



MEETING OF BOARD OF DIRECTORS #34

Tuesday, October 27, 2015 at 0900

Room C-308, Building C, Canadian Police College, Ottawa, ON

MINUTES

Attendance:

Present: Dave Leblanc (President), Al Rivard (Vice-President), Cal Small (Past President), John Francis (Treasurer), Peter Sorensen, Murray Milne, Jack Briscoe, Bob McKee, Bill Greenslade, Ron Lewis (Association Chief Advocate), Mark Gaillard (Executive Officer), Benoît Garceau (Executive Assistant)

Absent: Bill Maxwell (Secretary)

Observers: Céline Gingras, Alex Geddes, Bryan Neville (webmaster)

1. CALL TO ORDER

President Leblanc called the meeting to order at 0910 hours

2. PRESIDENT'S WELCOMING REMARKS

President Leblanc stated that Bill Maxwell had submitted a letter of resignation as a Director and as Secretary.

3. APPROVAL OF MINUTES OF LAST MEETING

Peter Sorensen **moved** the minutes of the last meeting (May 30, 2015) as presented be adopted.

Seconded by Jack Briscoe - **CARRIED**

4. VIRTUAL VOTES SINCE PREVIOUS MEETING

4.1 September 3, 2015 – Vice President **moved** that a \$500 donation be made to the Cameron and Bourdages Memorial Society, Inc

Seconded by Secretary - **CARRIED**

4.2 October 2, 2015 – Vice President, on advice of Executive Officer, **moved** to have a representative of the Association Board of Directors attend the November 11 parade at the National War Memorial and that a 20 inch wreath be approved.

Seconded by Secretary - **CARRIED**

5. APPROVAL OF AGENDA

Peter Sorensen added his report concerning website development under Item 11.2.

Murray Milne **moved** the agenda be adopted

Seconded by Jack Briscoe - **CARRIED**

6. CHANGE OF DIRECTORS

6.1 Resignation of Bill Maxwell as Director effective October 19, 2015

President Leblanc reported he is accepting Bill Maxwell's resignation as Director.

Vice-President Rivard **moved** that Céline Gingras be appointed to the vacant Director position.

Seconded by Peter Sorensen – **CARRIED**

President Leblanc swears in Céline Gingras as Director, replacing Bill Maxwell.

Follow-up Action Required: Executive Officer to notify Corporations Canada of change of Directors in accordance to section 134 Canada Not-for-profit Corporations Act. –
DONE – CONCLUDED HERE

7. CHANGE OF OFFICERS

7.1 Resignation of Bill Maxwell as Secretary effective October 19, 2015

President Leblanc accepted Bill Maxwell's resignation as Secretary and with concurrence of the Board **appointed** Executive Officer Mark Gaillard to be Association Secretary until further notice.

8. COMPOSITION OF COMMITTEES OF THE BOARD OF DIRECTORS

Vice-President Rivard presented the committee structure and appointments for 2015/2016 (attached)

9. TREASURER'S REPORT

October 2015 Statement of Financial Position and Income Statement (attached)

10. COMMITTEE REPORTS (CONSENT AGENDA)

10.1 RCMPVA Womens' Council

Jack Briscoe **moved** that the Association reimburse the two participants (Kathy Long and Darlene Worth) \$150 each to cover costs incurred to attend the cancelled meeting with the Commissioner.

Seconded by Peter Sorensen - **CARRIED**

11. COMMITTEE REPORTS (FOR DISCUSSION)

11.1 Operations NSTR

11.2 Communications

Peter Sorensen presented his October 26, 2015 paper entitled "Website Renewal Project Report." (attached)

Peter Sorensen **moved** that the Board of Directors approve the seven recommendations contained in the October 26, 2015 report.

Seconded by Bob McKee - **CARRIED**

11.3 Advocacy and Support NSTR

11.4 Membership and Recruiting

Jack Briscoe advised the Board of actions and activities he has undertaken regarding a membership strategy. He will bring forward a motion under any other business

11.5 Finance and Audit

Treasurer John Francis advised that we are still awaiting the report of the Public Accountant for 2014 which is the first such report since continuance on June 27, 2014. The procedure should be smoother in future years.

Murray Milne advised on activities related to disbursements under the RCMP BTF grant

12. OLD BUSINESS Nil.

13. NEW BUSINESS

13.1 AGM 2017 – Hosting offer by PEI Division

Vice-President Rivard advised that P.E.I. Division has agreed to host the 2017 AGM without a Convention. Dates will be June 1 and 2, 2017.

13.2 AGM 2016 – Preparations

NSTR. Association Operations Committee has responsibility for this.

Jack Briscoe **moved** that, in accordance with By-law 67, Cal Small be appointed as Chair of the Nominating Committee for the Annual General Meeting 2016.

Seconded by Vice-President Rivard - **CARRIED**

13.3 AGM 2015 – Follow-Up

13.3.1 Change of Corporate Name

Vice-President Rivard reported, that due to legal issues related to the Association's corporate name and paragraph 51(1)(c) of the Canada Not-for-profit Corporations Regulations, he recommended that the Association not formally change its name. Instead, he recommends that the change requested by Quebec Division be incorporated into its alternate name (i.e. change to word "vétérans" from "anciens") as per section 11 of the Canada Not-for-profit Corporations Act. As per sub-section 11(3) of the Act, the corporate name will be used on all contracts, invoices, negotiable instruments and orders for goods and services issued or made by or on behalf of the Association.

As for the word "anciens" on the Association badge and trademark, he understood that the RCMP will be changing its badge, possibly in 2017. It makes sense then for the Association look at exploring ways and means to change its badge in tandem with the Force in order to remedy the issue regarding the word "anciens."

Vice-President Rivard stated he would report this to the membership at the AGM 2016.

13.4 Compliance with Canada Not-for-profit Corporations Act

13.4.1 Financial Statements and Audit Report

Treasurer Francis stated that he has no concerns although the Audit Report is not completed. Executive Officer and Secretary Gaillard reported that the Association is compliant with the Act, but when the Report of the Public

Accountant is ready this must be submitted to Corporations Canada along with a Board of Directors resolution in writing accepting the Report.

13.4.2 Report on Changes of Directors

Executive Officer and Secretary Gaillard stated that under section 134 of the Act the Association must notify Corporations Canada of a change of Directors within 15 days.

13.4.3 Membership List

NSTR

13.4.4 Annual Report

Executive Officer and Secretary Gaillard reported that he has submitted the 2014/2015 annual report on time to Corporations Canada.

13.4.5 By-laws

Executive Officer and Secretary Gaillard stated that the By-Laws approved at AGM 2015 have been submitted to Corporations Canada on time.

13.5 Other

13.5.1 AIL Insurance

Jack Briscoe stated, due to several complaints and following consultations with George Savage and with AIL, he recommended that the Association terminate any and all agreements with AIL to provide insurance as a benefit to membership in the Association

The Board of Directors concurred. **CONCLUDED HERE**

13.5.2 RCMP Benefit Trust Fund Terms and Conditions

Treasurer Francis and Executive Officer and Secretary Gaillard reported on their meeting with Marc Pilon at the RCMP BTF Unit. They are awaiting response from Pilon on the draft terms and conditions proposed by the Executive Officer for the RCMP BTF annual Grant to the Association. SUI

13.6 CIMVHR Forum, Quebec City, November 23-25, 2015

13.6.1 Attendance (Gov. Rick Morris; Ex Officer) NSTR

13.7 Strategic Workshop October 27-29, 2015

To be held following Board of Directors Meeting

14. ANY OTHER BUSINESS

14.1 By-law 35 Annual Dues

Peter Sorensen **moved** that membership dues for 2016 be fixed at \$32.

Seconded by Rivard - **CARRIED**

14.2 Review of Membership Categories

Peter Sorensen **moved** that the Board create a working group to undertake consultations with the Divisions on reviewing the membership categories; introducing the concept of member at large; and considering the ramification on our dues structure, and to report to the Board by June 30, 2016.

Seconded by Murray Milne - **CARRIED**

14.3 Audit

Peter Sorensen **moved** that the cost of the first audit and consolidated financial statements be allocated to the Divisions for 2015.

Seconded by Bob McKee - **CARRIED**

14.4 Cheque-Signing Authority

Bill Greenslade **moved** that Al Rivard, John Francis, Jack Briscoe, Mark Gaillard and Benoit Garceau have cheque-signing authority for Association bank accounts.

Seconded by Bob McKee - **CARRIED**

14.5 Website Renewal

14.5.1 Murray Milne **moved** to expend up to \$15,000 for the Website Renewal Project for 2016.

Seconded by Briscoe – **CARRIED**

14.5.2 Peter Sorensen **moved** that the Association Operations Committee be authorized to contract with Gambit IT Solutions as per Recommendation 6 of the October 26, 2015 Website Renewal Project Report.

Seconded by Jack Briscoe - **CARRIED**

14.6 Marketing Strategy

Jack Briscoe **moved** that up to \$10,000 be authorized to use to consult with an Ottawa-based marketing firm on the new branding/marketing strategy for the Association.

Seconded by Bill Greenslade - **CARRIED**

14.7 AGM 2017

Peter Sorensen **moved** that the Board accept the recommendation of the Association Operations Committee to hold the 2017 AGM in P.E.I.

Seconded by Murray Milne - **CARRIED**

15. FOR THE GOOD OF THE ASSOCIATION

Nil

16. NEXT MEETINGS

TBD. Proposed date of next meeting is Wednesday, January 27, 2016

17. ADJOURNMENT

Meeting was recessed on October 27, 2015 at 12:00 hours and resumed on October 29, 2015 at 09:30. Meeting was adjourned at 12:30 on October 29, 2015.

Approved by Board of Directors - 2016-01-27 1300