

**OACA
BOARD OF DIRECTORS MEETING
THURSDAY MARCH 1, 2018
FRIDAY MARCH 2, 2018**

PRESENT:

President	-	Denise Rundle
Vice-President	-	Christine Vigneault
Treasurer	-	Mark Hacon
Secretary	-	Susan Votour
Director	-	Paul Morand
Director	-	Allison Goodwin
Director	-	Kathy Lessard
Director	-	Cathy MacMunn

REGRETS:

Director	-	Robert Waind
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1. Call to Order

The President called the meeting to order at 6:30 p.m. on March 1, 2018. The President reminded the Secretary that "Conflict of Interest" is to be added as an agenda item to all future agendas pursuant to a motion passed at the December 1st, 2017 Board Meeting. The President called for disclosure of interest. Susan Votour indicated that the principal of Edwin Inc., the company working on the video series, is her first cousin. There was no other disclosure.

2. Approval of Agenda

MOVED BY: Mark Hacon
SECONDED BY: Kathy Lessard

THAT the agenda for the March 1st & 2nd, 2018 Board of Directors Meeting is hereby approved.

CARRIED

3. Approval of Minutes

MOVED BY: Cathy MacMunn
SECONDED BY: Paul Morand

THAT the Minutes of the November 30th/December 1st, 2017 Board of Directors Meeting are adopted.

CARRIED

4. Business Arising from the Minutes

The Board reviewed the Action List from the November 30th/December 1st, 2017 Board Meeting. All items on the Action List have either been completed or are in process.

5. Reports of Committees

a. Education Committee

- i. Primer on Planning – Susan Votour reported that Lesson Four of the updated course has been received from Aird & Berlis. Susan noted that Aird & Berlis has been requested to prepare new assignment questions for the course as well. Susan and Christine will coordinate in sending out the Certificates of Completion to the students who completed the course in the Fall, 2017 term.
- ii. Technical Advisory – Christine reported that questions are still being received and answered and that Ian Clendenning is included in the TAC. Christine suggested that simple questions can be answered by an individual TAC member by telephoning the party submitting the question.
- iii. Accreditation – Christine reported that there may be one application for accreditation pending.
- iv. Video Series – Susan reported that a second video is underway. The Board requested that a "trailer" promotion be prepared and available for Conference and on the website. The Board still needs to determine how the video series will be presented.

b. Finance Committee

- i. Financial Statements – Mark provided a final 2017 Statement as well as monthly statements and a February, 2018 "to date" statement. Mark indicated that he is meeting with the Association's auditor on Monday, March 5th in order to provide the information for the 2017 Auditor's Report to be prepared.
- ii. 2018 Budget – Mark provided a 2018 Budget for review by the Board.
- iii. Greenfield Services Update – Mark provided an update with respect to Greenfield Services and the Association's banking.

MOVED BY: Susan Votour

SECONDED BY: Cathy MacMunn

THAT the meeting be closed at 7:00 p.m. on March 1, 2018 for the purposes of discussing matters of a legal and personnel nature.

CARRIED

MOVED BY: Mark Hacon

SECONDED BY: Allison Goodwin

THAT the Board return to open session at 7:36 p.m. on March 1, 2018.

CARRIED

The Board gave direction to Allison, Susan and Mark to take the actions as discussed in closed session.

- iv. RBC Requirements – The Board authorized a new Master Client Agreement for Business Clients with Royal Bank of Canada as well as an application for an RBC Credit Card.

MOVED BY: Cathy MacMunn
SECONDED BY: Kathy Lessard

THAT the Board hereby authorizes the signing of a Master Client Agreement for Business Clients in order to effect changes to the Association's bank account with Royal Bank of Canada as determined by the Board;

AND THAT Allison Goodwin is hereby authorized to attend at the Royal Bank of Canada and take all actions necessary to effect the changes to the Association's bank account as included in the Master Client Agreement for Business Clients.

CARRIED

MOVED BY: Christine Vigneault
SECONDED BY: Kathy Lessard

THAT the Board hereby authorizes Denise Rundle and Allison Goodwin to make an application to Royal Bank of Canada for a credit card for the Association with a credit limit to be determined by Royal Bank of Canada.

CARRIED

c. Nominations Committee

Cathy MacMunn indicated that she will prepare an item for the Conference newsletter with respect to the new election procedure (reflective of the staggered terms). Cathy will obtain ballot boxes and will be prepared to run the nominations and election. Cathy also indicated that she will look into an application that would allow members to vote electronically.

d. Governance Committee

- i. Code of Conduct – The Board reviewed and amended the draft Code of Conduct. A final version was approved by the Board and signed by all Board Members. Kathy will forward the final version to Christine for posting to the website.
- ii. Mission Statement and Financial and Risk Policy – The Board reviewed and amended the draft Mission Statement and Financial and Risk Policy. Kathy will prepare amended copies and circulate to the Board electronically for final approval.

6. Conference

a. Update – Niagara Falls 2018

- Allison provided the Board with a draft budget, a list of confirmed speakers and a copy of the agenda for the 2017 conference. The

Board reviewed the 2017 conference agenda, discussed some details and made changes to the nominations and plenary sections in order to free up sufficient time to have an additional workshop on the Tuesday, in accordance with feedback received from the membership. Allison reported that the preparations for the conference are well in hand. Allison provided a list of parties who were circulated with the sponsorship request letter and asked the Directors to suggest additional parties to be circulated.

- Allison advised that the Secretary-Treasurers group from Niagara Falls is organizing a lottery (potentially a 50/50 draw) to be held at conference. They are dealing with obtaining the lottery licence and will look after all details of the lottery.
 - Christine advised that all items for the Conference Newsletter are due to her by March 16th.
 - OPPI has indicated that OACA and OPPI will promote each other's conference in their newsletter. Allison and Christine will prepare a small ad and send it to OPPI for inclusion in the OPPI newsletter.
 - The Board discussed setting a cutoff date for conference registrations. It was agreed that May 31st would be the cutoff date. The Board also reviewed and approved a cancellation policy for the 2018 conference. To accommodate municipalities who wish to send multiple parties to the conference under one registration, Christine discussed developing a "municipality" fee.
 - Paul and Mark will coordinate with respect to ordering the lanyards for the 2018 conference.
 - Paul reported that he is waiting to hear back from a bus company with respect to the companion program. Allison suggested that the Secretary-Treasurers group from Niagara Falls may be of assistance with the companion program. Allison will provide Paul with the appropriate contact information.
- b. Conference Location – 2019 – The Board discussed a conference location for 2019. No location has been determined. The Board discussed approaching major hotel chains and staying with one chain for OACA events. This may be more economical and more efficient.

7. Seminar

Mark confirmed that the hotel in Guelph is confirmed and the contract is signed for the 2018 Fall Seminar.

8. Association Management Services

Discussed under Finance Committee.

9. Correspondence

None.

10. New Business

- Denise advised that she will be presenting to the Ontario Bar Association on Tuesday, March 7, 2018 on behalf of OACA as a part of the Five Minute Advocacy panel.
- The Board discussed whether a membership is the property of the municipality or the individual. Christine will develop a "Transfer of Membership Form" for use when a new individual assumes an existing membership.
- Allison and Susan suggested the purchase of a portable printer for the Board's use.

MOVED BY: Susan Votour

SECONDED BY: Cathy MacMunn

THAT Christine Vigneault is authorized to purchase a portable printer with a value up to and including \$300.00 prior to the 2018 conference.

CARRIED

11. Unfinished Business

None.

12. Concluding Business

- a. Future Meeting Date(s)
 - i. June 3rd and 6th, 2018 – Niagara Falls
- b. Resolution to pay meeting expenses:


MOVED BY: Cathy MacMunn

SECONDED BY: Allison Goodwin

THAT the proper meeting expenses be paid.

AND THAT the meeting be adjourned at 11:35 a.m. on March 2, 2018.

CARRIED


Denise Rundle, President


Susan Votour, Secretary

