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## Board Meeting Minutes

January 25, 2024

**Present:** Barbara Gibson (President), Jay Pritchard (Vice President), Spurgeon Gammon (Treasurer), Dolores Brent, Kaye Langager, Lorne Brackenbury, Sharon Quickfall, Haidong Liang (Executive Director), Barbara Jaffray (Operations Manager), and Gabriela Sanchez Castro (Board Secretary).

Regrets: Lois Thurstan, Wendy Jerome

### 1. Welcome and Introduction

a. Call to order – Barbara Gibson

The President called the meeting to order at 9:00 a.m. in the Westend Seniors Activity Centre Board Room.

b. Acceptance of the Agenda

*Moved by Jay Pritchard, seconded by Lorne Brackenbury, the Board accepts the agenda as circulated. Carried.*

c. Approval of the Minutes

*Moved by Spurgeon Gammon, seconded by Kaye Langager, the Board accepts the minutes of the December 21, 2023 Board Meeting as circulated. Carried.*

d. President's Comments

- Barbara Gibson welcomed Lesley Conley to the meeting.
- Reminder to Board Members to attend the Toonie Talk – What Will your Legacy Be?



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## 2. Executive Director's Report

Haidong Liang presented the highlights of the month on membership, class enrollment, programs, events, Outreach program, volunteerism, facility rentals, Community Café and Frozen Meal programs, facility maintenance, grant application, funding, communications, partnerships, and fundraising.

## 3. Information Session and Discussion

Topic: Diversification of Revenue Streams

- Grants, memberships, class registration, and in-kind donations have been the Centre's main income streams.
- Tuck shop, reward system, fundraising, increased capacity of service (space, staff, instructors) could be considered as forms of diversifying revenue streams.
- Considerations on the impact in the status of the organization as a non-profit from the diversification of revenue streams have to be considered.

## 4. Committee Reports

- a. Finance Committee Report – Spurgeon Gammon

### Signing Authority change

*Moved by Spurgeon Gammon, seconded by Jay Pritchard that effective January 25, 2024, Barbara Gibson, Jay Pritchard, Spurgeon Gammon, Lois Thurstan, Kathleen Langager and Haidong Liang are appointed as Signing Authorities, and that these persons are the only signing authorities for Westend Seniors Activity Centre. Carried.*

### Financial Statements

*Moved by Spurgeon Gammon, seconded by Barbara Gibson that the Board accepts the December 23, 2023 Financial Statements as information. Carried.*

- The Accounting Department has begun the implementation of an automated payment system.



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- The audit is scheduled for the last week of January 2024.
- The first draft of the 2024 Centre's budget to be presented during the February Board meeting.

*Moved by Sharon Quickfall, seconded by Lorne Brackenbury, that the Board accepts the Finance Committee report as presented. Carried.*

b. Policy and Bylaw Committee Report – Dolores Brent

Bylaw Proposed changes as indicated in the Committee's Report:

Bylaw 4 GOVERNANCE OF THE ORGANIZATION

4.1. The Board of Directors

4.1.4 (a)

To allow individuals with diverse backgrounds and profiles to serve as Board Director. To improve recruitment.

*Moved by Lorne Brackenbury, seconded by Sharon Quickfall that the proposed changes be adopted.*

- Amendments to the wording were suggested.

*Moved by Lorne Brackenbury, seconded by Sharon Quickfall that the proposed changes be adopted as amended. Carried.*

Bylaw 2 MEMBERSHIP IN THE ORGANIZATION

2.3. Rights and Privileges of Members

2.3.3.a & 2.3.3b

- This motion will be review by the Committee and bring back to the Board for discussion.

Addition to Bylaw 4.1.2 to read:

4.1.2j The Board of Directors appoints individuals to serve on Ad Hoc Committees

The Governance Policies shall specify composition and responsibilities for each Board committee specified in subsection 4.5.2 and 4.5.3.



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*Moved by Jay Pritchard, seconded by Sharon Quickfall, to accept the changes to add 4.1.2j to 4.1.2 to the Board Policy. Carried.*

- The Committees requests to accept Lesley Conley as a member of the Policy and Bylaw Committee.

*Moved by Jay Pritchard, seconded by Lorne Brackenbury, that the Board accepts Lesley Conley as member of the Policy and Bylaw Committee. Carried.*

*Moved by Dolores Brent, seconded by Kaye Langager, that the Board accepts the Policy and Bylaw Committee report as presented. Carried.*

c. Nominations and Elections Committee Report – Spurgeon Gammon

- There are six (6) returning Board Members
- The nominations submitted to date count five (5) candidates for Directors one (1) for President
- If no additional nominations are received, no election will be necessary
- The Board Candidates Forum is scheduled for Tuesday morning – February 20, 2024, 10:00 a.m. to 12:00 p.m.

*Moved by Jay Pritchard, seconded by Dolores Brent, that the Board accepts the Nominations and Elections report as presented. Carried.*

d. Government Liaison Committee – Haidong Liang

- A detailed report of his meetings was given during the ED Report.

*Moved by Barbara Gibson, seconded by Kaye Langager, that the Board accepts the Government Liaison Committee oral report as presented. Carried.*

e. Planning Committee Report – Jay Pritchard

- No report.

f. Executive Committee Report – Barbara Gibson

*Moved by Jay Pritchard, seconded by Sharon Quickfall, that the Board accepts the Executive Committee report as presented. Carried.*



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- g. Human Resources Committee Report – Barbara Gibson
  - Discussion moved to the ‘in camera’ session.
- h. Tax Exemption Ad Hoc Committee Report – Jay Pritchard

Motion to disband the Tax Exemption Ad Hoc Committee

*Moved by Jay Pritchard, seconded by Spurgeon Gammon, for the Tax Exemption Ad Hoc Committee to be disbanded effective immediately. Carried.*

- i. Ad Hoc Fundraising Committee - Barbara Gibson and Barbara Jaffray
  - Administration Policy changes to wording for the In-Kind donations
    - Official tax receipts will be issued for cash donations of \$25.00 or more, and in-kind donations of \$50.00 or more.

*Moved by Barbara Gibson, seconded by Jay Pritchard, that the Board accepts the Ad Hoc Fundraising Committee report as presented. Carried.*

## 5. NEW BUSINESS

- a. Draft 2024 Budget
  - Discussion moved to the February Board meeting.
- b. Opening Board Director positions to non-members
  - Discussion ensued during the Policy and Bylaw Committee report.
- c. Discussion of Focus Groups related to B.6.6.5 Part 1 – Board Member Self-Assessment and Part 2 – Board Member and ED Assessment of the Board (see attachments)
  - Opportunities for improvement: distribution of duties (Committees composition), work recognition and training.
- d. Strategy for preparing for AGM
  - Planning of the meeting - Executive Committee
  - Presentation of motions and Policy/Bylaw changes - Policy and Bylaw Committee
  - Procedures and Logistics – Administration



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- e. 'In-Camera' session – Human Resources Committee

*Moved by Jay Pritchard, seconded by Kaye Langager, that the Board go into closed session at 11:25 a.m. time. Carried.*

*Moved by Spurgeon Gammon, seconded by Sharon Quickfall, that the Board return to open session at 11:40 a.m. time. Carried.*

*Moved by Barbara Gibson, seconded by Sharon Quickfall, that the Board accepts the amend document prepared by the Human Resources Committee and disclosed in the closed session, with the appropriate follow up actions be taken. Carried.*

## **6. Next Board Meeting**

February 29, 2024 from 9:00 a.m. – 12:00 p.m. in the Board Room.

## **7. Adjournment**

*Moved by Jay Pritchard, seconded by Lorne Brackenbury to adjourned this meeting at 12:00 p.m. on January 25, 2024.*

Minutes recorded by Gabriela Sanchez Castro, Board Secretary.