

**Victoria Ballroom Dance Society**

Board of Directors Meeting

**FINAL MINUTES**

Cedar Hill Rec Centre

**Wednesday, 11 January, 2017**

(Version #4 Approved by the Board on 15 February 2017)

**Present:** Steve Montgomery (President), Douglas Anderson (VP); Thomas Webber (Tres.); Clare Martin, (Secretary); Bob Adams (Membership Coordinator); Louise Stevens (Director), Coralie Theoret (Director), Chrissy Southern (Administrative Coordinator); Lisa Deelman (Guest, from The Cooperators Insurance Group)

**Opening Business:**

Call to Order – 6:33pm

Presentation by Lisa Deelman of Co-Operator's Insurance

Following Lisa's departure and a round-table discussion, Doug proposed the following:

MOTION that the Executive be authorized to sign a contract for Director and Officer Insurance provided that costs per year are no greater than \$1000.

**Motion Approved Unanimously**

**Adoption of Agenda:**

**Review of Minutes:**

Board Meeting 14 December

- Signing Authority – proposed change of wording from December minutes from “Signing Authority – Douglas Anderson, Thomas Webber, Steve Montgomery” to “Remove Neil Fleischmann and Grace Wong-Sneddon, and add Douglas Anderson and Thomas Webber”
  - **Approved Unanimously**

AGM Meeting 23 November 2016

Doug MOVED that the 2016 AGM Minutes be provisionally Approved and circulated

**Approved Unanimously**

**President's Report** (Steve M: see Attachments)

**Reports of Committee & Officers**

1. Standards & Classes Committee (Steve, Douglas, Bob)
  - a. The classes are filling well and the numbers are good.
  - b. The classes less than 8 will be canceled, surcharged, or shortened
2. Dance Committee (Louise)
  - a. Themes for dances in 2017 – **Agreed** that the Dance Committee should decide themes
  - b. New Year's Eve report
    - b.i. Financials yet to be finalised, but it looks to be in profit
  - c. Update regarding Charity Gala Event – October/November 2017, or May 2018
    - c.i. MOTION: that we will NOT proceed with a Charity Ball Event this Spring of 2017, and that the Dance Committee report back in February with an outline of the feasibility of holding a possible Charity Gala Event in fall of

2017– responsibilities, goal of money raised, number of attendees, theme, approximate budget, venue

**Motion Approved**

- d. Discussion of how to recognize volunteers for their contributions, and how to improve the balance of leads/follows
3. Administrator’s Report
  - a. Hours
4. Promotions & Marketing (Steve –chair & Coralie)
5. Youth & Family Outreach (Bob & Coralie) – defer to February
6. Governance (Bob)
  - a. Proposal for 2017 Committee structure and makeup (see Attachment)
  - b. Proposal for a Board workshop on governance issues (see Attachment)
    - b.i. MOTION that the Governance Committee be authorised to arrange a Board development session not to exceed \$400

**Approved Unanimously**

- b.ii. MOTION that VBDS members Roberta Adams and Chris Siver be appointed to the VBDS Governance Committee

**Motion Approved**

- c. Update on Director Liability Insurance (see Motion above)
7. Treasurer’s Report (Thomas)
  - a.i. MOTION to purchase accounting software up to \$400
8. New Committee on Social Dimension (Bob & Coralie)
  - a. Proposed Terms of Reference for the new Committee (see Attachment)
    - a.i. MOTION to approve the Terms of Reference

**Approved Unanimously**

**Approved Unanimously**

#### **Other Business Arising from the Minutes**

- Music system – re-numeration – deferred to February Board meeting
- Jive Line/cell phone –deferred to February Board meeting
- Merchant Services – deferred to February Board meeting

#### **New Business**

- Do we add Seniors’ Home Demos to the newsletter, and possibly on a regular basis


**Approved**

**Date, Time, & Location of Next Meeting: Wednesday, 15 February, 6:30pm, Cedar Hill Rec**

**Adjournment: 9:03pm**

**Recording Secretary: Clare Martin**

**LIST OF ATTACHMENTS**  
for VBDS Board Meeting Minutes of  
11 January 2017

President's Report of 11 January 2017 

VBDS Governance Committee Report dated 10 January 2017

VBDS Social Dimension & Retention: Committee Terms of Reference & Guidelines  
DRAFT Vers #2 dated 09 Jan 2017

ATTACHMENT

**VBDS Governance Committee Report**

10 January 2017

I have several proposals related to the Standing Committee on Governance that I would like the Board to consider at our January Meeting:

***On the matter of the proposed structure and make-up of the Committee:***

It would be good if there were at least one other Board Member who would be willing to work as part of this Committee, with myself & a couple of non-Board Members. I would further like to propose that two VBDS Members who are non-Directors be appointed as members of the Committee: Chris Sivers (a lawyer, who has experience working with other not-for-profit organizations); and Roberta Adams (who has background on other volunteer Boards, who has attended a workshop on the new BC Societies Act, and who is interested in helping with our transition to conformity with the new Act).

I should note that, based on experience over the past year, this Committee has been functioning more as a “virtual committee” (as opposed to a committee with any regular meetings): for the most part so far, almost all recommendations & reports to the Board have been put together via email exchange, with only the occasional actual, “face-to-face” meeting-time required. Most of what is required is interest and time to do research & assessment: on what other similar Societies are doing regarding “governance initiatives”, and on related documents available on-line (including Government materials).

In terms of moving forward with the Committee over the next few months, I would like to propose that the “Terms of Reference” and “Workplan” for the Committee that were approved by the previous Board last year serve on an interim basis as guidelines for the work of the Committee, and that we report back to a later Meeting on any changes or updates that might be recommended. (If any Director is interested in these two documents, please let me know: I would be able & happy to forward them.)

My plan would be to introduce a Motion along the lines of the preceding, for consideration of the Board at our January Meeting.

***On the matter of a “Board Workshop Session on Governance Issues”:***

One of the recommendations of the outgoing Committee last year was that each new Board should organize a special annual workshop, involving an independent coordinator with experience beyond VBDS, to review and discuss the “essentials of good governance” facing VBDS, and other not-for-profit Boards such as ours. The recommendation was that this should

be done fairly early in the term of each Board. This kind of session would typically cover issues such as: what are the main roles & functions of Directors in organizations such as ours? what are our legal responsibilities, and “moral” responsibilities? what makes a good Director, and a good Board? how can a Board best handle sometimes sensitive & difficult issues like “conflict-of-interest”, and “privacy”?

With help from the previous Committee, I have identified several options so far for organizing a session of this type. None so far is ideal (one is at fairly reasonable price, but is not a particularly good fit for VBDS; the other option could be a “taylor-made” fit for us, but would be expensive). However, before committing further time investigating further options, I would like to seek further guidance from the Board on several issues:

- Do we agree, at least in principle, that we consider budgeting some expenditure for organizing a workshop session of this kind?
- If so, what timing might be most appropriate for us all, in terms of time during the week (e.g weekday evening? Saturday morning? Saturday afternoon? other?), and time of the month (eg. end of February? early March? late March? etc.)
- What budget expenditure might be reasonable for us for an initial undertaking of this kind?

I will be providing further detail on current options and costs at our Meeting, but I thought it would be useful if Directors were aware of these issues beforehand, and could give these matters some preliminary thought before we meet.

Respectfully submitted,  
Bob Adams  
Chair, VBDS Governance Committee

ATTACHMENT

**VBDS Social Dimension & Retention  
Committee Terms of Reference & Guidelines**

DRAFT Vers #2

09 Jan 2017

Terms of Reference

The VBDS Social Dimension & Retention Committee is a Committee of the VBDS Board, responsible to the Board, and reporting to the Board through the President as CEO.

The Committee is responsible for:

1. developing and proposing initiatives for review by the VBDS Board that are designed to strengthen the “social dimension and appeal” of existing and new activities within the Society, and/or to increase the retention of members over longer periods (especially after individuals or couples have taken VBDS workshops or regular classes);
2. overseeing and/or coordinating the implementation of such initiatives as approved by the Board, in full cooperation with other Committees or individuals who may be responsible for any related activities within the Society, as directed or requested by the VBDS President or Board (possible examples include coordinating with the Dance Committee, or the Committee on Youth & Family Outreach);
3. working with and assisting the Standards & Classes Committee and the Membership Coordinator in their administrative roles, especially so as improve retention from VBDS classes and workshops (examples may include regularly attending workshops & classes to ensure everyone gets a friendly greeting & feels welcome; or following-up with a personal contact to those who may “drop-out” after a few VBDS classes);
4. making decisions on any matters related to the above-noted Committee responsibilities that are expressly delegated to the Committee by the VBDS President or the Board.
5. reporting to the President and the Board on a regular basis; any action on decisions delegated to Committee shall be communicated to the President and the Board as soon as practicably possible, and at any rate no later than the earliest meeting of the directors to be held next after the action has been taken.
6. Adhering to all policies and procedures applicable to the Board (especially, but not limited to, Board policies on privacy and conflict-of-interest).

7. Reviewing these Terms of Reference, at least annually, and making recommendations through the President to the Board on any revisions to such.

#### Guidelines on Committee Procedures:

1. The Committee should solicit ideas from time to time from Directors and a cross-section of Members on possible new “social dimension initiatives” and on ways to further improve existing initiatives, including seeking out advice from informed individuals with experience or special skills within the VBDS Membership.

2. The Committee should consult with and gather information from individuals who may be affected directly or indirectly by any “social dimension initiatives” under consideration or approved by the Board.

3. The Committee may from time to time, under the general direction of the Board and the President, organize planning sessions, workshops, and/or meetings to seek input from &/or better inform the Membership or VBDS volunteers on issues related to the mandate & responsibilities of the committee.

#### Guidelines on Committee Membership

The Board should review and appoint the Chair/s and Members of the Committee, no less than annually. Membership should consist of at least one Director, and of others with special affinity and/or skills for strengthening the social dimension of the club. The Committee may be allowed to recruit additional Members as part of a “team” to assist with implementing the responsibilities of the Committee. The President is an ex officio member of the Committee.