

Wells-Barkerville Community Forest Ltd.

Minutes: Open Board Meeting

May 23, 2017

Held at District of Wells Municipal Hall

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

Public Attending: Four (4)

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 Ian Macdonald, Seconded by Paul Galliazzo that the Agenda be adopted as amended by adding:
 - i. Under Unfinished Business:
 1. Letters from WBCF responding to Wells and Area Trails Society (WATS) and to Tim Hathaway;
 2. Open and Closed Meeting Policies
 - ii. Under New Business BCCFA 2017 Conference
 - iii. Correspondence
 1. BCCFA Membership dues invoice (\$288.75)
 2. Integris Bank Statements
 3. Community Forest Indicator 2016 report from BC Community Forest Association

Passed Unanimously

2. ADOPTION OF MINUTES:

- a. Adoption of Minutes from March 6, 2017 Board Meeting
Moved by Paul Galliazzo, Seconded by Lorraine Kozar that the minutes of the April 4, 2017 Board meeting be adopted as presented.

Passed Unanimously

3. DELEGATIONS AND PETITIONS: Nil

4. BUSINESS ARISING FROM THE MINUTES / UNFINISHED BUSINESS:

- a. Letters from WBCF in response to those received from Wells and Area Trails Society (WATS) and Tim Hathaway (both presented to Tim Hathaway by Chair Massier)
- b. Open and Closed Meeting Policies – Andrew Young stated that research on sample meeting policies for open and closed meeting is underway and a set of potential policies will be prepared for the Board to consider at its next meeting.
- c. Public Comment Opportunities
Moved by Ian Macdonald, Seconded by Margaret Inoue that the Board provide an opportunity for public comment at the end of the Board's Open Meetings
Passed Unanimously

5. NEW BUSINESS:

- a. BCCFA 2017 Conference in Tumbler Ridge

Moved by Ian Macdonald, Seconded by Paul Galliazzo that the WBCF provide financial support (up to \$700) to enable Margaret Inoue to attend the BCCFA 2017 Conference in Tumbler Ridge
Passed Unanimously

Moved by Ian Macdonald, Seconded by Paul Galliazzo that the WBCF provide financial support to enable Lorraine Kozar to attend the BCCFA 2017 Conference in Tumbler Ridge if it is possible to schedule
Passed Unanimously

- b. WBCF Budget Requirements

The Board reviewed potential budgetary requirements for the WBCF for 2017 and future years. The Chair mentioned the need for accounting, auditing, and legal advice; for example, with regard to WBCF revenues and profits and the need for and benefits of protecting those monies from taxation. Having that advice would also be beneficial to help determine how revenues and dividends can best be divided between the WBCF and the shareholder. It was noted by other Board members that it would be desirable to avoid paying unnecessary amounts of taxation.

Paul Galliazzo reviewed the draft budget planning spreadsheet with the other WBCF Board members. A series of suggested modifications to the draft budget were made and discussed including for example: provision for insurance, and director's liability insurance; legal and accounting service; office and sundry charges; BCCFA membership dues; professional services (these changes are illustrated in the revised spreadsheet).

Margaret Inoue mentioned the need for a WBCF Coordinator to prepare agendas, minutes, conduct research etc in order to provide dedicated part-time support to the Board and to avoid in-kind demands in the District of Wells. Lorraine Kozar asked whether West Fraser Mills should be providing more support to the WBCF as part of its forest management function. M Inoue stated that a coordinator would liaise directly with West Fraser Mills on a more frequent basis.

The need to develop a strategic planning for the WBCF was also raised by M Inoue. She volunteered to collect some names of facilitators from contacts at the BCCFA. J Massier (Chair) also suggested contacting the Fraser Basin Council (FBC) for names of strategic planning facilitators.

The need for professional support services (for example fire fighting) was mentioned too during the Board's budget discussions.

Moved by Andrew Young, Seconded by Margaret Inoue that the suggested modifications to the draft WBCF budget for 2017, 2018, 2019 be approved.

Passed Unanimously

6. COMMITTEE REPORTS: Nil

7. CORRESPONDENCE:

- a. 2016 Cut Control letter dated April 28, 2017 from FLNRO
- b. BCCFA Membership dues invoice (\$288.75)
- c. Integris Bank Statements
- d. Community Forest Indicator 2016 report from BC Community Forest Association

Moved by Ian Macdonald, Seconded by Paul Galliazzo that the correspondence be received

Passed Unanimously

Board Members were also reminded that Chris Elden from West Fraser Mills would be giving a public presentation on June 12, 2017 at 7 pm at the Wells Community Hall – Banquet Room concerning West Fraser's forestry plans in the area.

8. PUBLIC COMMENT

Larry Pawlowicz asked if additional notices about the WBCF Board meeting could be posted. He also stated that different people in the community have different visions for the community forest as well as for future employment opportunities.

Phil Leroy asked – based on Chris Elden’s presentation to the WBCF Board – whether WFM’s intention is to harvest the best wood. J Massier (Chair) responded that WFM appears to want a long term relationship with the WBCF.

Tim Hathaway stated that he thought the meeting was poorly advertised. He would like to see more electronic advertising used for future meetings.

Jay Vermette asked about the dividend being paid to the District of Wells. He was told that the initial payment that will be made to the District includes \$5000 to offset past expenses incurred by the District in support of the WBCF.

9. CLOSED MEETING

10. At 8:30 pm it was moved by Lorraine Kozar, seconded by Ian Macdonald that the WBCF Board meeting of May 23, 2017 proceed to an Closed Meeting

11. RECALL TO ORDER AND REPORT

- a. At 8:46 PM it was moved by Paul Galliazzo, seconded by Ian Macdonald that the Open Meeting of the WBCF Board of May 23, 2017 be recalled to order and report out the following from the Closed Meeting of March 6, 2017:

It was moved by Paul Galliazzo, seconded by Margaret Inoue that the WBCF Board authorizes an \$80,000 dividend to be paid to the shareholder in 2017, plus a further \$5,000 to be paid to the shareholder to address outstanding expenses incurred by the District of Wells in supporting the development of the WBCF, and that if additional and sufficient monies are received by the WBCF from WFM before the end of 2017 that a further \$18,000 will be paid to cover the total of \$103,000 expected by the District of Wells. Passed Unanimously

12. NEXT MEETING

- a. It was agreed that the next meeting of the WBCF Board would take on June 19, 2017

13. ADJOURNMENT

At 8:46 PM it was moved by Margaret Inoue that the Board meeting be adjourned.
Passed Unanimously.