

PROBUS CLUB OF VANCOUVER

MINUTES OF MANAGEMENT COMMITTEE MEETING HELD JUNE 5, 2018 AT 9:30 A.M. AT THE
SHAUGHNESSY GOLF & COUNTRY CLUB

ATTENDEES: Hugh Lindsay – Chair, Rich Carson, Hugh Chaun, Doug Cucheron, Peter Hamilton, Doug Jones, Brian Maunder, Peter Scott, Tim Sehmer, Roy Williams, Jack Zaleski

REGRETS: Raymond Greenwood

GUESTS: Bill Hooker, David Pulfrey, Peter Brock

1. President Hugh Lindsay called the meeting to order at 9:30 a.m. and welcomed all, with a special welcome to Peter Brock, Bill Hooker and David Pulfrey (the Nominating Committee's recommendations for Website Committee Chair, Speakers Committee Chair and Newsletter Editor & Publisher for our 2018/2019 operating year). Tim Sehmer acted as secretary. The agenda circulated by the president on May 29 was approved.
2. A quorum of members being present, the president declared the meeting properly constituted for the transaction of business. All committee chairs were present in person or through a representative.
3. The minutes of the April 3, 2018 meeting were approved.
4. Business arising from the last meeting: Hugh Lindsay referred to his May 9 email to the Management Committee attaching a report on the BC Probus Club Management Conference held at Point Grey Golf Course on April 28 and the notes of Bill Sexsmith's presentation. Hugh, Hugh Chaun, Peter Scott and Jack Zaleski attended as our representatives. Hugh confirmed that the conference had been well attended and was very useful.
5. Secretary's Report: Hugh Lindsay, Brian Maunder, Carl Jonsson (one of our honorary counsel) and Tim met on March 28 to discuss: (1) our practice of providing indemnity agreements to members of the Management and Activities Committees; and (2) revisions to our constitution and bylaws. Tim reported as follows:

Indemnity Agreements/Insurance: Probus Vancouver has insurance coverage under Probus Canada's liability policy which extends to all Probus clubs in Canada. We also maintain our own policy of liability insurance, largely to comply with the requirements of the owners of our meeting venues that we have third party liability insurance specifically covering those venues. This represents duplication of coverage that we can eliminate by obtaining endorsements from Probus Canada's insurers confirming coverage of our specific venues.

At present, we have written indemnity agreements between Probus Vancouver and its Management Committee and Activity Committee members. These are of limited practical value

as our only asset is a bank account with a modest balance. However, directors' and officers' insurance ("D&O insurance") is available through Probus Canada's insurers at a modest annual premium (currently approx. \$300), and that coverage would apply not only to our directors and officers but also to all committee members and other volunteers, all of whom would be "insureds" under the policy. This insurance would provide far more effective and substantial protection than indemnity agreements from Probus Vancouver.

Accordingly, on motion duly moved and seconded, it was resolved that:

1. Probus Vancouver buy D&O insurance through HUB – the insurance brokers for Probus Canada;
2. We ask HUB to provide us with an endorsement to Probus Canada's third party liability insurance confirming coverage under that policy for our specific meeting venues; and
3. Once we've secured the above endorsement and have confirmed that it's acceptable to the Space Centre, we cancel our own general liability insurance policy.

It was also agreed that we discontinue the practice of having indemnity agreements.

Constitution and bylaws: There are three reasons for reviewing our constitution and bylaws at this time: (1) our bylaws, by their terms, require a review every three years, and the last review was in 2014; (2) changes to both documents are required in order for us to transition under the new Societies Act (which must be done no later than November 18 of this year); and (3) there are a number of concepts in our bylaws that do not work well and need fixing (for example, the concept of having a separate board of directors and management committee, with no clear delineation of roles and responsibilities between the two bodies). Tim asked for volunteers to join him and Hugh Lindsay in preparing proposed amendments for review by the management committee at its August meeting, with a view to putting the amendments forward for approval by special resolution of the members at the September AGM. Peter Scott and Bill Hooker volunteered.

The meeting approved a vote of thanks to Carl Jonsson for his efforts and assistance on these matters.

6. Treasurer's Report: Doug Cucheron took the meeting through the budget for the year ending July 31, 2019 that he'd circulated prior to the meeting. The budget incorporates a \$150 per month increase (effective January 1, 2019) in the cost of using the Space Centre as our meeting venue. On Doug's recommendation it was agreed that the membership dues for next year (i.e. for our financial year starting August 1, 2018) will be increased to \$80 (a \$20 increase), with a view to operating on a break even basis in 2019 without impairing our accumulated cash surplus of approx. \$13,000. It was noted that this increase would still not bring the dues back to the same level they were 5 or 6 years ago (they were \$85 in 2012). It was agreed that there should be no increase in the \$50 initiation fee at this time.

7. Strategic Plan: Brian Maunder took the meeting through a document he'd circulated prior to the meeting, reporting on the implementation status of various elements of the 2018 strategic plan.
8. Speaker's Committee: Hugh Chaun introduced Bill Hooker as the Nominating Committee's recommendation to replace Hugh as chair of the Speaker's Committee. Hugh then reviewed an updated schedule of confirmed speakers for the balance of 2018 that he had circulated prior to the meeting, and reported that the following speakers were being lined up for 2019:
 - Prof. Paul Budra (SFU) – "A Life But Was a Flower: Shakespeare's Plants"
 - Dr. Nazira Chatur (UBC Dept. of Medicine) – "The Ismaili Community in Vancouver and globally".

In addition the following are potential speakers:

- Keiron McConnell, PhD (Kwantlen U) – "The Construction of the 'Gang' in BC"
- Lori Ackerman, Mayor of Fort St. John – "Pipelines"
- Don Cherrington (retired Fraser Valley lawyer) – "The Walk to Camelot"

Hugh advised that his committee would be holding its annual "think tank" meeting on June 19. Finally, Hugh reported on enquiries he'd received from the Ministry of the AG with respect to the upcoming presentation by David Eby on June 12. A discussion on security issues ensued. It was agreed that the Space Centre should be notified of this event, and that we should take extra precautions to ensure that only members and their guests enter the auditorium.

9. Membership Committee: Peter Hamilton reported that we currently have approx. 380 active members with 9 applicants currently on the waiting list. Tim Sehmer pointed out that our bylaws require that applications for membership be approved by the Management Committee. After discussion, and on motion duly made and seconded, it was resolved that the Management Committee delegate to the Membership Committee its authority to approve applications for membership. The Membership Committee will circulate the waiting list of membership applicants to the Management Committee before each Management Committee meeting.
10. Website & Database Committee: Jack Zaleski reported that Peter Brock is updating the website. The membership database, which is the responsibility of the Membership Committee, is currently managed by Jack. Jack will be showing Peter Brock and Peter Scott how to manage the database to ensure continuity in the future. Paypal has been put on our website on a trial basis as a method of payment for specific activities. The trial has been successful and Jack recommended adopting Paypal as an alternate method for making all payments, including membership dues. On motion duly made and seconded, it was resolved that Paypal be approved as a method of payment of all amounts payable by our members. The Committee is

also investigating options in terms of point-of-sale payment systems such as the swiping or tapping of credit or debit cards.

11. Activities Committee: Rich Carson reported that Chris Finch had done an excellent job of organizing tomorrow's trip to the Squamish Lil'wat Cultural Centre and to the Audain Gallery at Whistler, and the bus would be full. The experience has emphasized the benefit of liaising with other clubs when planning major activities. In terms of other activities, Rich reported that:

- There are 50 tickets available for the Bard on the Beach event in July;
- The potential tour of a recycling facility has been deferred, as the operator has cancelled all further tours for the balance of the year due to a reorganization;
- A tour of the new Polygon Gallery near the North Shore terminal of the Seabus is being planned for August or September;
- Another walk John Aitken is being organized for the Spring of 2019.

12. Newsletter Committee: Peter Scott introduced David Pulfrey as the Nominating Committee's recommendation to replace Peter as chair of the Newsletter Committee. They will work together on the July and August newsletters.

13. Member Services Committee: Hugh Lindsay reported on Raymond Greenwood's behalf that the monthly rental for the Space Centre auditorium was being increased by \$150 to approximately \$1,040 effective January 1, 2019. After discussion of past increases, it was agreed that the rent was still reasonable, and that our rental agreement should be renewed.

14. Historian: Roy Williams noted that one of the items in the Historian's job description is "bringing the members' attention to the history of the Club", and asked for suggestions as to how this might be done. The view of the meeting was that Roy is doing an excellent job of maintaining the history of the Club on the website and no additional efforts were suggested.

15. Nominating Committee: Doug Jones circulated the report of the Nominating Committee (consisting of Doug, Hugh Lindsay, Peter Scott and Brian Maunder), recommending the following slate of nominees for election to the Management Committee at the AGM:

President and Director	-	Peter Scott
Past President and Director	-	Hugh Lindsay
Vice-President and Director	-	Hugh Chaun
Secretary and Director	-	Tim Sehmer
Treasurer and Director	-	Doug Cucheron
Speakers Committee Chair	-	Bill Hooker
Membership Committee Chair	-	Peter Hamilton

Website Committee Chair	-	Peter Brock
Activities Committee Chair	-	Jack Zaleski
Newsletter Editor & Publisher	-	David Pulfrey
Member Services Committee Chair	-	Raymond Greenwood
Historian and Archivist	-	Roy Williams

The Nominating Committee also recommended that Brian Wasson, Carl Jonsson and Bill Randall be re-appointed as honorary Counsel.

Any additional nominations must be conveyed to the Nominating Committee at least 14 days prior to the AGM.

16. New Business: There was no new business.

The meeting ended at 11:30 a.m.

The next regular management committee meeting will be held on Tuesday, August 7, 2018 at the Shaughnessy Golf and Country Club