

Wells-Barkerville Community Forest Ltd.

Minutes: Open Board Meeting

March 6, 2017

At District of Wells Municipal Hall – Board Room

Attendance: John Massier (Board Chair); Margaret Inoue; Paul Galliazzo, RPF; Ian Macdonald; Councillor Virginia Wilkins; Andrew Young, CAO, District of Wells

Public Attending: Nil

1. CALL TO ORDER AND ADOPTION OF AGENDA

- a. The Meeting of the Wells-Barkerville Community Forest Ltd (WBCF) Board was called to order by the Chair at 6:00 PM
- b. Agenda – Moved by Virginia Wilkins, Seconded by Paul Galliazzo that the Agenda be adopted as amended by adding a new heading to the agenda labelled # 7. Correspondence renumbering the remaining headings on the agenda accordingly, and including two articles under #7 Correspondence, specifically:
 - i. Email from Tim Hathaway dated March 3, 2017 entitled WBCF Budget; and
 - ii. Resignation letter from Janet Aitken dated March 6, 2017.

Passed Unanimously

2. ADOPTION OF MINUTES:

- a. Adoption of Minutes from February 21, 2017 Board Meeting
Moved by Paul Galliazzo, Seconded by Virginia Wilkins that the minutes of the February 21, 2017 Board meeting be adopted as amended by changing part of the text under Susan Mulkey's remarks to read as follows:

"Ms. Mulkey stated that she has looked at the WBCF Agreement Application which includes several documents including for example a management plan and a business plan and that those documents provide specific directions for the WBCF.";

and by adding the following text,

"She stated that problems can arise for community forest boards from shareholder involvement in the affairs of the corporation. She recommended against the

appointment of shareholder representatives to a Community Forest Board due to the potential for a conflict of interest.”

Passed Unanimously

3. DELEGATIONS AND PETITIONS: Nil

4. BUSINESS ARISING FROM THE MINUTES / UNFINISHED BUSINESS: Nil

5. NEW BUSINESS:

a. Proxy Voting – Board discussion of pros and cons

The Board considered the benefits and dis-benefits of permitting Board members to grant proxy voting privileges to other Board members. A synopsis of voting procedures including Absentee Voting and Proxy Voting procedures from Robert’s Rules of Order (11th Edition) was provided by Andrew Young. The problems of proxy voting were acknowledged by several Board members.

Moved by Andrew Young, Seconded by Virginia Wilkins that Proxy Voting not be permitted as part of Wells-Barkerville Community Forest Board meetings.

Passed Unanimously

Moved by Paul Galliazzo, Seconded by Virginia Wilkins that Wells-Barkerville Community Forest Board members be permitted to participate in the following Board meetings electronically subject to the following:

- a. Open Board meetings, subject to prior arrangement; and
- b. Closed Board meetings provided that the Board members have signed a letter to the effect that they will keep the in-camera meeting closed to the public and keep the content of the meeting confidential.

Passed Unanimously

Moved by Paul Galliazzo, Seconded by Ian Macdonald that the approved quorum for meetings of the Wells-Barkerville Community Forest Board shall be a minimum of 4 of the 7 Board members.

Passed Unanimously

6. COMMITTEE REPORTS: Nil

7. CORRESPONDENCE:

- a. Email from Tim Hathaway dated March 3, 2017 entitled WBCF Budget

Moved by Virginia Wilkins, Seconded by Paul Galliazzo that the Email from Tim Hathaway dated March 3, 2017 entitled WBCF Budget be received.

Passed Unanimously

- b. Resignation letter from Janet Aitken dated March 6, 2017.

Moved by Virginia Wilkins, Seconded by Andrew young that the letter from Janet Aitken dated March 6, 2017 be received, and that a letter of thanks be sent to her for the time and attention she gave to the WBCF.

Passed Unanimously

8. CLOSED MEETING

- a. The following portion of this meeting is closed to the public to discuss matters related to:

- i. The security of the property of the WBCFC;
- ii. The acquisition or disposition of land or improvements; and
- iii. Negotiations and related discussions that are at their preliminary stages and that, in the view of the Board, could reasonably be expected to harm the interests of the WBCFC if they were held in public.

At 7:40 PM it was moved by Paul Galliazzo, seconded by Virginia Wilkins that the Board meeting proceed into an in-camera meeting.

Passed Unanimously.

At 8:20 PM the open meeting of the WBCF Board resumed.

9. NEXT MEETING

- a. It was agreed that the next meeting of the WBCF Board would take place on Tuesday, April 4, 2017 at 6:00 pm at the Wells Municipal Hall.

10. ADJOURNMENT

At 8:20 PM it was moved by Ian Macdonald, Seconded by Margaret Inoue that the Board meeting be adjourned. Passed Unanimously.