

**Victoria Ballroom Dance Society**

Board of Directors Meeting

Cedar Hill Rec Centre

Wednesday, 15 June 2016

**MINUTES**

**FINAL**

**Opening Business:**

Call to Order & Adoption of Agenda

Steve called the meeting to order 6:48pm

Review of Minutes:

Board Meeting 18 May - **Approved**

Board Meeting 13 April - **Approved**

Move that 17 February DRAFT Minutes of the Board Version #3 be approved. **Approved**

**President's Report (Steve M)**

A couple extremely important topics to discuss tonight; the Administrator's job, and the business plan moving forward.

**Reports of Committee & Officers**

1. Promotions & Marketing (Steve M) –arrangements for Dancing in the Square this summer are almost finalized, starting on July 11; we need to confirm LPC is available for the Sept 17 dance, and It was AGREED our biannual club competitions (VCCC) would be on Nov 26; other promotions items deferred to Long Term Planning
2. Dance Committee (New Year's Dance)
3. Administrator's Report (Diana)
  - a. Hours: March-33, April-43, May-33
  - b. Registration & Membership Stats – Board to ask Diana for an updated number of the membership numbers.
  - c. Job description for administrator's position
4. Standards & Classes Committee (Steve)
  - a. Fall class schedule is progressing well, and with excellent input from the instructors
  - b. Still looking at possibly combining bronze, silver and gold for Viennese Waltz, and possibly another for Paso Doble
  - c. Tuesday night summer sessions; bronze to gold, 12 break even, minimum 10
  - d. Thursday night summer sessions; newcomer to pre-bronze, 2 sessions total should be 20 members (combined total)
  - e. Classes will be cancelled if the average falls below the minimum break-even mark
5. Youth & Family Outreach (Bob)
  - a. Doncaster class did 4 additional performances beyond Pacifica. Setting a great standard for the future
  - b. Optimistic for the fall with Gordon Head
  - c. Bob to pursue additional contacts for the fall. Possibly up to 5 schools
  - d. It would be good to recruit one additional member to assist Bob
6. Long term planning (Steve M)
  - a. Follow-up to EGM
    - a.i. Get fall class schedules to within 90% completion
    - a.ii. Hire administrator – in progress

- a.iii. How do we ensure we avoid losses over 2016/2017
    - a.iv. Website and online content – basic capabilities for promotion and registration – goal to get in place by early August at latest.
  - b. Proposals and Quotes
    - b.i. Ideazone
    - b.ii. Seriously Creative & CVV Magazine
    - b.iii. bWest Interactive
- 7. Governance (Grace)
  - a. Brief on New Society Act - see attachment
    - a.i. As of August 29 2016, a transition package \$40 available to order
    - a.ii. Committee to work on preliminary details: Bob A, Grace, (Sherman Waddell as a consultant)
  - b. Term limits for directors (Bob A)
    - b.i. Resolution proposed by Bob C at the AGM regarding term limits for directors. All to be addressed in the work plan for governance committee and within the context of the New Society Act.
  - c. In camera session on conflict of interest
- 8. Treasurer’s Report (Grace)
  - a. Focus on financial information as and when it occurs

**Other Business Arising from the Minutes**

- 1. Volunteers for committees (music, DVD library) – deferred to next meeting

**New Business**

- New Administrator Job Description

**Date, Time, & Location of Next Meeting – Wednesday, 13 July, 6:30pm Cedar Hill Rec.**

**Adjournment 10:05pm**

**Recording Secretary – Clare Martin**

## **Brief Overview of BC Societies Act for VBDS Board-June 15, 2015**

### **BC Societies Act into force: November 28, 2016**

### **Transition complete: November 28, 2018**

As of **August 29, 2016**, order a transition package for \$40.

The transition package will include a certified copy of the society's bylaws and constitution as filed with the Corporate Registry. These will not be in a consolidated form, but will consist of the original filings and any filed special resolutions amending them. It will be up to the society to merge the documents into a complete, consolidated electronic version that can be uploaded to the Corporate Registry database.

### **Applicable November 28, 2016:**

Financial statements must include a note setting out remuneration paid to its directors and its highest paid employee (\$75,000 plus).

Disclosure of conflicts of interest: Directors and senior management be aware of their obligation to disclose to the directors all material interests in matters that may conflict with their duties to the society [ss.56 and 62].

### **Recommendation:**

- directors sign conflict of interest + disclosure, consent forms
- when recruiting for new directors, have potential directors sign document that speaks to their meeting qualifications of a directors (such as capable of managing their own affairs, no criminal convictions, undischarged bankruptcy etc.) and their consent to take on and perform Board duties

### **Immediate action required:**

Create a board task group to take responsibility for moving the transition forward.

Tasks:

1. Gather existing governance details, materials and documents (registration, constitution and by-laws, board policies and practices, annual reports)
2. Draft conflict of interest, disclosure and consent forms for Board review

Further tasks for discussion and prioritizing:

3. Discussion re: current Governance structure, decision-making, directors' functions related to resignations including stop gap, liability, handling complaints, record keeping, privacy, confidentiality, etc.
4. Review of current bylaws