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## Board Meeting Minutes

February 29, 2024

**Present:** Jay Pritchard (Vice President), Kaye Langager, Lois Thurstan, Lorne Brackenbury, Sharon Quickfall, Wendy Jerome, Haidong Liang (Executive Director), Barbara Jaffray (Operations Manager), and Gabriela Sanchez Castro (Board Secretary).

**Through Zoom:** Barbara Gibson (President).

**Regrets:** Dolores Brent, Spurgeon Gammon (Treasurer).

### 1. Welcome and Introduction

a. Call to order – Jay Pritchard

The Vice President called the meeting to order at 9:10 a.m. in the Westend Seniors Activity Centre Board Room.

b. Acceptance of the Agenda

*Moved by Sharon Quickfall, seconded by Lorne Brackenbury, the Board accepts the agenda as circulated. Carried.*

c. Approval of the Minutes

*Moved by Lorne Brackenbury, seconded by Wendy Jerome, the Board accepts the minutes of the January 25, 2024 Board Meeting as circulated. Carried.*

### 2. President's Report

- Barbara Gibson, Jay Pritchard and Haidong Liang had a telephone conversation with Service Alberta and Red Tape Reduction (Government of Alberta) on revised objects and submission of bylaw changes.
- The President thanked Board Directors and staff since this was her last Board meeting as President.



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### 3. 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.

### 4. Committee Reports

#### a. Finance Committee Report – Spurgeon Gammon

Monthly Financial Statements:

*Moved by Spurgeon Gammon, seconded by Sharon Quickfall that the January Monthly Financial Statements be accepted as information. Carried.*

Audited Financial Statements, December 31, 2023:

*Moved by Spurgeon Gammon, seconded by Lois Thurstan that the Audited Financial Statements for December 31, 2023 be approved by the Board. Carried.*

GIC Renewal:

*Moved by Spurgeon Gammon, seconded by Wendy Jerome that GIC #69 and 71 be renewed for a one-year term at 4.95%. Carried.*

Budget:

- Budget for the year ending December 31, 2024 prepared by management shows a loss of \$51,454 after Depreciation of \$67,716. Actual cash flow amounts to \$16,262.

*Moved by Spurgeon Gammon, seconded by Lorne Brackenbury that the 2024 Budget be accepted. Carried.*



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**Sustainability Fund:**

- As a result of the positive cash position for the year ended December 31, 2023, the Finance Committee proposed to move the excess cash funds back to the Sustainability Fund.

*Moved by Spurgeon Gammon, seconded by Kaye Langager that \$30,000 be allocated from Operating Fund to the Sustainability Fund and that that amount be invested in a one-year GIC at Service Credit Union. Carried.*

- b. Policy and Bylaw Committee Report – Kaye Langager
  - Review and discussion of the list of Bylaw changes was carried to item 5. New Business (b).
- c. Nominations and Elections Committee Report – Jay Pritchard
  - For the 2024 AGM, eleven (11) members have fulfilled the requirements to serve on the WSAC Board of Directors. No election is necessary as the maximum number of members has not been exceeded.

Board members returning for the second year of their first term:

1. Wendy Jerome

Board Members returning for a first year of their second term:

1. Lois Thurstan
2. Lorne Brackenbury

Board Members returning for a second year of their second term:

1. Dolores Brent

Serving automatically as Past President for a one-year term:

- Barbara Gibson



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Incoming President for a one-year term:

- Jay Prichard

New Board Members for a two-year term:

1. Barbara Thompson
2. Sharon Smith
3. Dave Baxandall
4. Michael Leathwood
5. Dianne Walker

d. Government Liaison Committee – Haidong Liang

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

e. Planning Committee Report – Jay Pritchard

- No report was presented.
- The Committee has scheduled a meeting on March 5, 2024.

f. Executive Committee Report – Barbara Gibson

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

g. Human Resources Committee Report – Barbara Gibson

- The Committee did not meet this month.
- Lois Thurstan is preparing a draft with proposed changes to the protocol to evaluate ED.
  - The draft will be share with the Board for review when ready.

h. Ad Hoc Fundraising Committee - Barbara Gibson and Barbara Jaffray

- The Legacy sub-committee is working close with the WSAC's Communications team to develop on line content regarding the Legacy Program and overall fundraising.
- A *Half Way to Go* celebration was proposed to Committee. Administration will take care of the organization of the event.
- Continued development of relationships with potential corporations



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## 6. NEW BUSINESS

- a. WSAC 2024 Budget
  - Discussed and approved during the Finance Committee Report.
  
- b. Proposed Bylaw Changes
  - Motions 5 to 7 were proposed by the Policy and Bylaw Committee and edited by Executive Committee.
  - Motions 1, 2, 3, 4 and 8 were proposed by Executive Committee.
  - Deletions and proposed Bylaw changes are written in **bold letters**.
  - Referred to the Appendix (end of this document) to see the details of proposed Bylaw changes.

### Motion 1

#### Bylaw 4.4 Officers of the Board

*Moved by Wendy Jerome, seconded by Lorne Brackenbury that the proposed changes be adopted. Carried.*

### Motion 2

#### Bylaw 4.4.1 The President

*Moved by Wendy Jerome, seconded by Kaye Langager that the proposed be adopted. Carried.*

### Motion 3

#### Bylaw 4.4.2 The Vice President

*Moved by Sharon Quickfall, seconded by Wendy Jerome that the proposed changes be adopted. Carried.*

### Motion 4

#### Bylaw 4.4.3 The Treasurer

*Moved by Lorne Brackenbury, seconded by Wendy Jerome that the proposed change be adopted. Carried.*

Resulting Numbering changes in Section 4.4 Officers of the Board include:

4.4.4 becomes 4.4.5

4.4.5 becomes 4.4.6



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Motion 5

Bylaw 4.1 The Board of Directors

*Moved by Kaye Langager, seconded by Sharon Quickfall that the proposed changes be adopted. Carried.*

Motion 6

Bylaw 2.3 Rights and Privileges of Members

*Moved by Sharon Quickfall, seconded by Kaye Langager that the proposed changes be adopted. Carried.*

Motion 7

Bylaw 4.1 The Board of Directors

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

Motion 8.

Bylaw 1.1 Purpose of the Bylaws

*Moved by Barbara Gibson, seconded by Jay Pritchard that the following change be approved as proposed. Carried.*

c. AGM Agenda 2024 and review AGM Minutes2023

- The Board proposed the following change to the agenda:
  - Introduction to Board Members becomes a.
  - Thank you to Outgoing Board Members becomes b.

*Moved by Jay Pritchard, seconded by Kaye Langager, to accept the Annual General Meeting Agenda as amended. Carried.*

d. Preparing for AGM

- The Board discussed the logistics of the AGM.



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## **6. Farwell Party**

- Barbara Gibson thanked Sharon Quickfall and Kaye Langager for their work and time as members of the Board.
- Shall we plan a luncheon?

## **7. March Board Meetings**

Special Board Meeting - March 21, 2024 immediately after AGM, Board Room.

Monthly Board Meeting - March 28, 2024, from 9:00 a.m. – 12:00 p.m., in the Board Room.

## **8. Adjournment**

Meeting adjourned at 11:30 a.m. on February 29, 2024.

Minutes recorded by Gabriela Sanchez Castro, Board Secretary.



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**Appendix  
List of Proposed Bylaw Changes**

Motion 1

<b>Bylaw 4.4 Officers of the Board</b>	
Moved by Wendy Jerome and 2 <sup>nd</sup> by Lorne Brackenbury that the proposed change be adopted	
Current	Proposed
<p>4.4.6 The Board may designate one or more other Board members as an Officer or Officers and specify his, her, or their responsibilities in accordance with the Governance Policies.</p> <p>4.4.7 The Governance Policies shall also address the consequences of the departure, repositioning, or removal of Officers of the Board.</p>	<p><b>4.4.1 Board Responsibilities related to Board Officers</b></p> <p><b>(a) The Board will determine the duties and responsibilities of the officers.</b></p> <p><b>(b) Unless otherwise specified by the Board, the officers of the Organization shall have the following duties and responsibilities associated with their positions.</b></p> <p><b>(c) Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.</b></p> <p><b>(d) The Board may designate one or more other Board members as an Officer or Officers and specify his, her, or their responsibilities in accordance with the Governance Policies.</b></p> <p><b>(e) The Governance Policies shall also address the consequences of the departure, repositioning, or removal of Officers of the Board.</b></p>
Rationale for the Change: This new section (4.4.1) adds clarity, particularly related to delegating duties of the officers of the Board.	





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Re: 4.4.6 and 4.4.7 These subpoints can now be added to the new 4.4.1 section

Carried.

1

Motion 2

<b>Bylaw 4.4.1 The President</b>	
Moved by Wendy Jerome and 2 <sup>nd</sup> by Kaye Langager that the proposed changes be adopted.	
Current	Proposed
<p><del>4.4.1</del> The President            (a) leads the Board of Directors, coordinates its work, and may call special Board meetings to address urgent or important matters,             (b) chairs the Annual General Meeting, all Special General Meetings, and all Board of Directors meetings, and arranges for the minute taking for same, unless he or she is unable to attend,             (c) chairs the Executive Committee and <del>the</del> Human Resources Committee,             (d) is responsible for supervising the Executive Director on behalf of the Board, <del>and</del>             (e) acts as spokesperson for the Board and may act as spokesperson or authorize another Board member to act as spokesperson for the</p>	<p><b>4.4.2</b> The President            (a) leads the Board of Directors, coordinates its work, and may call special Board meetings to address urgent or important matters,             (b) chairs the Annual General Meeting, all Special General Meetings, and all Board of Directors meetings, and arranges for the minute taking for same, unless he or she is unable to attend,             (c) chairs the Executive Committee and <b>is a member of the</b> Human Resources Committee,             (d) is responsible for supervising the Executive Director on behalf of the Board,             (e) acts as spokesperson for the Board and may act as spokesperson or authorize another Board member to act as spokesperson for the</p>



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<p>Organization, if he or she deems this appropriate.</p>	<p>Organization, if he or she deems this appropriate,</p> <p><b>(f) is an ex officio member of all Committees, except the Nominating Committee, and</b></p> <p><b>(g) carries out other duties assigned by the Board.</b></p>
<p>Rationale for the Changes (c) President chairs Board &amp; Executive Meetings as well as the AGM &amp; special Board meetings. Since the President supervises the Executive Director on behalf of the Board, the President needs to be a member of the Human Resources Committee, but not having to chair the Human Resources Committee relieves some of the workload. (f) Being an ex officio member of committees, except the Nominating Committee, has been an unwritten norm.</p> <p>Carried.</p>	

### Motion 3

<p>Bylaw 4.4.2 The Vice President</p>	
<p>Moved by Sharon Quickfall and 2<sup>nd</sup> by Wendy Jerome that the proposed changes be adopted.</p>	
<p>Current</p>	<p>Proposed</p>
<p><b>4.4.2</b>-The Vice President          (a) chairs General Meetings of the membership and Board of Directors meetings and arranges for the minute taking for same in the absence of the President,           (b) chairs the <del>Planning</del> Committee and is a member of the Executive Committee and <del>Human Resources</del> Committee,</p>	<p><b>4.4.3</b> The Vice President          (a) chairs General Meetings of the membership and Board of Directors meetings and arranges for the minute taking for same in the absence of the President. <b>If the Vice-President is absent, the Directors elect a chairperson for the meeting,</b>           (b) chairs the <b>Human Resources</b> Committee and is a member of the Executive Committee and <b>Planning</b> Committee,</p>



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<p>(c) replaces the President at various functions when requested by the President, and</p> <p>(d) carries out other duties assigned by the President or the Board.</p>	<p>(c) replaces the President at various functions when requested by the President, and</p> <p>(d) carries out other duties assigned by the President or the Board.</p>
<p>Rationale for the Changes: (a) In the unusual absence of both the President and Vice President, a decision is needed as to who will chair the scheduled meeting.          (b) Chairing the Human Resources Committee decreases the workload of the President.</p> <p>Carried.</p>	

Motion 4

<p>Bylaw 4.4.3 The Treasurer</p>	
<p>Moved by Lorne Brackenbury and 2<sup>nd</sup> by Wendy Jerome that the proposed change be adopted.</p>	
<p>Current</p>	<p>Proposed</p>
<p><del>4.4.3</del>Treasurer          (a) chairs the Finance Committee and is a member of the Executive <del>and Human Resources Committees,</del>            (b) monitors <del>the financial position of the Organization, including the status of the Organization's investments and its</del> revenues and expenditures as compared to the budget, and presents financial <del>monitoring</del> reports at each regular Board meeting,            (c) <del>helps develop</del> the budget for the new year <del>and presents it to the Board</del></p>	<p><b>4.4.4</b> Treasurer          (a) chairs the Finance Committee and is a member of the Executive <b>Committee,</b>            (b) monitors the Organization's <b>financial position, including investments,</b> revenues, and expenditures, as compared to budget, and presents financial reports at each regular Board meeting,            (c) <b>assists in developing and presenting</b> the budget for the new year to the Board <b>for approval prior</b> to the Annual General Meeting,</p>



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<p><del>in time for it to be approved before the Annual General Meeting,</del></p> <p>(d) makes a budget presentation at the Annual General Meeting, and <del>presents or assists with the presentation of</del> the audited financial statements for the previous year at the Annual General Meeting,</p> <p>(e) makes recommendations to the Board on the investment and disposition of surplus and reserve funds, and</p> <p>(e) carries out other duties assigned by the President or the Board.</p>	<p>(d) makes a budget presentation at the Annual General Meeting, and assists <b>in presenting</b> the audited financial statements for the previous year at the Annual General Meeting,</p> <p>(e) makes recommendations to the Board on the investment and disposition of surplus and reserve funds, and</p> <p>(e) carries out other duties assigned by the President or the Board.</p>
<p>Rationale for the Change: (a) Not being required to be a member of the Human Resources Committee decreases the workload of the Treasurer. Changes to (b), (c), and (d) add clarity.</p> <p>Carried.</p>	

Resulting Numbering changes in Section 4.4 Officers of the Board include:

4.4.4 becomes 4.4.5

4.4.5 becomes 4.4.6

Motion 5

<p><b>Bylaw 4.1 The Board of Directors</b></p>	
<p>Moved by Kaye Langager and 2<sup>nd</sup> by Sharon Quickfall that the proposed changes be adopted.</p>	
<p>Current</p>	<p>Proposed</p>
<p>4.1.1 The Board of Directors governs the Organization, <del>sets its</del> overall direction,</p>	<p>4.1.1 The Board of Directors governs the Organization, <b>providing</b> overall direction,</p>

<p><del>and establishes, upholds, and where appropriate modifies the Organization's Policies.</del></p> <p><del>4.1.2 The key responsibilities of the Board of Directors are as follows:</del></p> <p><del>(a) understanding the capacities and limitations of the Organization, particularly within the context of seniors' needs and the relevant programs and initiatives of governments and of other organizations serving seniors,</del></p> <p><del>(b) preparing a strategic plan for the Organization, overseeing its implementation, assessing its results, and revising or replacing it when appropriate,</del></p> <p><del>(c) establishing, reviewing, and amending the Organization's Policies, particularly those regarding its governance, its programs and services, its funding, and its financial and physical assets, to ensure that these Policies are appropriate, up to date, and properly implemented,</del></p> <p><del>(d) employing an Executive Director to administer the Organization, giving him or her appropriate direction, and assessing his or her performance,</del></p>	<p><b>oversight, and accountability, establishing policies, and ensuring mission consistency.</b></p> <p><b>4.1.2 The Board of Directors is responsible for:</b></p> <p><b>(a) Understanding the Organization's capacities and limitations in meeting the needs of seniors and collaborating with government and other organizations that serve seniors to meet those needs,</b></p> <p><b>(b) Developing, implementing, and evaluating a strategic plan for the Organization,</b></p> <p><b>(c) Establishing and updating policies on governance, programs, funding, and assets,</b></p> <p><b>(d) Hiring and managing an Executive Director, - after discussion, the Board decided to keep the original wording of this paragraph.</b></p>
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<p>(e) <del>promoting the objects of the Organization and promoting membership and participation in its programs, services, and activities,</del></p> <p>(f) <del>taking remedial action if significant problems arise in the communications among the Board, the Administration, the Organization's volunteers, and the Organization's general membership, or between any of these,</del></p> <p>(g) <del>reviewing and approving the Organization's annual budget before the Annual General Meeting,</del></p> <p>(h) <del>regularly considering revenue and expenditure monitoring reports and providing direction when the Organization's revenues, expenditures, or both, are deviating significantly from the annual budget or are expected to do so, and</del></p> <p>(i) <del>providing direction to ensure that the Public Documents, the financial records, and the other important records and documents of the Organization which are currently relevant to the Organization are accurate, complete, and available when required.</del></p>	<p>(e) Promoting <b>the Organization's purposes and encouraging participation of members in its programs and services,</b></p> <p>(f) <b>Addressing communication issues and resolving problems within the Organization,</b></p> <p>(g) <b>Reviewing and approving the annual Budget,</b></p> <p>(h) <b>Monitoring and providing guidance on financial matters,</b></p> <p>(i) <b>Ensuring that the books and records of the Organizations are accurate, complete, and easily accessible, and that all necessary documents are filed in compliance with provincial and federal requirements,</b></p> <p>(j) <b>The Board of Directors appoints individuals to Standing and Ad Hoc Committees.</b></p>
<p>Rationale for change: Section more concise.</p> <p>Carried with amend.</p>	



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Motion 6

<b>Bylaw 2.3 Rights and Privileges of Members</b>	
Moved by Sharon Quickfall and 2 <sup>nd</sup> by Kaye Langager that the proposed change be adopted.	
Current	Proposed
<p>2.3.1 Each Ordinary or Lifetime Member is entitled to:</p> <ul style="list-style-type: none"> <li>(a) attend and speak at Annual General Meetings and Special General Meetings of the Organization,</li> <li>(b) vote on motions and resolutions at Annual General Meetings and Special General Meetings of the Organization,</li> <li>(c) vote to elect Board Members at Annual General Meetings of the Organization,</li> <li>(d) attend and observe regular Board meetings of the Organization in a non-voting capacity,</li> <li>(e) inspect any or all of the Organization’s Public Documents in the Organization’s premises at a time during normal business hours specified by the member after giving the Executive Director or his or her designate at least one business day’s notice of what is to be inspected and when,</li> <li>(f) use the Organization’s Facility during the normal business hours and participate in the Organization’s programs, services, and activities subject to the limitations set out in the Bylaws, the requirements set out in the Policies, and the conditions and restrictions set out in the administrative guidelines established by the Executive Director, and</li> </ul>	

(g) exercise such other rights and privileges as given to such Members in the Bylaws and Policies.

2.3.2 Each Honourary Member is entitled to:

(a) attend and observe Annual General Meetings and Special General Meetings of the Organization in a non-voting capacity but not to speak at such meetings unless invited to do so by the chairperson, and

(b) use the Organization’s facility during its normal business hours and participate in the Organization’s programs, services, and activities subject to the limitations set out in the Bylaws, the requirements set out in the Policies, and the conditions and restrictions set out in the administrative guidelines established by the Executive Director.

**2.3.3 Each Associate Member is entitled to:**

**(a) attend and observe Annual General Meetings in a non-voting capacity., and**

**(b) use the Organization’s Facility during normal business hours and participate in the Organization’s programs, services, and activities subject to the limitations set out in the Bylaws, the requirements set out in the Policies, and the conditions and restrictions set out in the administrative guidelines established by the Executive Director.**

Rationale for the Change: To ensure associate entitlement is on par with other Rights and Privileges.

Carried as amended.



Motion 7

<b>Bylaw 4.1 The Board of Directors</b>	
Moved by Lorne Brackenbury and 2 <sup>nd</sup> by Sharon Quickfall that the proposed change be adopted.	
Current	Proposed
<p>4.1.4 Each Board member must meet all of the applicable qualifications for seeking and holding office:</p> <p>(a) Each Board member and each candidate for Board membership must be an Ordinary or Lifetime Member, <del>must be nominated by another Ordinary or Lifetime Member, and must have been an Ordinary Member for at least one year on the day of his or her nomination as a candidate for election to the Board or else be a Lifetime Member on the day of his or her nomination as a candidate for election to the Board.</del></p>	<p>4.1.4 Each Board member must meet all of the applicable qualifications for seeking and holding office:</p> <p><b>(a)</b> Each Board member and each candidate for board membership must be an Ordinary or Lifetime Member.</p>
Rationale for change: To attract newer members with new ideas to the Board.	
Carried.	

Motion 8

<b>Bylaw 1.1 Purpose of the Bylaws</b>	
Moved by Barbara Gibson and 2 <sup>nd</sup> by Jay Pritchard that the following change be approved as proposed.	
Current	Proposed
<p><del>1.1 Purpose of the Bylaws These Bylaws set out the basic framework for the governance and business affairs of the Westend Seniors Activity Centre, which</del></p>	Delete 1.1.

<p><del>is a senior governed, not for profit society that works with seniors, particularly those residing in the West End of the City of Edmonton, to arrange activities and provide information, programs, and services which contribute to their more active living, their healthier aging, and their quality of life.</del></p> <p><b>1.2</b> Definitions in the Bylaws In these Bylaws the following words and terms are defined as follows:</p> <p><b>1.2.1</b> “Administration” means the Executive Director and the other employees of this Organization.</p>	<p><b>1.1</b> Definitions in the Bylaws In these Bylaws the following words and terms are defined as follows:</p> <p><b>1.1.1</b> “Administration” means the Executive Director and the other employees of this Organization. <b>Renumber the remaining definitions correspondingly.</b></p>
<p>Rationale for the change: Deletion of 1.1 is on the advice of Shelley Honscharow, Corporate Registry Specialist, given our updated society objects which were approved at the 2023 AGM.</p> <p>Carried.</p>	