

PROBUS CLUB OF VANCOUVER

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS HELD BY ZOOM TELECONFERENCE AT 10:00
A.M. ON TUESDAY, JULY 7, 2020

ATTENDEES: Hugh Chaun – Chair, Rich Carson, Peter Brock, Doug Cucheron, Raymond Greenwood, Peter Hamilton, Bill Hooker, Peter Scott, Tim Sehmer, Ken Waithman, Roy Williams, Jack Zaleski

GUESTS: Hugh Lindsay, Brian Street

1. Hugh Chaun acted as chair and called the meeting to order at 10:05 a.m. Tim Sehmer acted as secretary. The agenda circulated by Hugh on July 1 was approved.
2. A quorum of the board being present, the chair declared the meeting properly constituted for the transaction of business. The chair noted that all the committee chairs were present. The chair then opened the meeting by thanking Peter Hamilton and Roy Williams (who will be stepping down from their roles as directors and as chair of the Membership Committee and Historian and Archivist, respectively, at the AGM in September) for their service and support.
3. Minutes of Last Meeting: The minutes of the April 20 and May 26, 2020 board meetings were approved.
4. Business arising from the May 26, 2020 board meeting:
 - a. PROBUS Canada: The chair noted that David Scott has been diligent in sharing information from PROBUS Canada with us and the other PROBUS Canada District 2 clubs, and that PROBUS Canada's role is to co-ordinate and give advice to member clubs, but not to interfere with them. The chair reported that he had participated with other B.C. PROBUS club representatives on a recent call, and would be having another call in a few weeks to discuss speakers.
 - b. Use of Zoom call recordings: At the last meeting it was reported that our upcoming speakers were happy to give "virtual" presentations using the Zoom videoconference app. We record the videoconferences. Subsequent to the meeting, a question arose as to whether, and to what extent, we should make the recordings available to our members. In the resulting exchange of views, concerns were raised as to possible breaches of intellectual property and privacy rights. After discussion, it was noted that:
 - i. Historically, the live presentations were recorded solely for the purpose of assisting in the preparation of a summary of the speaker's remarks (and the subsequent Q & A session) for our newsletter; and
 - ii. There is no compelling reason to make a library of the videoconference presentations available to our members. Not making them available would

simply mean that members missing a videoconference presentation would be in the same position as when they missed a live presentation in the past.

Accordingly, it was agreed by consensus that videoconference recordings would not be made available to our members. This will permit the Speakers Committee to continue to assure speakers that the recordings will be used solely for the purposes of summarizing the presentation for our newsletter and will then be deleted.

5. Secretary's Report: Tim advised that he had received helpful comments from Hugh L, Peter S and Jack as to how other organizations are holding their AGMs despite the social distancing restrictions imposed to deal with COVID-19. Tim also noted that the BC government has taken the following steps:
 - a. Under the provisions of the Emergency Program Act, the Solicitor-General has issued Ministerial Order M116 ("Electronic Attendance at Corporate Meetings (COVID-19) Order") permitting all BC companies and societies (regardless of any restrictions in their bylaws) to hold meetings by telephone or other communications medium if all persons participating can communicate with each other and vote;
 - b. Section 71(3) of the Societies Act permitted the Registrar of Companies to extend the time for a society to hold its AGM until no later than March 31 of the next calendar year. Under the authority of another Ministerial Order, the Registrar has given itself the power to extend this deadline to no later than November 1 of the next calendar year.

Deferring the AGM isn't an attractive option, as the new board cannot be elected until the AGM, so the existing board would have to remain in office until that time. Based on the comments received from Hugh, Peter and Jack, Tim advised that there's no reason that the AGM can't be held by Zoom videoconference in September as scheduled.

6. Treasurer's Report: Doug referred to his email of July 1 attaching financial statements for the 11 months ending June 30, 2020, and two versions of a budget for our next financial year (i.e. August 1, 2020 to July 31, 2021).

Version 1 of the budget assumed that there would be no in-person meetings or activities during the entire year and proposed reducing the annual membership fee from the current \$80 to \$40.

Version 2 of the budget assumed that a vaccine would be widely available early next year and in-person meetings and activities would resume in February, and proposed reducing the annual membership fee to \$60.

After discussion, a consensus was reached to approve the Version 2 budget, as it's the more conservative option and avoids the administrative problems of increasing the membership fees if things haven't returned to normal early in the new year. It was noted that when the renewal notice is sent out this year, it should be accompanied by a covering note explaining the

budgeting approach and fee reduction. A draft of this note be circulated for board comment before being sent out.

7. Speakers Committee: Bill reported that:
 - a. Hugh C's cousin, Henry Litton, a retired judge of the Final Court of Appeal in Hong Kong and author of "Is the Hong Kong Judiciary Sleepwalking to 2047?" and "Can Freedom and Liberal Values Thrive if the Common Law Crumbles?", has agreed to speak at our August meeting about the challenge to democracy in Hong Kong. Hugh C will try to arrange the presentation for 8 pm on Tuesday August 11 (8 pm being a time slot that seemed to work well with Dan Kalla's presentation in May);
 - b. Max Cameron, originally scheduled to speak on pandemics and populism at our August meeting, was happy to re-schedule to November;
 - c. Andrew Trites, our July 14 speaker, will be introduced by Chris Finch and thanked by John Madden.

Bill also reported that Don Hudson, John Kay and Sholto had left the committee's "think tank", and have been replaced by Chris Finch, Rick Brenner and Peter Delaney.
8. Membership Committee: Peter Hamilton reported that there are now 370 active members, 4 inactive members, and 4 applicants for membership on the waiting list.
9. Activities Committee: Jack advised that there will be no activities planned until after the pandemic restrictions have been lifted.
10. Newsletter Editor: Nothing to report.
11. Member Services Committee: Nothing to report. Raymond has contacted the Space Centre to determine what the rental rate will be next year if we resume in-person meetings.
12. Website & Database Committee: Nothing to report.
13. Historian/Archivist: Nothing to report.
14. Nominations Committee: The committee's report is attached to these minutes.
15. New Business: Peter S suggested that we acknowledge our member Sam Gibson, whose 100th birthday is on June 5, 2021, at the June 8, 2021 meeting.
16. Adjournment: The meeting was adjourned at 11:15 a.m.

The next meeting will be held by Zoom videoconference on Tuesday, August 4, 2020 at 10:00 a.m.

NOMINATION COMMITTEE REPORT TO THE BOARD OF DIRECTORS AT THE JULY, 2020 BOARD MEETING

The committee members were: Peter Scott, Chair; Hugh Chaun; Jack Zaleski and Rich Carson.

Two directors decided to retire, Peter Hamilton, Membership and Roy Williams, Historian & Archivist. This ends Roy's 22 years on the Management Committee and Board of this club. Congratulations, Roy!

These two retirements meant a bit of shuffling of positions among the board members. Jack Zaleski agreed to take over the Membership Chair and our Director at Large, Ken Waithman agreed to take Jack's place as Chair of the Activities Committee. Tim Sehmer agreed to be Rich Carson's Vice President and Brian Street will join the board as Secretary. Hugh Lindsay has agreed to return to the board as Historian & Archivist.

The Slate to be put before the members at the Annual General Meeting on September 8, for the year from September 2020 to August 2021 is as follows:

President	Rich Carson
Past President	Hugh Chaun
Vice President	Tim Sehmer
Secretary	Brian Street
Treasurer	Doug Cucheron
Speakers Committee Chair	Bill Hooker
Membership Committee Chair	Jack Zaleski
Activities Committee Chair	Ken Waithman
Website & Database Committee Chair	Peter Brock
Membership Services Committee Chair	Raymond Greenwood
Newsletter Editor & Publisher	Peter Scott
Historian and Archivist	Hugh Lindsay