

Meeting Minutes
 COMOX MILITARY FAMILY RESOURCE CENTRE –
 BOARD of DIRECTORS' MEETING
 Zoom Meeting
 Wednesday 24 Feb 2021 @ 1800

Chair: Eve Nguyen
Vice-Chair: Kristen Matthews
Secretary: Keeley Young
Treasurer: Nicole Ji

Ex-Officio:
 Executive Director: Kim Hetherington
 Wing Representative: Andrea Dawe

Directors:
 Krystle Sloan
 Melissa Farrell
 Mathieu Kuhl (regrets)
 Steven Smith
 Katharina Schulte-Bisping
 Cynthia Irving (regrets)
 Michelle Auger

Guests:
 Joe Pascoe, Alex Varga

ITEM	ACTION	ACTION
CALL TO ORDER		
	Introductions were made and guests were welcomed. The Chair called the meeting to order at 1803 hrs and welcomed all members.	Chair
DECLARATION OF QUORUM		
	The Chair declared there was a quorum present for the meeting.	Chair
CONSENT AGENDA: PREVIOUS MINUTES & AGENDA		
	Adoption of Agenda, and Ratification of the Board Minutes of 27 Jan 2021 Motion: A motion to accept the agenda was brought forth by Katharina Schulte-Bisping; seconded by Melissa Farrell; all were in favour. Motion: A motion to accept the Board Meeting Minutes for 27 th January 2021 was brought forth by Krystle Sloan; seconded by Michelle Auger; all were in favour.	Chair
ED REPORT		
	In addition to the written report provided in the board materials, the ED advised Directors that the Comox MFRC Center had been asked by MFS to be a part of a pilot project. The project will look at how Comox MFRC obtains and reports statistic each month to our funder each month thru the use of the Penelope Case Mgmt System.	

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	<p>Discussion ensued regarding the resignation of two of the centers Social workers. Management conveyed that the timing may be convenient as new Standard Operating Procedures (SOPs) are being implemented. Several candidates are being considered for the positions and it is expected that there will be little to no gap between staffing levels.</p> <p>Increased cases of Covi-19 in the Comox Valley have directly affected the anxiousness in staff. Covid-19 practices are being reviewed regularly, but it was noted that staff are exhausted, and the pandemic is affecting everyone.</p> <p>Directors queried if the waitlist of 100 for toddlers care within the ED's report was considered normal. The ED confirmed that this number was in fact normal and explained that although the waitlist is not compiled of all military families; generally speaking, military families will get priority (exception for MFRC daycare staff). PSP staff are then considered and finally community members.</p> <p>Motion: A motion to accept the ED's report was brought forth by Nicole Ji; seconded by Melissa Farrell; all were in favour.</p>	ED
FINANCIAL REPORTS		
<p>a. Financial Report January 2021</p>	<p>The Treasurer reported that January was quiet indicating that deferred revenue (received as funding) was put onto the balance sheet as a liability. Additionally, vacation pay was paid out in December and the HR contract was completed, however the new governance review contract will be coming forward soon, and Directors can expect to see that on future statements.</p> <p>Motion: A motion to accept the Financial Reports January 2021 were brought forth by Katharina Schulte - Bisping, seconded by Krystle Sloan; all were in favour.</p>	Treasurer
COMMITTEE/WORKING GROUP REPORTS		

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<p>a. Governance Steering Committee Update</p>	<p>Directors met for the first official Governance Steering Committee meeting on Feb 17th and reviewed draft Terms of Reference (ToRs) and Bylaws amendments that are being put forward in today's meeting. The Vice Chair described the process that was taken by the committee and indicated that discussion was active. The committee scrutinized the documents to ensure the drafts being put forward are the best rendition and that the committee was comfortable with all information being presented. The Committee will be meeting again next week (March 3rd) to review the ED Performance Evaluation Committee's ToRs and possibly again in March to revisit the strategic plan and risk mitigation.</p> <p>It is estimated that the Board will strive to hold a Special Members meeting in with April or May to approve the Bylaw revisions.</p>	<p>Vice Chair</p>
<p>NEW BUSINESS</p>		
<p>a. Webinar discussion</p>	<p>The ED reviewed several items that the Comox MFRC has implemented in the past 18 months to strive towards operational excellence (listed within the ED's report with the Meeting materials). The video was meant to spark discussion for the Board on what it could strive for. A short discussion took place, however it was noted that several directors simply didn't have time to dedicate to watching the video and gave precedence to prereading the materials for the meeting.</p>	<p>ED/Jon Pascoe</p>
<p>b. Governance Policy Review, Endorsements & Approvals</p>	<p>The Board reviewed the Term of Reference for Governance Steering Committee. No discussion ensued.</p> <p>Terms of Reference</p> <p style="padding-left: 40px;">i. Governance Steering Committee</p> <p>Motion: A motion to approve the Governance Steering Committee Terms of Reference was put forth by Steven Smith, seconded by Krystle Sloan; all were in favour.</p> <p style="padding-left: 40px;">ii. Constitution of Bylaw Revisions</p>	<p>Vice Chair/Jon Pascoe</p>

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The Board was advised that the summary of changes requested on the proposed bylaws were outlined in the Request for Decision document and linked decisions to the relevant policies, procedures or documents. Board members were pleased with the requested changes acknowledging that the language used was more inclusive. Directors also liked that the bylaws were slimmed down and, where applicable, verbiage was removed from the bylaws and implemented into Governance policies which can be changed if needed with Board approval rather than Member approval.

It was noted that the changes presented needed the Board endorsement to be put forward for Members Approval. Typically, this would happen at the AGM in June, but the Board will be holding a Special Meeting of the Members in April/May to have the Bylaws approved so the remaining Governance Review is not stalled

Motion: A motion to endorse the proposed Bylaw revisions for Member approval at a Special Meeting was put forth by Kristen Matthews, seconded by Krystle Sloan; all were in favour.

iii. Terms of Reference

Members were redirected back to the remainder of the Terms of Reference for discussion and review. Members discussed all documents together, but individual motions were obtained to ensure each document was given fair and due consideration. No major concerns were raised on any of the documentation.

a. Governance Steering Committee

No concerns were raised.

Motion: A motion to approve the Governance Steering Committee Terms of Reference was put forth by Steven Smith, seconded by Krystle Sloan; all were in favour.

b. Board Chair

No concerns were raised.

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Motion: A motion to approve the Terms of Reference for the Board Chair position was put forth by Nicole Li, seconded by Krystle Sloan; all were in favour.

c. Vice Chair

No concerns were raised.

Motion: A motion to approve the Terms of Reference for the Board Vice Chair position was put forth by Steven Smith, seconded by Nicole Li; all were in favour.

d. Treasurer

Some discussion took place to ensure the wording within the document seemed obtainable for a laymen person to do if/as needed. It was advised that the Board need to ensure they are completing their own due diligence on financial statements and not relying on mgmt. and that if (in the future) and Board did not feel that any Directors could competently fulfil this role, the hiring of a CPA advisor could be a option.

Motion: A motion to approve the Terms of Reference for the Board Treasurer position was put forth by Katharina Schulte-Bisping, seconded by Nicole Ji; all were in favour.

e. Secretary

Directors were apprised of the importance of this role and that it reaches far beyond the 'minute-taking' aspect. It was again advised that if Directors are uncomfortable filling this position, the Board may want to look at hiring a Corporate Secretary to assist.

Motion: A motion to approve the Terms of Reference for the Board Secretary position was put forth by Nicole Ji, seconded by Keeley Young; all were in favour.

f. Board Member

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	<p>No discussion ensued.</p> <p>Motion: A motion to approve the Terms of Reference for a Board Member position was put forth by Steven Smith, seconded by Krystle Sloan; all were in favour.</p> <p style="padding-left: 40px;">g. Wing Commander’s Representative</p> <p>It was noted that this document was in the original form and had no suggested changes. Discussion took place regarding the outdated terminology and it was suggested that the document be deferred to a later meeting as MFS may have suggested working for this role in their current Governance review which would then be recommended to MFRC for implementation.</p> <p>Deferred.</p> <p style="padding-left: 40px;">h. Governance & Nominating Committee</p> <p>No discussion ensued.</p> <p>Motion: A motion to approve the Terms of Reference for the Governance & Nominating Committee was put forth by Melissa Farrell, seconded by Krystle Sloan; all were in favour.</p> <p style="padding-left: 40px;">i. Finance, Risk & Audit Committee</p> <p>No discussion ensued.</p> <p>Motion: A motion to approve the Terms of Reference for the Finance, Risk & Audit Committee was put forth by Kathi Schulte - Bisping, seconded by Nicole Ji; all were in favour.</p> <p style="padding-left: 40px;">j. Executive Director’s Performance Committee</p> <p>Deferred.</p>	
OLD BUSINESS		
d. MFS Governance Update	A meeting was held in Feb to update the ED, Board Chair and Wing Commander Rep on their Governance Review Process. It was suggested that the MFRC members delay their Member meeting to approve the	ED/Jon Pascoe

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	Bylaw's until after MFS puts forward their recommendations to ensure that we can incorporate any changes if/as needed for the bylaws are approved.	
Next Meeting & Forward Agenda Topics		
	Next Board Meeting Wednesday March 31 2021 (Via Zoom) Special Members Meeting (Est. late April or early May) Forward Agenda Items <ul style="list-style-type: none"> • 2021/22 Budget approval • Wing Commanders Representative Terms of Reference • Executive Director's Performance Committee Term of Reference 	Chair
IN-CAMERA SESSION		
	No in-camera session was held.	Chair
Conclusion		
	The Chair reminded Directors to ensure volunteer hours were entered regularly. The meeting was concluded at 1946 hrs	Chair

Chairperson



Secretary

