

MINUTES - KTC Executive Meeting
Monday, September 21, 2015, 7:30pm
47 Newcourt Place (Bud's home)

Present: Rick Donaldson, Paula Loh, Bud Nelson, Isabelle Pollock, David Stocks, Chloe Wilson

Absent: Taco Meuter, John Sylvester, Claire Tremblay

In Attendance: Tom Thayer

1. Review/approve minutes

a) of meeting from Wednesday, September 16, 2015

Approved.

b) of special meeting from Wednesday, September 16, 2015

Approved.

It has come to the board's attention by a local lawyer (Paula contacted him to confirm that Taco had a direct conflict of interest in the matter of his removal from the board, and therefore should not have been allowed to vote on the motion at the Special Meeting on September 16th) that the KTC By-laws violate the Ontario Corporations Act. The board cannot remove a membership-elected board member; only those who elected the director can remove him or her (i.e. at a special meeting or AGM). We recognize that Taco must be reinstated.

Motion (Rick): Although the board followed the KTC By-laws correctly in having Taco removed from the board, the By-laws have been found to contravene the Ontario Corporations Act, and therefore Taco will be reinstated as a director.

Carried.

Motion (Chloe): That the board send Taco an email asking that he resign from the board.

Defeated.

Taco will be informed that he has been reinstated to the board. Since it has been brought to our attention that the KTC By-Laws contravene the Ontario Corporations Act, and also that other items in our By-laws are confusing, the By-Laws will have to be revised. This will happen after the AGM

Outstanding agenda items from meeting of September 16:

2. Items for follow-up from recent meetings

a) Implementation of a physical comment box

Isabelle and Bud will implement a comment box to be ready for the 2016 season.

Maria Constandinou suggested that the club's used tennis balls could be used by a co-worker for "flyball" (a game that dogs play); she has offered to list us as a sponsor with her group. We will provide her with some of our used balls, and also encourage members to drop off their old balls for re-use, as we receive various requests for them.

b) Assessment of court usage by Bud, Dave, & John

Aim for completion prior to the AGM

Letter received from member, Neil Neasmith, August 26, 2015

The letter received from Neil Neasmith is shown in Appendix A.

It will not be possible to complete the court usage assessment before the AGM but the committee will meet prior to AGM to discuss and determine what will be said to membership at the AGM. The committee will also investigate the booking of court 7 and whether anything can be done to help make this court available for people to use the hitting wall.

c) Reduction in profit on the junior camps this year

The net profit from the camps was down ~10K this year compared to last year. Revenue was lower and wage costs were higher.

Further analysis is needed and, as understanding increases, we will implement changes to the camps next year. We need to balance profit from the camps with camp court use.

One suggestion is to have younger kids play tennis for the mornings and do other activities in the afternoon, such as sports and water games, at a nearby field (ie Winston Churchill).

3. Governance

a) Inclusion of audited statements in Annual Report

Modify date for future AGMs to accommodate the audit?

With a financial year-end at the end of September, it is difficult for the treasurer to complete the financial statements and get them audited in time for a mid-October AGM.

Tom suggests that, in future, the treasurer can complete the majority of the financial work by the end of August and make an initial submission to the auditor, then complete the statements for September 30 and make a supplemental submission. He suggests that the date for the AGM could be any time from October 15th onwards to allow for the inclusion of audited statements in the Annual Report.

Tom also questions whether we operate with a budget. There currently isn't one. The treasurer should develop an approximate 2015-2016 budget as a starting point.

b) Eligibility to attend KTC board meetings

Request by member, Gord Hunter, to observe a board meeting

Our current practice is to not allow observers since it can discourage open discussion and decrease productivity. Invited guests attend to make presentations to the board and are often invited to stay for the remainder of the meeting.

c) Use of Executive Sessions

Meetings are closed, so we have no need to go into Executive Sessions. If we choose to move to a more open system (ie public minutes), we would need to consider going into Executive Sessions to discuss sensitive matters.

d) Amendment of by-laws: incorrect phrase in section 7.05 Treasurer
[see attachment]

The amendment is in Appendix B.

However now that it has been brought to the board's attention that the By-laws need to be revised, this will not be addressed at this point.

Paula will email the Queen's Law department to see if we would qualify to have Queen's law students re-write our by-laws on a complimentary basis (as they are doing for the Lawn Bowling Club).

e) Clinic for board members

We will ask an expert in governance to present to the board, preferably on an annual basis shortly after the AGM (when any new board members would have just joined).

4. Preliminary Financial Statements; automating of bookkeeping

The analysis hasn't yet been done on the financial statements. Some clarification is required on the statements. The board should approve financial statements prior to the AGM.

Taco will be asked to distribute the final financial statements via email and board members can ask him questions via email.

5. On Street Parking - update (Paula)

August 25th – Paula met with City staff to discuss parking permit control for the remainder of the season. The City agreed to give us 60 permits based on the maximum number of members who would be on court during the permit-parking times. There is a \$10 fee for each permit that is not returned at year-end. We have quietly issued permits to “regular” afternoon players to use until the end of the season since we don’t have a steward on duty in the afternoons in the fall.

Negotiations for the 2016 season are informally set to begin in November. The City’s starting rate is \$30/permit/month (which is the residential rate). Our proposal is that we pay for the fabrication of permits (enough to issue to each adult member) with no monthly fee charged by the City, we then issue and track the permits on a seasonal basis, and monitor the designated parking area to ensure they are not used for commuter use.

September 1st – Paula presented to Council, along with the president of the Lawn Bowling Club, to make them aware of our situation. The presentation was well-received and councillors had many questions.

6. Clubhouse Project Report (Paula)

Sep 8th - Paula attended a meeting with our planning consultants (Fotenn) and City planning staff to discuss our minor variance application to the Committee of Adjustment (COA). Staff will issue their report to the COA in time for our application to remain on the agenda for the Sep 28th COA meeting.

The classification for our building drawings is A2 which means we need to have an architect stamp our drawings and that a mechanical engineer design the HVAC system. Michael Preston is having trouble finding an affordable mechanical engineer to do this which has caused a delay in finalizing construction drawings. We will not be able to get quotes from general contractors and analyze them prior to the AGM.

We will therefore not be able to present on the clubhouse project at the AGM and will instead hold a Special Meeting later on.

Some discussion on whether proxy voting is possible for the infrastructure project, as there are several aspects to discuss/approve with the membership that affect it, such as the implementation of an ongoing Capital Improvement Levy. It may be difficult to issue a comprehensive motion prior to discussion by the membership.

7. Preparation for the AGM of October 13, 2015 - Ongwanada Auditorium

a) Should the club be closed during the AGM?

The court lights will remain on during the AGM.

b) Shirts for all tournament champions & finalists

Dave will order shirts through Larry at Racquet Science. Shirts for ladder recipients will also be awarded at the AGM.

c) Reports by board members for inclusion in the Annual Report

To be submitted to Chloe by October 5:

Dave - the adult tournaments; staffing

Bud - the adult ladders

John - junior development

Claire - the socials

Isabelle - newsletters

Rick - infrastructure/maintenance

Taco - financial statements & highlighted numbers

Paula - president's report (overview of the season)

d) Clarification for voting by proxy, with regard to our by-laws

Our by-laws need clarification in this area.

e) Nominating Committee Report (Bud)

There should be four board members on the Nominating Committee; there are currently only two (Bud & Taco). Isabelle & Rick volunteered to join. Nominations are to be received and published by Sep 28th. After that, nominations may only be received from the floor if a nominee is unable to stand.

8. Other business

Queen's Tennis Team - courts have been pre-booked for practices. Bud has asked Sam Faris to forward a list of team members to him, and told him that they must purchase a membership by the end of this week.

Meeting adjourned at 10:30pm