

**Fairfield Gonzales Community Association
Special Meeting of the Board of Directors
The Place @ 1330 Fairfield Road
Wednesday, February 24, 2016
MINUTES – prepared by Anne Tomy, Secretary**

7:30	<p>Call to order Establish quorum Regrets: Kelby In attendance: Don, Maureen, Barbara, Heather, Ron, Anne, Lynn, Scott, Ted, David, Doug, Susan, Jason, Wayne, Thomas, Vanya, Kristina</p>	Don
7:35	<p>Doug made a motion that the Board accept the Policy on Committee Terms of Reference as presented by the Governance Committee. 2nd by David</p> <p>Overview of the proposed policy. The goal is to create one common framework to guide committees. Each committee will also have specific Terms of Reference so they have more detail where needed. Copies of the proposed policy were distributed to each board member. As well it had been emailed in advance of the meeting so members could come prepared with questions. Discussion of the document section by section.</p> <p>-Suggestion that a package be created for committee Chairs with information on running meetings and processes. Reminder that in the Board manual there is basic information on committee guidelines, principles for good governance and Robert’s Rules of Order.</p> <p>-Question regarding meaning of “periodic reviews” in point 5 of the Purpose section. The non-specific wording is meant to give flexibility. It was agreed that the phrase “and at a minimum annual” would be inserted. Doug proposed the amendment to the motion and David 2nd.</p> <p>-Friendly amendment by Doug and 2nd by David that if there are other changes that are agreed to for the policy, they be incorporated into the document and the minutes so they will be voted on at the end.</p> <p>-Question regarding the term “best practices” in point 3 of the Purpose section. Discussion that this is a non-specific term that suggests everyone work to an accepted standard that is believed to be correct and effective in the best interests of the FGCA.</p> <p>-Question regarding the wording in the Committee Officers section. After discussion it was agreed that the second sentence should be changed to say that committee Chairs should be “elected” and not “appointed” by the Board. Wayne</p>	<p>Doug</p> <p>Ron</p> <p>Barbara</p> <p>Ted</p> <p>Doug</p> <p>Barbara</p> <p>Wayne</p>

	<p>asked if he could make a motion to table discussion of this section of the proposed policy until the end of the meeting. Don asked if there was a reason not to continue with this section at the time and work through the document in order. Having no specific reason to postpone this section, and receiving no 2nd, it was agreed by the Board to continue moving through the document in order.</p> <p>-Question of the phrase “at its discretion” in the sentence about the Board removing committee Chairs. This is too vague and there should be at least a ¾ vote to remove someone. After discussion it was agreed that the policy should include the word “vote” with regard to removing a committee Chair and the following should be inserted: “Such vote to require a majority vote of ¾ of the full Board of Directors. Notice of vote shall be given to all Board members no less than 14 days in advance of the vote.”</p> <p>-Friendly amendment by Doug, 2nd by David that we should adopt the above language change in the section relating to Vice-Chairs as well. Also, in the first sentence we should remove the phrase “(or, in certain instances, co-Chairs)”. We should also remove the paragraph “The terms of appointment for committee Chairs and Vice-Chairs will be at the discretion of the Board.”</p> <p>-In discussion of the Committee Communications section it was agreed that in each of the first three paragraphs where we see the phrase “approval of the Board, or the Board Executive” we should also add “or the President”. This allows for flexibility with time-sensitive issues or questions where it doesn’t make sense to poll the entire Board. After a question from Wayne there was a reminder that committee-specific Terms of Reference will speak to the unique needs of each committee where there may be occasions where a committee Chair communicates directly with outside organizations (ie. P&Z / CALUC).</p> <p>-Suggestion that under Content of Committee-Specific Terms of Reference, point 3 the word “Board’s” should be changed to “FGCA”. All agreed.</p> <p>-Final discussion of the proposed policy. The noted Appendices A & B will be added before April 30, 2016. These are only examples to be used in assisting with content, wording, and/or formatting. They do not affect the Policy.</p> <p>-Timeline to develop and submit committee-specific Terms of Reference. This would allow them to be presented to and passed by the Board in May. Offer to assist any committee Chair in the process.</p> <p>-Review of all changes agreed upon to the proposed Policy.</p> <p>-Call for vote on the motion to pass the proposed Policy on Committee Terms of Reference.</p>	<p>Wayne</p> <p>Doug</p> <p>Ron</p> <p>Heather</p> <p>Ron</p> <p>Doug</p> <p>Anne Doug</p>
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	In Favour: Jason, Susan, Doug, David, Ted, Scott, Anne, Ron, Heather, Maureen, Wayne Abstain: Barbara Motion passed.	Board
8:55	Motion by Doug, 2 nd by David ... All standing committees of the association are required to submit draft Terms of Reference to the Governance committee before the end of April, with the goal of their subsequently being presented to the Board by the May Board meeting. -Motion passed unanimously	Doug
9:00	Motion by Wayne, 2 nd by David ... The CALUC sub-committee of the Planning and Zoning committee should be changed into its own standing committee. -Questions regarding workload as these are very busy committees at times. Question regarding whether there should be restriction around having the same Chair for both P&Z and CALUC. -Motion passed unanimously	Wayne
9:10	-With the provision allowed in the Policy on Committee Terms of Reference, Doug nominated Ted as Vice-Chair of the Planning & Zoning committee. Ted accepted. He was acclaimed. -Question of electing Vice-Chair for CALUC as well. Discussion around delegating tasks to someone without a "title" and also someone who wasn't a Board member. Concern is that they will be speaking for the association so they should be elected and that their role be clearly outlined in the committee terms of reference. Suggestion that request for Vice-Chair be taken to next CALUC meeting.	Doug Wayne
9:25	There is concern we may not have a quorum for the March Board of Directors meeting as there have been a number of members who have already sent in their regrets. An email will go out to request an RSVP.	Vanya
9:30	Question to Wayne regarding a new Planning & Zoning website that was created without consultation with or approval of the Board. The website came to the attention of staff through an online notification of the subject "FGCA". Wayne acknowledged that a woman had approached him to offer website development. He directed her to 'go for it' but was unaware it was going live. Wayne stated that he had no knowledge of the site going live before being advised by staff. At their request he contacted the creator of the site to request it be shut down. Instead a password protection was added to the homepage; however, at the time of the Board meeting, the website was still live and other pages could still be accessed. The competing website hosted P&Z documents including recent agendas that had not been provided to staff for the official website, and listed Wayne's personal email address as the contact. Wayne again	David

	<p>denied any knowledge of the site or that he had had any involvement in its development and advised that although he had a discussion in the fall with an individual about working on a website, there had been no further conversation about it and he had not provided any information to this individual, and that this individual had created the site entirely on their own.</p> <p>-There needs to be formal communication to the individual and the hosting agency that this site be closed immediately. Wayne suggested that removing all reference to the FGCA would be adequate. Disagreement by the Board who felt that the site must be completely closed.</p> <p>-Concern with the inappropriateness of someone creating a website without approval. Who paid for the domain? Is this a legal issue? Is the association at risk? Suggestion that we seek legal advice.</p> <p>- Concerns were presented regarding Wayne’s ‘lack of good judgement as the chair of planning and zoning’. Discussions followed about decision making and how chairs need to have better judgement when responding to these types of contentious queries.</p> <p>-Request for the name of the individual who created the website. There should be an official letter/email go out acknowledging their effort and good intentions but also letting them know the site has to come down and what the proper procedure is for a project like this. Wayne refused to provide the name. He explained this was a mistake and he wouldn’t have this person attacked. He felt they should be thanked for their efforts. Discussion that it is the duty of the Board to contact this person directly.</p> <p>-Motion by Anne, 2nd by Doug: Wayne must immediately request the website be removed from the Internet and provide the name and contact information of the person who created it. In Favour: Jason, Susan, Doug, David, Ted, Scott, Anne, Ron, Heather, Maureen, Barbara Against: Wayne</p> <p>-Don requested a timeline for providing the name. Wayne insisted that he would not provide the name until he had spoken with the person. It was agreed that Monday, February 29 was a reasonable timeline for Wayne to have provided the name to the Board.</p>	<p>Ron</p> <p>David</p> <p>Doug</p> <p>Anne</p> <p>Anne</p> <p>Don</p>
10:00	<p>Adjournment motion Moved: Doug 2nd Ted</p>	