



MINUTES

Of The

Special Board of Directors' Meeting No. SD19-01

Held on May 4, 2020

Via Teleconference

Presiding: Dave LeGallais, President

Purpose: To receive and accept reports of By-Law and Executive Committees

Directors Present: **Dave LeGallais (President)**
 John Scherrer (Secretary)
 Cheryl Rines (Treasurer)
 Jim Abram, Ron Coe
 Jeanne Chislett, Carol Hedenberg

Staff Members: Karie Papillon, Adult Programs Coordinator
 Andrew Bailey, Assistant Programmer

Minutes Recorded by: Lydia Schuster, Recording Officer

Call to order: A quorum being present, President Dave LeGallais declared the meeting open to transact business at 12:30 hours.

The President, acknowledging the recent loss of Vice-President Jan Freedman, proposed a moment of silence in tribute to Jan and her unstinting commitment and contribution to the Board and Aurora Seniors Association.

This being a teleconference meeting, directors agreed that motions would be voted on by requesting votes against motions – **i.e. if no objections, motions would be declared as carried.**

On motion duly moved, seconded and carried it was resolved that:

SD19-01-01 Approval of Agenda

Moved by: C.Hedenberg/C. Rines

That the Agenda be approved as distributed.

CARRIED

SD19-01-02 By-Law Committee Report (Attached)

Committee Chair John Scherrer presented the report and recommendations of the By-Law Committee noting that given the current situation where the Association's business is being conducted electronically via email, the Committee had engaged in a review of current ASA By-Laws in an attempt to provide clear direction in the event a similar crisis were to prevent the Association from conducting its business as usual. Accordingly, the Committee recommends the addition of the following clauses:

Motion by: C. Rines/C.Hedenberg

That the Board approve the addition of the following clauses to A.S.A. By-Law #1:

Section 1.03.03 – Elections

Add: 1.03.03 d) Where for just and sufficient cause, the election of Directors cannot be conducted in accordance with the By-laws of the Association, elections shall be suspended until such time as elections can resume. The current Board of Directors shall remain seated until such time as the elections are completed and ratified, during said period sections 1.03.02 b) and 1.03.02 d) shall not apply.

Add: 1.03.03 e) However, if elections are delayed to the extent that the election process cannot be brought to completion, (*ratification by the membership and swearing in the newly elected Directors*) in not less than 90 days prior to the call for the next election, then the election cycle will be advance by one year.

Section 1.08.00 POWERS – DIRECTORS

Add: 1.08.01 The Board of Directors is empowered to suspend specific By-laws, Regulations and Policies whereby, they would otherwise prohibit the Board from conducting the affairs of the Associations. The Board must be able to demonstrate to the membership its actions were essential to operations of the Association and disclose what those actions were.

Ron Coe requested the following changes:

1.03.03 – remove the word “However” and change the word “advance” to read “advanced”.

1.08.01 – remove the phrase “whereby, they” and replace with the word “that”.

1.08.01 – expand the last sentence to include a clear timeline for disclosure to the membership.

In reference to the above, Carol Hedenberg proposed adding: “in the Minutes of Board of Directors Meetings”

The above changes and addition were agreed to by the mover and seconder and the motion was CARRIED

SD19-01-03 Executive Committee Report (Attached)

Dave LeGallais presented and reviewed the report and recommendations of the Executive Committee regarding the two Director vacancies and the proposed research into virtual meetings.

a) Director Vacancies

In the ensuing discussion regarding the director vacancies, John Scherrer referenced By-Law #1 Section 1.04.00 – Vacancies on the Board, and specifically section 1.04.02 that provides for filling vacancies by appointment – i.e.

1.04.02 (Reference: Procedure for Appointment of Directors)

Notwithstanding **1.04.01**, the Board, at its discretion may appoint interim directors to fill vacancies until the next Annual General Meeting at which time the interim directors appointment shall terminate.

John clarified that with no definitive duration for current restrictions, it is unlikely that 2020 director elections can be completed within the time remaining in 2020. Accordingly, the 2020 elections would be advanced to 2021 and the current Board will continue in place until that election process is completed.

Accordingly, in order to clarify the process Carol Hedenberg moved, seconded by Jim Abram

That the 2020 Director Elections be cancelled and advanced to 2021.
CARRIED

Referring to the Executive Committee recommendation regarding the two director vacancies,

Moved by: J.Scherrer/J.Abram

That the Board of Directors approve the filling of the two (2) positions of Director by appointment in accordance with the Association's By-laws and the Procedure for Appointment of Directors.

CARRIED

John will provide a status update at the May 25 Regular Board Meeting.

b) Virtual Meetings

Dave reported that in discussions with Karie and Bob Hedenberg they had confirmed the viability of holding virtual meetings using the Zoom platform.

This would require ASA establishing an account with Zoom at a monthly fee of approximately \$27. Karie has agreed to look after the subscription and to facilitate meetings.

ASA members would be notified by e-flash on the procedure for downloading Zoom at no cost. Members without internet service would be contacted by phone and informed of their options for joining the meeting.

Zoom provides a voting and polling record which would have to be verified, with decisions being ratified following verification of membership status.

This vehicle would enable holding Committee Meetings, General Meetings and the required Annual General Meeting. Karie added that Zoom has the potential to be used for many more activities – e.g. seminars, computer club demonstrations.

Directors engaged in a discussion that resulted in

Motion by: R.Coe/J.Chislett

That the Board of Directors approve the Committee's continued research into the feasibility of the Association holding virtual meetings when, by law, social gatherings are not permitted.

CARRIED

Motion by: J.Abram/C.Rines

That A.S.A. commit to subscribing to the Zoom Platform and that the Seniors Adult Program Coordinator be authorized to establish a Zoom account on behalf of the Association.

CARRIED

Dave noted that a trial using Zoom will be arranged for the May 25 Regular Board Meeting.

SD19-01-04 Adjournment: the meeting was declared adjourned at 13:47 hrs.