



**McBride Community Forest Corp.**  
**Board of Directors Meeting Minutes March 8th, 2017**

**In Attendance:** Chair Joseph Rich  
Director Loranne Martin, Secretary  
Director Dutch Molendyk  
Director Kevin Taphorn, Second-Vice  
Wes Bieber, regrets  
Jeff McWilliams, Interim Manager, regrets  
Susan Mulkey, regrets

Chair Rich called the MEETING TO ORDER at 7:16 pm.

**1<sup>ST</sup> Introduction of Late Items:**

Setting up meeting with new shareholders. 7(d)

**2<sup>nd</sup> Approval of Agenda:**

Motion to approve the agenda, as amended. Moved and seconded by Director Molendyk and Chair Rich. Carried.

**3<sup>rd</sup> Reading and Approving of the February 22, 2017 Minutes:**

Motion to approve the Feb 22, 2017 Minutes as presented. Moved and seconded by Directors Molendyk and Taphorn. Carried.

**4<sup>th</sup> Directors Reports:**

Director Martin updated BOD, she was called into meeting with auditors (Mayoral duties). They've requested copies of 2016 minutes (ready to go) and they would like to meet with BOD sometime around last week in April to

go over the draft financial statement which will be provided to the BOD prior to the meeting. Timelines, they are on track. They were provided contact information for the interim GM and Chair. They will be clarifying Village and MCFC information in a portion of the financial statements to reduce the confusion that happened last year with the two deficits.

Director Martin was called to attend a conference call for Mayors and Chairs with the Ministry of Forests in regards to the Softwood Lumber Agreement with the USA. A Federal/Provincial Task Force has been struck to oversee the impacts of small communities. There wasn't any discussion on expected or current impacts, so the Director will have to look into more. Further conference calls will be scheduled to keep Mayor and Chairs up to date on the effects of negotiations.

**5<sup>th</sup> Committee Reports:** none at this time

**6<sup>th</sup> Unfinished Business:**

**a. Appointments of Committee Chair(s):**

- (a) **Operations Committee:** Jeff put his name forward. Motion to appoint Jeff as Chair of the Operations Committee. Moved and seconded by Directors Taphorn and Molendyk. Carried.
- (b) **Finance Committee:** Motion to appoint Director Martin as Chair of the Finance Committee: Moved and seconded by Chair Rich and Director Molendyk. Carried.
- (c) **Governance Committee:** Motion to appoint Director Molendyk to the Governance Committee. Moved and seconded by Directors Martin and Chair Rich. Carried. Motion to appoint Director Molendyk as Chair of the Governance Committee. Moved and seconded by Director Martin and Chair Rich. Carried. Scholarship and KPMG opinion forwarded to Governance Committee.
- (d) **GM Hiring Committee:** Motion to form GM Hiring Committee. Moved and seconded by Chair Rich and Director Molendyk. Carried. **Action Item:** Terms of Reference for committee when Susan is up and running. Discussed up to two seats for community at large members and all of BOD. Chairs to set up agendas, have meeting and be prepared to report to the BOD in the next regular

BOD meeting under Committee Reports. Terms of Reference to be approved by the committees.

- b. **KPMG Opinion:** Forwarded to Governance committee.
- c. **Scholarship:** Forwarded to Governance committee.
- d. **Email Accounts for Directors:** Director Martin to contact Kiba to arrange way to have Directors' laptops set up on new emailing system. Note to cancel Director Monroe's email account.
- e. **MCFC mail box: Action Item:** Director Martin to email Tovi to set up an independent mail box for MCFC by resolution of the BOD.
- f. **Request for Assistance from Mountain Bike Club:** Forwarded to the Finance committee.
- g. **Roy Howard's email request:** Forwarded to the Finance Committee. Director Martin to contact Tovi to see if she can find Roy's former request. Noted that funding is being used as matching funds and deadline is fairly soon. Director Rich to follow up.
- h. **Letter from Municipal Advisor:** Forwarded to Jeff to follow up on, in Susan's absence.
- i. **GM position:** Set up two 1 – 1 ½ hour session with Susan and BOD. Table until Susan is ready.

**7<sup>th</sup> New Business:**

- a. **Resignation of Bryan Monroe as Director:** Motion to accept the letter of resignation of Director Monroe. Moved and seconded by Directors Taphorn and Molendyk. Carried.

**Action Item:** Ensure email shut down, signatory rights cancelled, notify lawyer for corporate registry.

- b. **Vacant BOD position and public seats on committees:** Bring forward to next meeting. Brainstorm names.
- c. **Flowers for Susan: Action Item:** Everyone agreed to donate, including Jeff. Director Martin to arrange flowers, payment and delivery to Kaslo.
- d. **Set up meeting between BOD and new shareholders:** Director Martin to bring up at Inaugural meeting to set time, date. Will need agenda.

**9<sup>th</sup> Motion to recess the regular Board of Directors' meeting and go In-camera under Labour, Law, Freedom of Information and 3<sup>rd</sup> party information at 8:38 pm:**

Moved and seconded by Directors Taphorn and Martin. Carried.

**10<sup>th</sup> In-Camera:**

Motion to adjourn the In-Camera meeting at 9:14 pm. Moved and seconded by Directors Martin and Molendyk. Carried.

Motion to reconvene the regular Board of Directors' meeting at 9:15 pm. Moved and seconded by Director Molendyk and Chair Rich. Carried.

Motion to adjourn regular Board of Directors meeting at 9:16 pm. Moved by Directors Molendyk and Taphorn.

**Next Meeting:** Wednesday, April 5<sup>th</sup>. Other committee meetings should be scheduled before then.