

Approved Aug 5/05
**Minutes for First Meeting of the
BVL DAMS Board of Directors**

**Wednesday, June 29 2005
1:30 – 3:30 pm**

**District of Houston Council Chambers
3367 12th Ave, Houston**

1. Introductions and congratulations
2. Roles of Executive, Directors at Large and Facilitator

The roles of executive officers are written into our Constitution and Bylaws. After discussion, the following roles were agreed to:

The **president** presides at all meetings of the society and of the directors. The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.

The **vice president** must carry out the duties of the president during the president's absence.

- The president and vice-president will establish communications that will facilitate torch passing as needed.

The **secretary** must do the following:

- (a) conduct the correspondence of the society;
- (b) issue of notices of meetings of the society and directors
- (c) keep minutes of all meetings of the society and directors;
- (d) have custody of all records and documents of the society except those required to be kept by the treasurer;
- (e) have custody of the common seal of the society;
- (f) maintain the register of members.

- The Min. of Environment will continue to fund a facilitator who will perform secretarial functions as required.

The **treasurer** must

- (a) keep the financial records, including books of account, necessary to comply with the *Society Act*, and
- (b) render financial statements to the directors, members and others when required.

- The treasurer will set up a bank account for the Society at her choice of institutions and seek an account with nil or minimal charges for non-profits.

- A record of expenses before society incorporation will be compiled by the facilitator.
- A new budget beginning July 2005 and ending December 2005 will be drafted by the facilitator for discussion at the next Board meeting.
- Our fiscal year end will be December 31, 2005 to facilitate record keeping and maximize opportunities to receive provincial funding.
- We will need an audited financial statement to present to members at each AGM; Leroy and Joanne to arrange for an accountant to prepare and audit our statements.
- Cheque signing policy: 4 Directors to have signing authority – Joanne, Leroy, Paul, and Ben. Two signatures needed per cheque.
- Facilitator autonomy for spending policy: Expenses approved as per the annual budget can be paid for by the facilitator and reimbursed with receipts; any service fees associated with this method will also be reimbursed.

Directors At-Large

- Attend meetings
- Other duties as required

3. Question of Alternate Directors:

- Continuity is critical; sector and geographic representation must be considered.
- We will not have alternate directors; quorum will be used to make decisions and form policy.
- Adopting and reviewing policies: all policies are living documents and will be reviewed every six months for effectiveness.

4. Question of roles for Doug Bysouth and Ian Sharpe:

- Unanimous agreement by Board to welcome Doug and Ian as Directors-at-Large.

5. Question of First Nations representation on Board

- First Nations are part of the government sector; refer to our Bylaws:

Bylaw 25

1) The number of directors must be 6 or a greater number determined from time to time at a general meeting.

2) Sector representation shall be at least 2 industry, 2 government, and 2 public and every effort shall be made to ensure reasonable geographic representation throughout the Plan area.

- All communications to local governments will also be directed to First Nations government administration offices.

6. Question of Advisory Committee

- AC members to remain as a resource and as members of a CWG but will not be part of our Society's formal structure
- AC will be consulted as needed and do **not** have veto power over the Board

7. Question of General Membership

- As per Business Meeting June 13, 2005, any person willing uphold our Constitution and Bylaws is welcome as a member; membership fees will be set at zero to promote inclusivity and reduce unproductive administrative requirements.
- A membership list is available but needs verification by contacting each person on this list via e-mail
- Directors will look after phone and fax communications for members of the BVL DAMS who do not use e-mail

8. Question of Board meeting frequency

- At least bi-annually with additional meetings as needed; noted that there may be additional time requirements during the start-up period of the Society
- In general, meetings will be called to:
 - Discuss annual workplan and budget (can invite AC to this meeting)
 - Discuss Plan effectiveness and amendments

9. Question of Community Working Group meetings

- Directors are expected to attend CWG meetings
- CWG meetings generally are called once per year to identify community level workplan priorities and review Clean Air Plan effectiveness and proposed amendments

10. Question of Work Plan Cycle

- Planning and funding submissions January to December
 - Projects action planning in November
 - Funding applications January to April
 - Confirm funding May and June
- Implementation July to June

11. Plan Amendments

The Plan Amendments presentation not given at the June 13, 2005 business meeting was addressed as follows:

1. Policy for reviewing proposed amendments (deferred)
2. Chapter 3 - Indicators (deferred)
3. Chapter 5 – NEWPRO (deferred with request to invite Roger Smith to next meeting)
4. Chapter 7 – add Municipal Solid Waste (MSW) wood waste; Noted that this wood waste category is implied without the amendment. Move to invite RDBN to discuss specific strategies and implementation for inclusion in the Plan (noted that it is a practice of BVL DAMS to consult not dictate) and that the study of wood waste management options will be completed in September. Conflict of interest issue discussed – a letter to the RDBN clarifying our solutions-oriented approach might help. Agreed

that strategies for BVL DAMS implementation can include discussion/consultation with RDBN, promotion of solutions, and public education.

5. Chapter 8 – add wood furnaces and boilers; noted that these appliances are only excluded from the Wood Stove Exchange Program strategy [due to constraints imposed by retail and industry partners as these appliances are exempted from the BC Solid Fuel Wood Burning Appliance Regulation] and not from the scope of our Plan. Updates are needed on the next version of a Wood Stove Exchange Program and linkages to a provincial effort. Requires further consultation with CWGs.
6. Chapter 10 – Not approved. Further consultation with CWGs recommended on a long-term management strategy.
7. Chapter 11 – Approval to update Chapter based on impending incorporation, new governance structure and basic work plan cycle.
8. Appendix E – approved to replace table with updated version.
9. Communications Strategy – need to review in its entirety before a decision can be made however we may choose to keep this as an internal document separate from the Plan. New logo and website navigation bar applauded with comments: add in “what’s the story”, check into costs and logistics of changing URL and report back. Okay to proceed with switching website.
10. Constitution and Bylaws – can refer to in Chapter 11 but doesn’t need to be in Plan.
11. Appendix F – Deletion approved.
12. Appendix H - Deletion approved.
13. Appendix D – Deferred. May be better to delete and keep website up to date?

12. Next meeting and agenda items:

Friday, August 5, 2005

9:00 am to 12:00 pm

District of Houston Council Chambers

- Budget
- Roger Smith, NEWPRO – Ch. 5
- Ben Weinstein, MOE – Ch.3, Indicators
- Unfinished business

Meeting adjourned at 4:00 pm.