

UNTD Association of Canada Board of Directors Special Meeting

Tuesday, 30 November 2021, 1800 EDT

Distribution List (Last Page)

Present

President Graham Scott
1st Vice President Jennifer Bennett
2nd Vice President Daniel Haché
Past President/British Columbia Region Roger Elmes
Secretary/Saskatchewan Region Ken McCaw
Treasurer Ross Connell
Kingston Region Iain Munro
Ottawa Region Glenn Carroll
Manitoba Region Nick Slonosky
Alberta Region Bob Blakely
Vancouver Island Region Russ Cape
Director at Large Glenn Davidson
Director at Large Marta Mulkins

Director at Large Kim Kubeck
Director Emeritus and Chaplain Bill Thomas

Regrets

Archivist and Newsletter Bill Clearihue

Vacant

Newfoundland and Labrador Region Vacant
Maritimes Region Vacant
Quebec Region Vacant

Auditing

Director Emeritus Ed File
Director Emeritus Bob Williamson
Director Emeritus Bob Jenkins
Director Emeritus Bob Duncombe

Minutes

The meeting was called to order at 1802, EDT.

1. President's Remarks

The draft By-law #1 for the incorporated UNTDA for Board consideration and Amendment/approval. **(Previously Distributed)**
The by-laws provide an operational framework for the development of more detailed operational policies.
The latter are currently under development and will be considered for approval by the Board at a later date.
The by-law framework is the focus of this meeting.
Some provisions therein are required by the Act but the rest are open to amendment as appropriate.
The Executive Committee has had a run through and is recommending the draft but recognizes that the board may wish to make changes.
It is critical that the by-laws remain as simple and direct as possible so as to not tie our hands with complexity and detail.

There is a policy document being drafted and it will be the **recommended** location for detailed operating procedures such as Job descriptions, Committee structures and mandates, Terms of Reference, Conflict Resolution procedures and any other instructions needed for us to govern the UNTDA.

2. **Draft By-law #1 (Previously Distributed)**

Secretarial explanatory note: Prior to the meeting email dialogue resulted in several questions from directors and two specific documents. Director at Large Kim Kubeck submitted several questions and Manitoba Region Nick Slonosky contributed an extensive series of comments and suggestions as a collaborative document. Director at Large Kim Kubeck was asked near the end of meeting if her questions had been addressed and she indicated that yes that had occurred before the meeting. Manitoba Region Nick Slonosky's submission is not attached to these minutes but may be referred to where change to the draft by-laws was deemed necessary.

Alberta Region Bob Blakely walked us through the draft By-law #1 and provided explanations and answered questions.

- a. Do we need a physical address? Yes and that is presently Alberta Region Bob Blakely's office. That can be changed as required.
- b. **Which term Corporation or Association do we prefer to describe the UNTD entity? The consensus was Association.**
- c. What is the legal name going to be? It remains as The UNTD Association of Canada/L' Association UNTD du Canada.
- d. Director at Large Glenn Davidson asked should/could the mission statement/purpose appear as a lead item in the by-laws. Also the Purpose is stated in the Articles of Incorporation this has been taken for consideration.
- e. Section Two - Membership Matters resulted in extensive discussion. It was determined that it is best that the by-laws in this

section remain as drafted. Detailed clarification of membership should be part of the policy document.

- f. Article 4.03 Quorum at members meetings why 14? It was a random number to be used at this stage a placeholder. It may well be replaced by a more appropriate number on completion of the By-Laws and subsequent policy document.
- g. Article 4.05 Participation by Electronic Means at Members' Meetings will be amended to incorporate Manitoba Region Nick Slonosky suggestions.
- h. Article 4.06 will be amended include reference to both official languages.
- i. Article 5.01 the number of directors remains to be determined and until such time we will continue our past practices dictate.
- j. Article 5.03 will be amended to read The Corporation shall strive for adequate **regional** diversity from all parts of Canada.
- k. Article 5.05 references to Honorary and or Emeritus Director will be left to the policy document.
- l. Article 6.01 the reference to one director will be removed as it is no longer required.
- m. Article 6.03 Quorum will be amended to include a requirement for fifty plus one.
- n. Article 6.04 Resolutions in Writing suggestions by Manitoba Region Nick Slonosky will be addressed in the policy document.
- o. Article 6.05 Committees will be amended to remove references to specific committees.
- p. Article 7.01 Appointment of Officers will be amended to better define one person holding two or more positions.
- q. Article 7.02 Duties of Officers will be amended to incorporate the voting status and position of any subsequent employee the UNTDA may hire.
- r. By-Law reference suggestions for an article on Conflict of Interest by Manitoba Region Nick Slonosky were determined to be more applicable to the policy document.
- s. Article 8.01 will be amended to include suggestions by Manitoba Region Nick Slonosky an article about Indemnification.
- t. Article 9.01 will be moved to a more appropriate location.

- u. Article 10.01 The Arbitration clause will be removed and place in policy.
- 3. **Moved**-Alberta Region Bob Blakely **Second**-Director Emeritus and Chaplain Bill Thomas that the board supports the draft by-laws in principle. As well the board directs Alberta Region Bob Blakely assisted by the executive committee to continue preparation of the final draft of By-law #1 as soon as possible. **Carried**
- 4. **Moved**-President Graham Scott **Second**-Director at Large Glenn Davidson that the board extend its deepest appreciation and special thanks to Alberta Region Bob Blakely for his considerable time and effort in preparation of the draft by-laws. **Carried**
- 5. **UNTDA 2025-Marta Mulkins Report (Pending Distribution)**

Marta Mulkins will walk us through her Report at the Tuesday 14 December 2021 meeting.

President Graham Scott asked all directors and specifically committee chairs to thoroughly read the report once received. It is a formative document for the UNTDA and has recommendation with critical timings.

He advised that following the next Board meeting, the Executive Committee along with Marta will consider next action steps for recommendation to the board.

6. **Date of Next Meeting**

The next meeting will be held on Tuesday, 14 December, 2021.

7. **Adjournment**

Moved to Adjourn - Kingston Region Iain Munro. There being no further business to discuss, President Graham Scott adjourned the meeting at 1955 EDT.

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Maritimes Region	Vacant	Vacant
Quebec Region	Vacant	Vacant