness of what that Membership entitles them to.
- 2) Newcomer dances and getting them to be part of the organising of those dances to be more involved.
- 3) More initiatives to make them feel welcome eg. Getting more of our experienced dancers to ask them to dance at Practices, Dances & Intro Classes
- 4) Announcements from a Board Member at their Classes so they feel more a part of the Club and inviting them to ALL Practices & Events.
- 5) We have volunteers to finally work on our music system to improve the experience everyone has at Practices & Dances.

I need help from everyone on the Board with this. On top of my duties as President, Pacifica, Facebook & volunteer at Newcomer Practices I cannot do all of what needs to be done. So whether you are personally able to help or just reach out to members that may be able to help... any help would be greatly appreciated!! There are members willing to help – we just need to have more conversations and involve more newcomers. I am going to ask the newcomers to help in organizing their own dance so that they get used to volunteering.

Update on Officer & Committee Appointments

Clare has volunteered to fill the position of Secretary and Grace has volunteered to be the Treasurer.

MOTION: BE IT RESOLVED that the Board appoint Clare Martin as Secretary of the Society and Grace Sneddon as Treasurer. **MOTION PASSED**

The Executive Officers of the Society are therefore as follows:

President – Steve Montgomery

Vice-President – Bob Adams

Secretary – Clare Martin

Treasurer – Grace Sneddon

Membership Coordinator – Neil Fleischmann

MOTION: BE IT RESOLVED that the Board appoint Janis Dunning as co-chair with Malcolm Sneddon on the Long-Term Planning Committee, and also appoint Steve Montgomery as co-chair with Jenn Jackson on the Standards & Classes Committee. **MOTION PASSED**

Liz Gilliland has submitted her resignation from the Board and as co-chair of the Governance Committee, due to an unexpected increase in her workload. She is willing to provide help on governance issues. Bob A. is working with the Committee to determine whether another co-chair is needed. The Committee is now down to three people unless Liz stays.

Jenn was asked who was on the **Pacifica Committee** and gave details as follows:

Victor Golubkov (Chair)

Jenn Jackson & Steve Montgomery (Promotions & Marketing)

Shelley Hamilton & Lee Colwill (Decorating)

Ellie Matheson & Bob Friesen (Sponsorship)

David Spence (Coordination between Amateur Competitors and Committee)

Ines Swansburg (Registration)

Reports of Committees & Officers

1. Long Term Planning (Janis) – report attached

Results of the survey will be posted on our website and available at the Long-Term Planning session. A question arose as to surveying former members but Janis pointed out that this is not in the current terms of reference for the committee (i.e. as arising from the referral resolution passed at the AGM). Steve Hutchings did an exit survey of 30 members in 2013. It was intended to be a pilot project. The report determined that there was no new information as to why people left the club (70% of departures were due to people either being sick or moving). The questions for that type of survey are different. Surveys will be available on the website and in the newsletter, hard copies at practices and the dance.

MOTION: BE IT RESOLVED that the VBDS Board approve an expenditure by the Long-Term Planning Committee to allow for up to a 3-month subscription to Survey Monkey at a cost of approximately \$100. **MOTION PASSED**

The Board gave permission for Steve Hutchings to have access to membership information for the purpose of the survey.

The Board will hold a planning session on February 26. It will be a Board session, but open. A decision of which date the open LTP session is to be held (March 16 or 18) should be made soon.

2. Standards & Classes Committee (Jenn)

Report on Extra Newcomer Class in December (Steve)

Attendance ranged from 14 to 22. There was a high retention from Newcomer I to Newcomer II in January, probably largely due to this initiative. We should attempt something similar in the summer to maintain continuity.

Jenn noted that we need to set up a meeting between S & C and our instructors in early spring to discuss summer classes.

The S & C Committee met shortly after the December board meeting and resolved issues related to Tuesday night open classes, Dance Days, and the syllabus for pre-bronze combined. Following this meeting it was decided in communication with the instructors to offer an open latin technique class on Tuesday night with both Wanda and Victor. We will also offer an additional intro workshop on March 11th to help ease the gap between Dance Days and the spring session, and any student who wishes to join the newcomer classes from Dance Days will be considered at a pro-rated rate by S & C in consultation with the instructor. At Wanda's request, regular pay rate has been implemented for teaching Tuesday's advanced classes as there is no longer any profit-sharing. Steve and Jenn, as co-chairs of the committee, met with Victor to discuss the syllabus for the combined pre-bronze class and an agreement was reached, the main component of which was that Paso Doble would not be taught in the combined class. Provisions for making up that gap will be looked into by S and C as a potential option over the summer, if interest from the students in the class warrants it. S and C is already looking ahead to the spring session, but we are waiting for class registration numbers for the winter session before we meet again. We will be seeking feedback from the Tuesday night advanced class's students for options for those classes in the spring session.

The instructors are aware of Dance Days and have arranged their curriculum to best fit with the event. The members of the classes should also be informed in advance.

Tuesday Pre-Bronze classes had only one person registered in both classes and 3 people who showed up without having registered, for a total of 4 people in each class. So far there are 3 people registered in Victor's Pre-Bronze I. The decision as to what to do with the Pre-Bronze classes was delegated to the S & C Committee, who will see what happens Thursday at Victor's class then meet on Friday.

3. Pacifica Ball 2016 (Jenn) – report attached

Tickets will be on sale this Friday. Early Bird prices will be in effect until Feb 29. VBDS members get a \$5 discount. McPherson will need a membership list to confirm appropriate pricing. Steve will phone John regarding his concerns on ticket pricing.

Other than the venue, there has not been a lot of expenditure but a number of financial commitments have been made.

Sponsorship packages are available now – info will be emailed to the membership list and included in our newsletter. It is also available on the PB website and will be posted on Facebook.

Bob A. requested that the budget that was tabled in October be looked at and updated. Grace, as Treasurer, asked that each Board meeting have an updated budget even if there have been no changes.

4. Promotions & Marketing (Bob C)

A New Year's Eve Ball colour poster was distributed to rec centres, libraries, etc. but promotion of the event should have begun sooner.

We have booked a table for the 55+ Expo on Mar 22 and need to find volunteers. Tom and Dianne will be doing a demo at a fundraiser to which we were invited. The committee is working on a welcome package to give to Newcomers.

The Board discussed Groupon. It was noted that this type of promotion doesn't breed loyal clientele (people are looking for the best deal they can get) and we need to be careful not to invest too much if there are no

long-term results. Mention was made that we don't want our members to feel that others are getting a cut-rate. A suggestion of using a non-professional instructor was countered by the argument that we need to maintain the integrity of our brand. On the plus side, Groupon is a way of gaining exposure to a new group of people. It could be done as a short workshop series. It is too late for the bridal season this year, but we could try for April next year. We could offer classes before our Intro workshops start, so they can progress into Intro workshops. It would be important to have someone there to talk with them.

VBDS now has a YouTube channel. Steve would like to see an accumulation of videos to upload. Shaw has done about five promo videos of VBDS over the years. Bob A. will try to dig up the two he has. We need to have more videos of our events.

5. Governance (Bob A.) – report attached

We have focused on guidelines and the conflict of interest issue, with preliminary discussions on other issues. Actual conflict of interest is less complicated than perceived conflict of interest. This is a difficult and complex area. Before putting together a more formal policy package, we would like to have a two-hour governance workshop in which we would run through some scenarios identifying conflict of interest. We would also run through what is in the current act on expectations of Boards of Directors, then additional and changed responsibilities under the new Act. The workshop will be open to members & instructors and we will invite those who have expressed an interest in running for the Board in future years. Grace will look into some possibilities for this workshop.

MOTION: BE IT RESOLVED that the VBDS Board provisionally adopt the “Interim Guidelines for Handling Potential and Perceived Conflict-of-Interest (Version Dated 10 January 2016, attached)”, as recommended by the VBDS Committee on Governance, with the addition of the following sentence at the end of the first paragraph: “As soon as possible the possible existence and nature of any such conflict of interest should be communicated in writing to the President and be noted in the minutes of the Board.”

MOTION PASSED

6. Treasurer's Report (prepared by Jim Pringle & attached)

NOTES:

1. I tried to get all income and costs in to December 31, so as to match up revenue and expenses... particularly for classes.
2. Classes fall 2015 bad... financially that is... no comment here on policy issue, run classes at a loss, etc... but certainly infers budget needs serious revision... at this rate classes could lose about \$10,000 for the year, not contribute \$5,800 as budgeted.... Which was only a wild guess anyways...
3. Memberships... probably won't hit budget target as to contribution... but not as “off” as classes... revenue won't increase much for rest of year, but expenses are pretty predictable and likely to be about equal to budget..
4. Monthly dances a nice surprise, makes a big difference doing our own music, cheaper hall, etc.. I am not confident we have club closed hall cost in yet, but will look into... not a huge issue in scheme of the rest of it.
5. New Years... ouch... maybe more income to come, doubt much though, and I only put in an estimate for Veronica's out of pocket expenses.... Personally I enjoyed New Years event, but will be a loser financially... Veronica may have a much better handle on final results.
6. Dance Pacifica, just accumulating costs here, so take this number out for the meantime when looking at the year to date bottom line... by the way, Diana did have paper on the Conference Center expense.
7. Rest small dollars until Admin expenses.
8. See second sheet, I don't see anything unusual here, but expect final admin expense for the year will be close to budget.
9. You can do the mental math, if we lose \$10k on classes instead of making \$5800 and if New Years is a \$3k loss instead of breaking even, that is a \$13,000 swing on what was already budgeted as a \$7k loss... so we could be looking at a \$20k shortfall without considering Pacifica..
10. Things could change before the end of the year, but classes to date and New Years a kick in the pants.
11. Diana may be requesting that a \$15,000 GIC be cashed and put in the bank account which is running low-ish... I would think that would not be unreasonable.

MOTION: BE IT RESOLVED that Steve Montgomery and Grace Sneddon be added to official signing authority for VBDS and that Scott Hamilton and Jim Pringle be removed. **MOTION PASSED**

PayPal is not being used for classes but we have used it recently to pay our website provider.

Grace has asked for an update on the Pacifica budget at each Board meeting.

Because we are over the \$200,000 threshold we now must file with CRA every year for the life of the Society.

7. Administrator's Report (Diana)

Hours: 81

Membership Stats: 273 members

8. Dance Committee (Shelley)

Lee and I have established themes for all the upcoming dances. We have confirmed the date for the February dance so it will not conflict with Elizabeth's dance but we still need to book the venue.

For some reason the storage locker is a bit of a mess so will go in next weekend and reorganize.

With Steve's assistance we are hoping to recruit four more people from the membership to make up a full dance committee as well as request volunteers for each dance. If any member of the board knows of anyone willing to lend a hand please let us know. Some members have expressed interest. We would also like to make an announcement at some point in the evening asking for everyone's assistance, and as a courtesy to the dance committee and volunteers, to tidy up after themselves.

A suggestion was made to have a photographer to take photos at dances for use on our website, Facebook, etc. It was also pointed out that we need to be sure our dance music is a good mix of newer and older.

Other Business Arising from the Minutes

9. Website Update (Steve)

Steve and Jenn met with Katherine, who has been involved with WordPress for many years. She changed the Pacifica Ball website theme. For \$100 to \$200 she could revamp the VBDS website. Katherine would work with Bob C. and Steve so that they can learn.

MOTION: Spend up to \$250 to contract Katherine to clean up the VBDS website. **MOTION PASSED**

10. Announcements Schedule & Guidelines (Bob A.)

Bob, Clare, Neil, Steve, and Shelley volunteered to make announcements.

New Business

11. Honeyman Award

Bob A., as Vice President, is responsible for dealing with the Honeyman Award. He will come up with something for the next Board meeting.

Date, Time & Location of Next Meeting: February 17, 2016, 6:00 p.m. at Cedar Hill Rec Centre

Adjournment: 9:10 p.m.

Recording Secretary: Diana Jasinski

Final Approved Version

Victoria Ballroom Dance Society
Board of Directors Meeting
Cedar Hill Rec Centre
Wednesday, January 13, 2016 at 6:00 pm
Preliminary Agenda
version #2

Opening Business

Call to Order & Adoption of Agenda

Review of Minutes:

Board Meeting of December 9, 2015

Adoption of AGM minutes November 25, 2015

President's Report (Steve M)

Update on Officer & Committee Appointments

Reports of Committees & Officers

1. Long Term Planning (Malcolm)
2. Promotions & Marketing (Bob C)
3. Governance (Bob A)
4. Treasurer's Report (prepared by Jim Pringle & attached)
5. Standards and Classes Committee (Jenn)
 - Report on Extra Newcomer Class in December (Steve)
6. Pacifica Ball 2016 (Jenn)
7. Administrator's Report (Diana)
 - Hours
 - Membership & Registration Stats
8. Dance Committee (Shelley)
 - Report on New Years Eve Ball
 - Update on Planned 2016 Dances

Other Business Arising from the Minutes

Website Update (Steve)

Announcements Schedule & Guidelines (Bob A.)

Participation in Dance Days Victoria (Promotions & Marketing)

Groupon Promotion (Promotions & Marketing)

June 18 Social Dance Date (Jenn)

New Business

Honeyman Award

Forms of Payment (submitted by Steve H)

Date, Time & Location of Next Meeting

Adjournment (time to be noted)

Report to the Board of the Victoria Ballroom Dance Committee from the Long Term Planning Committee

Wednesday, January 13, 2016

The members of the Long Term Planning Committee are:

Co Chairs: Janis Dunning & Malcolm Sneddon

Members: Steve Hutchings, Bob Adams, Scott Hamilton, Rolands Muiznieks

Purpose:

There were many hours of endeavour spent over the holidays and to date by all members of the committee.

We stayed focused and worked steadily toward this date, in order to report to you that we are complying with the deadlines as stated in our Terms of Reference derived from the last AGM.

Main accomplishment:

We have worked together to create a survey to send to all members which addresses the initial major issues in the LTPC Terms of Reference, and to ensure that the responses we bring forward to the Board at your upcoming Planning meeting will be as inclusive of the whole membership as possible.

Our next Steps:

In order to fulfill our mandate, we need to:

- 1 - send the survey to all members by email tomorrow.
- 2 - print hard copies that we will distribute to those members who do not have email
- 3 - collect all responses by January 27th (only 2 weeks away)
- 4 - promote the survey on the VBDS website and in the newsletter for these 2 weeks
- 5 - (once responses are in) - move forward to tabulate the responses (e.g. by percentages) and compile a report to present to the Board for your Planning meeting in the week of February 24th
- 6 - Announce the Special Open Planning Meeting for all Members, for March 18th

In the meantime our questionnaire for VBDS Instructors will also be finalized, delivered, collected and tabulated.

Our requests to the Board:

- 1 - to please approve up to 3 months subscription to Survey Monkey which we estimate to cost under \$100.
- 2 - to please allow our committee member, Steve Hutchings, to access the members' email addresses so that he can send the survey out.
- 3 - to assist with promotion of the survey, asking members to fill in the online survey at their earliest opportunity, or to fill in a hard copy survey, at every opportunity you get.
- 4 - to please confirm whether you can convene your Board Planning meeting on either Wednesday, February 24th or Friday February 26th.
- 5 - to please confirm the date of Friday, March 18th for the Special Open Planning Meeting for all Members. We recommend the location to be Les Passmore, as it is already booked for that night.

Toward completion:

With all of the above completed, the LTP committee will have fulfilled in a timely fashion, 4/5ths of the mandate set out for us at the AGM.

This survey covers the major items that need response from the membership, in order to pave the way to deal with more finite questions like verifying membership at practices and whether to charge a fee to attend practices. Our committee recognizes that the discussions at the Special Open Planning Meeting for all Members will be very useful and that there could also be another survey.

It is too early to address the utilization of the Development Fund because that will be an outcome of the society's future directions decisions.

This report is respectfully submitted by the Long Term Planning committee Co-Chairs, Janis Dunning and Malcolm Sneddon.

PACIFICA BALL 2016 REPORT

Item 1	Sanctioning	
<ul style="list-style-type: none"> Formal applications to CDF and DSBC have been sent. CDF has approved our application. DSBC will discuss our application on January 13. We have received list of approved judges from both organizations. 		
Action Item	Who	By When
Contact available adjudicators and secure them for PB	Victor	February

Item 2	DSBC Senior Closed Championships	
<ul style="list-style-type: none"> Specific approval will be sought from DSBC in conjunction with the request for approval of the event. Application has been sent to DSBC. The application will be discussed at DSBC board on January 13 		

Item 3	Venue	
<ul style="list-style-type: none"> Seating plan is finalized. See attached file Design team of Pacifica Ball Organizing Committee (PBOC) in cooperation with VCC representative is developing decoration of the main ballroom. It was agreed that the facility would include a "photo backdrop" site. We will have GoBo with Pacifica Ball logo during the event. 		
Action Item	Who	By When
Receive an updated quote from A/V supplier at VCC	Victor	January 21

Item 3	Registration and Scheduling	
<ul style="list-style-type: none"> We created initial set-up database for Pacifica Amateur Competition. Separate event for Pro-Am Competition is prepared in o2cm database We started inputting competitors' information, using Victoria competitors' data (names, age categories, levels) Evening Gala schedule was created. We used Island Fantasy Ball and other BC competitions to understand which events to hold in the evening 		
Action Item	Who	By When
<ul style="list-style-type: none"> Create Preliminary afternoon schedule Update registration forms for Pro-Am and Am competitors 	<ul style="list-style-type: none"> PBOC PBOC 	<ul style="list-style-type: none"> ASAP January 21

Item 4	Advertising and Promotion	
<ul style="list-style-type: none"> Pacifica Ball webpage and Pacifica Ball Facebook page were launched. There is video content, information about venue, information about showcasing couples. Posters for Evening Gala and both Pro-Am and Amateur Competitions were created. Vancouver Challenge Cup 2016 will have our competitive poster in their program. Our first Pacifica Ball post on FB page was seen by more than 2000 people. Sponsors and Advertising package are ready to be given to members of PBOC and interested vendors, possible sponsors, and promotion group 		

- Ivo Dimitrov will be official photographer of the Pacifica Ball 2016. Therefore, we have access to all his photos from dance competitions in BC from 2010 to 2016. We can use them for promotion and advertising.
- Preliminary agreement with McPherson Box office to use their service to spread posters around Victoria.
- PBOC was contacted by two possible advertisers.

Action Item	Who	By When
<ul style="list-style-type: none"> ▪ PB 2016 Webpage and Facebook page updates 	PBOC	regularly
<ul style="list-style-type: none"> ▪ Add Ivo Dimitrov's photos to PB webpage and FB pages 	PBOC	ASAP
<ul style="list-style-type: none"> ▪ Display VCC 2016 poster during VBDS practices as an exchange for free advertising on PB 2016 at VCC program 	VBDS board	regularly

Item 5	Showcase Couples
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- Agreement has been signed between Egor & Alla and VBDS
- Agreement has been sent to Anton & Antoaneta
- Created short promo video with Anton & Antoaneta and Egor & Alla

Action Item	Who	By When
<ul style="list-style-type: none"> ▪ Receive signed agreement from Anton & Antoaneta 	PBOC	TBD

Item 6	Catering
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- PBOC has chosen menu for the Evening Gala
- Assorted Domestic & Imported Cheeses ~ Crackers, Baguette and Fruit - \$3000
- Crisp, seasonal vegetable crudites and dip - \$1295.00
- French Pastries (see Menu #1) - \$1632
- Total for Food - \$5927 GST - \$296.35 Sub-total - \$6223.35 Service Charge - \$933.51
- Menu #4 - Total - \$7156.86

Item 8	Volunteers
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- Victor indicated that further to the need for volunteers to help out at the event, three people have agreed to provide assistance during the day at the event and two have also agreed to assist with duties that will be subsequently identified.
- Victor met with UVIC BC president and discussed ways how UVIC BC can help to promote and organize PB2016. President of UVIC BC confirmed that students will be willing to volunteer at PB2016.

Action Item	Who	By When
<ul style="list-style-type: none"> ▪ Volunteers to be recruited. ▪ Committee members to identify potential Head Volunteers and advise Victor, given the need for Head Volunteers during the event ▪ There will be the need to assign a special person to be the main "Host" of the event – coordinator and main assistant for competitors and guests. 	Committee Members	Ongoing

Item 9	Ticketing	
<ul style="list-style-type: none"> ▪ Ticket vendor is secured. We will be using McPherson ticket services. Types of tickets: <ol style="list-style-type: none"> 1) General seating on risers. There are 116 total risers' seats. We'll be able to sell them online. Seats won't be numbered. 2) Table seats will be sold only by phone or directly by coming to box office. They will be numbered; they will have three levels of price. 3) If somebody wants to buy the whole table, they should contact PBOC. There are two ways how to organize that: a) Guest may pay directly to PBOC/VBDS, PBOC should then contact McPherson to secure the table. b) Guests contact PBOC to reserve the whole table. PBOC should contact then McPherson to reserve that table. Guests still pay to McPherson by phone or going to box office. First variant sounds more interesting because VBDS and PBOC receive money from guests at the moment of the purchase. <ul style="list-style-type: none"> • One whole table has already been sold. ▪ Pricing structure of the evening part of PB 2016. After going through sponsorship packages members of PBOC realized that we will have to reserve around 20 tickets to possible sponsors and officials. To cover the loss of the money not earned from selling those 20-25 tickets, PBOC decided to increase table ticket prices on \$5 for every tier. <p>VBDS members/non-members</p> <p>\$80/85 - tier 1</p> <p>\$70/75 - tier 2</p> <p>\$55/60 - tier 3</p> <p>\$45/50 - risers</p> <p>After early bird deadline</p> <p>\$90 - tier 1</p> <p>\$80 - tier 2</p> <p>\$65 - tier 3</p> <p>\$55 - risers</p> 		
Action Item	Who	By When
Launch ticket sales	PBOC, McPherson Box office	January 20

Item 10	Music and MC	
<ul style="list-style-type: none"> ▪ Victor has contacted possible DJ George Lindholm. ▪ Victor has an agreement with Jackson Li to MC Amateur part of the event. 		
Action Item	Who	By When
Waiting for the potential DJ to send us his fees and technical requirements	Victor	ASAP

Item 11	Sponsorships	
<ul style="list-style-type: none"> ▪ Victor has a preliminary agreement with Union club to provide 10 rooms for our officials. ▪ Victor has received on January 12 a proposal from Chateau Victoria. ▪ Sponsorship packages were developed. 		
Action Item	Who	By When
<ul style="list-style-type: none"> ▪ Reach out to potential sponsors that are identified as soon as the schedule, including evening showcase events and website are developed. 	PBOC members	ASAP
<ul style="list-style-type: none"> ▪ Prepare cheque to the Union Club for reserved rooms 	VBDS board	February 5

Governance Committee Report

11 January 2016

The top priority for the Committee over the next few months will be to recommend a Formal Conflict-of-Interest Policy to the VBDS Board, that can be reviewed and approved by the Board, if at all possible before end of March 2016.

In the meantime, the Committee would like to recommend that the Board review and provisionally adopt a series of “Interim Guidelines” for handling cases of potential and/or perceived Conflict-of-Interest: the attached draft sets out recommended “Interim Guidelines” to be further discussed at our meeting on 13 January 2016.

The Committee will also be seeking feedback from the Board, at our January Meeting, on possible dates and times for a “special workshop of the Board” (also potentially open to any interested Members), to discuss: (i) issues related to “Conflict-of-Interest” (ii) other possible new requirements under the new “Societies Act”, and (iii) other “governance issues” referred to the Board and the Committee at the 2015 AGM (if time allows).

The Committee will target to have more formal “Committee Term of Reference” ready for review by the Board prior to the February Board Meeting.

The Committee will be working on a more detailed workplan for prioritizing the several issues that have so far been referred to it, including but not limited to the following:

- (i) internal Board procedures for handling “correspondence of the society”;
- (ii) possible requirements and implications for VBDS of the new BC Societies Act (now expected to come into effect in late November 2016);
- (iii) a review of procedures for “succession planning” for the VBDS Board of Directors;
- (iv) a review of “categories of VBDS membership” (including “Instructional Membership”, especially under the new Act);
- (v) review of benefits, rights, and obligations of different categories of VBDS membership (including, but not limited to, their role at General Meetings and on committees);
- (vi) review of procedures for addressing, disciplining, sanctioning, and/or removing Directors and Members, in cases where they may have been a serious breach of club policies or etiquette rules, or of the law;
- (vii) review of any other VBDS governance procedures that may be necessitated by the new Societies Act, or to further improve the functioning of the Society, in line with its mission and constitutional purposes.

Respectfully submitted,
Bob Adams

HANDLING POTENTIAL AND PERCEIVED CONFLICT-OF-INTEREST:
-- PROPOSED VBDS INTERIM GUIDELINES --
[Version Dated 10 January 2016]

Drawing upon the more explicit and extensive requirements on Conflict-of-Interest that will come into force under the new Societies Act, the Governance Committee recommends that the VBDS Board adopt the following as Interim Guidelines for handling all cases of Potential and/or Perceived Conflict-of-Interest, until such time as a Formal Conflict-of-Interest Policy can be reviewed and approved by the Board:

(A) Any Director who finds that s/he might be in a conflict-of-interest, whether potential or perceived or actual, should ensure as soon as is practicable that the President and the appropriate Officers of the Board, along with any appropriate Committee Chairs, are aware of the nature of and potential for a conflict-of-interest.

(B) Any such Director should proceed to work through the President with appropriate Officers and Chairs, including the Co-Chairs of the Governance Committee, in order to assess, design and implement an series of appropriate “mitigation measures” that will effectively address, remove, and/or reduce the potential or perceived conflict-of-interest.

(C) In general, the “mitigation measures” considered should include (but not necessarily be limited to) the following:

(i) The Director would abstain from voting on (or consenting to, in the case of any “consent-based decisions”) any issue or resolution related to the potential or perceived conflict-of-interest (including, but not limited to, voting on proposed contracts where conflict-of-interest may arise);

(ii) The Director would absent themselves from meetings of the Committee or the Board while any matter related to the potential or perceived conflict-of-interest is being voted on, or being discussed (unless asked by the other directors to be present to provide information);

(iii) The VBDS Governance Committee and the President would continue to work with the Director and any Committee, as appropriate, to try to ensure the Director does not inadvertently become involved in actions that might be intended to influence the other directors’ discussion or vote on any matters where potential or perceived conflict-of-interest may arise.

(D) A director-in-conflict, or in perceived conflict, may continue to work on a Committee, and on the Board, and/or as an Officer of the Board, on other matters that are independent of the perceived or potential conflict of interest.

(E) As soon as is practicable, notice of the existence of a potential or perceived conflict-of-interest, and of the mitigation measures taken to address such, should be formally noted and included in the Minutes of the Board of Directors of the Society.