

**Record of Board Meeting #2017-06 on June 27, 2017**

***Theme: "Succession and Nexus of Growth"***

<b>VENUE:</b>	Bowen Lodge (Main Lodge)	<b>PARTICIPANTS:</b>	<b>NOT ABLE TO ATTEND:</b>
<b>DURATION:</b>	7:15 pm – 9:15 p.m.	1) Soren Hammerberg 2) Neil Boyd 3) Henry Campbell 4) Joanne Gassman 5) Holly Graff 6) Jennifer Hall 7) Julia McCaig 8) Jennifer Pardee 9) David Podmore 10) Kim Stephens 11) Larry Lunn	12) Michael Cornelissen
<b>CHAIR:</b>	Soren Hammerberg		
<b>RECORDER:</b>	Julia McCaig		

<b>TOPIC</b>		<b>DISCUSSION HIGHLIGHTS / DIRECTION &amp; DECISIONS</b>	<b>ACTIONS</b>
<b>Quorum &amp; Agenda</b>		Quorum declared by Soren MOTION to approve Agenda and MOTION to approve Record of Meeting of May 23, 2017 MOVED by Soren SECONDED by Jen H.	
<b>1</b>	<b>Electronic Decisions</b>	Recording of Electronic Decisions: <b>None</b>	
<b>2</b>	<b>Chair's Report</b>	<p><b>Communications</b></p> <ul style="list-style-type: none"> <li>- Need to develop a strategy to address third party sponsorship when, for example, groups opt to have functions in the Foundation's name and communicate this to the community without discussing with us (this has happened twice in the last few months).</li> <li>- There needs to be some element of understanding and consultation where we draw the line between charity and commercial endeavours in order to ensure an alignment of values and consistency of our mandate.</li> </ul>	<p><b>Action #2017-23</b> The Finance and Executive Committee together with Nominations and Governance Committee will meet to discuss issues of: - funding of Helping Hand</p>

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	<ul style="list-style-type: none"> <li>- We also need to ensure the confidentiality of donors.</li> </ul> <p>Soren commended the communications team for an excellent Spring Newsletter.</p> <p><b>Strategic Planning Session Reflections</b> Appreciation to the board for their respectful and thoughtful dialogue. Once Gordon Orlikow distills the information, Soren and David will disseminate.</p> <p><b>Succession</b> A recommendation that the Chair's position be modified to a 2 year term with two 1 year renewal options, for a total of up to 4 years.</p> <p>It is anticipated that the Vice Chair will assume the position of Chair at the end of the Chair's term.</p> <p>Discussion ensued regarding recruitment from the community at large. It was determined that experience as a Director is an important factor.</p> <p>David graciously offered to assume the position of Chair upon the end of Soren's term as of the AGM April 2018. The Board unanimously approved Dave's appointment.</p> <p>Holly graciously offered to assume the position of Vice Chair as of the AGM April 2018. The Board unanimously approved Holly's appointment.</p> <p>Appointments are formally presented and approved by the membership at the AGM.</p> <p>Discussion ensued on the creation of the position of Past Chair. The position would serve as a Director but not an Officer.</p> <p>Soren graciously agreed to assume the position of Past Chair for a series of 1-</p>	<ul style="list-style-type: none"> <li>- structure of "membership"</li> <li>- addition of administrative costs and how to address budget</li> <li>Julia to coordinate</li> </ul> <p><b>Action #2017-24</b> Strategic planning report presentation (with Gordon Orlikow) <b>Soren &amp; David</b></p>

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	<p>year terms, mutually agreeable by Soren and the Board. The role of Past Chair to be discussed and defined.</p> <p>Our By-laws and Policies will be revised to reflect the foregoing changes in terms and responsibilities concurrently with the pending legal review and update of our By-laws.</p> <p>Discussion ensued that we are at a critical time in our growth as a Foundation. We have been successful in securing several pending legacies. The last legacy was M.C. Cumming in 2006. It is recognized that the Board needs to invest in the administrative capacity of the Foundation, in securing the position of Administrator and to properly serve our growing donor base. Legacies will be the key to building assets under administration.</p> <p>The Finance and Executive Committee together with Nominations and Governance Committee will meet to discuss issues of:</p> <ul style="list-style-type: none"> <li>- funding of Helping Hand (an interim suggestion is to raise a temporary fund from philanthropists who do not require a tax receipt)</li> <li>- structure of "membership" (legal opinion pending)</li> <li>- increasing administrative costs (possibly create a separate administrative fund to which the community could also donate). Discussion ensued maintaining transparency in our costs.</li> <li>- evolution of the Foundation to making grants directly without a "charitable partner"</li> </ul> <p><b>Decision #2017-XX "BE IT RESOLVED THAT:</b>            "To accept as a nomination for the successive Chair and Vice Chair – David Podmore and Holly Graff", formally to be introduced by motion at the next AGM, April 2018.  <b>MOVED by Soren, SECONDED by Jo</b></p>	

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<p><b>3</b> <b>Vital Conversations Update</b></p>	<p><b>Vital Conversations Event - Saturday, September 9<sup>th</sup> 9:00 a.m. to 1:00 p.m. (now at Cates Hill Chapel)</b></p> <ul style="list-style-type: none"> <li>- Jo gave brief update of "final list", explaining the efforts made to ensure a range of diversity and capture voices that aren't typically heard: The invitations will be sent out in two stages to allow participants to RSVP by certain dates</li> <li>- First wave to be sent out on July 10, RSVP by July 19</li> <li>- Second wave to be sent out July 21, RSVP August 1</li> <li>- Joanne and Holly will talk to Tom, Edward and Sheree regarding sending out a survey to those who are not invited</li> <li>- board was asked to review the list circulated and provide feedback within 24 hours</li> </ul>	<p><b>Action #2017-25</b> Instruct lawyers, either Clark Wilson or Norton Rose, to:</p> <ol style="list-style-type: none"> <li>1. adapt our current structure to that of a hybrid</li> <li>2. review definition of "membership"</li> <li>3. amend our by-laws to reflect new position of Past Chair and revised terms of Chair</li> </ol> <p style="color: red;"><b>Soren</b></p>
<p><b>4</b> <b>Helping Hand Committee</b></p>	<p>Soren reported he and Larry had a meeting with the Helping Hand Committee on June 5<sup>th</sup>. He remarked how impressed they are with the heart and desire that the committee has to pursue our mandate within their terms of reference. Richard Welland of Clark Wilson, LLP, has looked at our constitution, by-laws and provided a preliminary opinion (copy attached).</p> <p>There are three options of how the Foundation may operate:</p> <ol style="list-style-type: none"> <li>1. operate as a funder: the granting process dependent on individual community charitable partners who align with us</li> <li>2. create an independent aligned charitable entity: not that practical as we may not have direction or control</li> <li>3. adapt our current structure to become a hybrid: the Foundation becomes not only the funder but the grantor</li> </ol>	<p><b>Action #2017-25</b> Instruct lawyers, either Clark Wilson or Norton Rose, to:</p> <ol style="list-style-type: none"> <li>1. adapt our current structure to that of a hybrid</li> <li>2. review definition of "membership"</li> <li>3. amend our by-laws to reflect new position of Past Chair and revised terms of Chair</li> </ol> <p style="color: red;"><b>Soren</b></p>

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	<p>Discussion ensued with the third option preferred. Factors:</p> <ul style="list-style-type: none"> <li>- dependency upon community charitable partners. Concerns as with the Little Red Church and the Helping Hand Fund</li> <li>- compliance with CRA of our charitable partner? Can we rely on entities over which we have no awareness</li> <li>- control of the granting process, within our mandate and time frame</li> </ul> <p>The preliminary advice, is that the process for evolving to a hybrid, is at the discretion of CRA. This process may take up to 18 months.</p> <p>Considerable discussion ensued.</p> <p>Though transitioned to the Societies Act, our constitution and by-laws are outdated and in need of revision.</p> <p>Estimated cost: \$10K - \$15K, in two tranches, initially \$4K - \$5K to update our constitution and by-laws, including the definition of "membership". A further \$8K - \$10K to seek CRA approval for the variance of our "purpose".</p> <p>Discussion ensued on the increased scrutiny that the Foundation would receive from CRA if we evolved to a granting entity. The Board is comfortable with that eventuality.</p> <p>Becoming hybrid – i.e. both a funder and a grantor. The goal of this review and evolution is for the Foundation to be a sustainable, independent and accountable entity.</p> <p>In summation, this review is positioning the Foundation for the long term, to accommodate and to be flexible to receive, legacy gifts.</p>	

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<p><b>5</b> Bursaries &amp; Scholarship Update</p>	<p>Henry reported that no applications were received for the trades program – BCIT has a 6 week rolling enrolment and that the issue was proof of enrollment won't be available for 6 months. He plans to meet with Wayne Hand, Dean of construction at BCIT to discuss further. David advised that a bursary gets awarded at the outset and there are ways to deal with the issues Henry encountered. He offered to assist Henry in future structure and process and it is hoped that a bursary can be awarded in the near future.</p>	<p><b>Action #2017-26</b> Work with BCIT to facilitate award of a bursary in the trades. <b>Henry &amp; David</b></p>
<p><b>6</b> Administrator's Report</p>	<p><b>Julia provided a brief report on:</b></p> <p>Sea to Sky Community Foundations meeting of June 15 giving a brief synopsis on the other Foundations' activities relating to their Vital Conversations events, issues they are all experiencing around rapid growth and much discussion around capacity, finding ways to collaborate around resourcing and the mismatch between costs of managing the foundation with resources available.</p> <p>Barbara MacMillan introduced <u>HRJ Consulting</u>, a private foundation which may be interested in funding communities through their Community Foundations. The group was asked to consider their needs – some ideas are to provide more operational capacity, increase our fund size, and hold board workshops. Steps involved are to go to our boards for approval then apply for significant funding around a comprehensive extensive program - with deliverables and outcomes. Barb will initiate this. Could we each come up with 2 or 3 goals or strategies and then we can see where our commonalities lie and look for patterns or consistencies.</p> <p>Julia requested assistance on this initiative from a member of the board.</p> <p>Erika Brandssen of the United Way presented to the group. She explained how over the last 10 years, the United Way has moved into more of a community impact model – they are not just about fundraising anymore. People know the brand, but they still find it hard to describe who they are and what they do, and grapple with how they tell the story. About 40% of their funding is locked into member agencies – United in Change grants – now in their last iteration. They can't have the impact needed in communities while 40% of their funding is locked into an historical relationship. In 2019 this will shift as an anchor model</p>	

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	<p>as they strive to have a geographical presence with partner organizations in areas where they are focused. She explained they are looking to partner with Community Foundations.</p> <p><b>Administrator's Role and Renewal of Administrator's Contract</b></p> <p>Julia explained the workload was currently unsustainable in the context of the volunteer hours she was devoting. At approximately 12 hours per month, this was just to keep up with the workload and doesn't allow time for:</p> <ul style="list-style-type: none"> <li>- website updates and security upgrades which need to be performed including changing our hosting provider, increasing security on our website and enhancing our mobile site functionality</li> <li>- developing a cohesive communications policy and increased social media presence</li> <li>- maintaining timely communications generally - thanking donors - more frequent communications with our donor base</li> <li>- ongoing professional development and building our capacity around administering legacy gifts - attend webinars, conferences and so on. She explained that attending the CFC regional meeting in Kelowna this September equals at least two weeks of current administrative time allotted.</li> <li>- provide additional support for the new chair</li> </ul> <p>Ongoing</p> <ul style="list-style-type: none"> <li>- expand on our Public and Donor Relations and have more time to attend more industry meetings, webinars offered by Canada Helps and Charity Village, and potentially pursue BCI's Marketing/Fundraising Certificate program. She advised she's meeting with Barbara McMillan, formerly with CFC, currently Vancouver Foundation Partnership Consultative Committee) who teaches the grant writing course at BCIT to discuss further professional development, expand on skills and discuss</li> </ul>	

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	<p>opportunities with other Community Foundations. She confirmed community hours are all Foundation's.</p> <p>Julia was then asked to leave the meeting to allow discussion of the new terms of the Administrator's Contact.</p> <p>In Julia's absence discussion ensued:</p> <ul style="list-style-type: none"> <li>- since September 1, 2016 when she assumed the position of Administrator the Foundation has solidified its day to day operations. She is a valued and respected member of the community and the Foundation. There was a review of her volunteer hours and a recognition that the cumulative work needs to be properly remunerated.</li> <li>- in light of increased requirements for hosting Vital Conversations, it was decided to renew her contract as of July 1, 2017 for a term of 14 months to August 31, 2018.</li> </ul> <p><b>Decision #2017-14 "BE IT RESOLVED THAT:</b></p> <p>"renew the existing Administrator's Contract commencing July 1, 2017 for a period of 14 months to August 31, 2018 at a new rate of \$28 per hour, with an increase in hours from 8 hours per week to 12 hours per week over 50 weeks (allowing 2 week vacation)."</p> <p>MOVED by Soren, SECONDED by Jo</p>	
<b>7</b>	<b>Next Meetings</b>	
	<ul style="list-style-type: none"> <li>• <b>REGULAR BOARD MEETING:</b> Tuesday, July 25, 2017 7:00 p.m. (<i>Bowen Lodge Board Room</i>)</li> <li>• <b>VITAL CONVERSATIONS ORIENTATION SESSION:</b> Thursday, August 22, 2017 6:30 p.m. – 9:30 p.m. <i>Artisan Eats Café</i> (<i>No regular board meeting in August</i>)</li> <li>• <b>REGULAR BOARD MEETING:</b> Tuesday, September 26, 2017 7:00 p.m. (<i>location TBA</i>)</li> </ul>	





Soren Hammerberg <sorenandelizabeth@gmail.com>

**Attachment #1**

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## Bowen Island Community Foundation

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Richard Weiland <RWeiland@cwilson.com>

Wed, Jun 21, 2017 at 11:17 AM

To: "sorenandelizabeth@gmail.com" <sorenandelizabeth@gmail.com>

Cc: Michael Cornelissen <macornelissen@shaw.ca>, David Podmore <DPodmore@concertproperties.com>, Henry Campbell <henry.campbell@gmail.com>

Soren,

Thank you for your emails.

At the outset - I am assuming that the "Draft Transition Application Const and Bylaws May 13, 2017" which you sent to me have been adopted and are now your bylaws. Please let me know if that's not the case.

### Issue 1: Defining membership

The official "members" are those who have applied to be members and have been accepted by the directors as such. The bylaws also include a requirement to pay annual dues to keep memberships current. The Foundation should maintain a register of who the members are at any given time.

It would be good to have a discussion around several questions here:

- Do you know who your current members are? Is the register up to date?
- Who do you want your members to be? Should BICF have a broad-based "grassroots" membership, or should it be a smaller number of members who demonstrate a high level of commitment?
- Do your current bylaws and practices reflect what you want?

I would be glad to have a discussion with you on this to give you some thoughts to bring to your board.

### Issue 2 – Helping Hand fund and Disbursements to Qualified Donees.

The main issue here is that BICF has been established to be a grant-making Foundation, with the sole purpose of supporting other local charities, not as an operating charity itself. If BICF is administering a benevolent fund which supports individuals directly, the board is operating outside of the scope of its authority.

In terms of what to do about it, I see three options:

(1) Maintain your current structure with BICF being a pure grant-making foundation, and shift administration of "Helping Hand" to the church. BICF representatives can maintain some oversight but would not be involved directly in administration of the Fund. The terms of reference should be amended to reflect this structure.

(2) Keep BICF as it is and set up a separate operating "community development" charity which has purposes that would allow it to operate programs in the community such as Helping Hand.

- This would be a separate organization with a separate board and mandate.
- It will take some time to get incorporated and approved as a registered charity. Therefore BICF may need to default to option (1) in the mean time.

(3) Amend the purposes of BICF to allow BICF to become a hybrid organization that is both a grant-making foundation and an operating charity.

- This requires an amendment to the constitution which must be approved by members
- The change in purposes will need to be submitted to CRA for approval first
- This will also take some time and therefore BICF may need to default to option (1) in the mean time.

All three could be viable options. If these questions have not already been discussed in these terms I would suggest the board begin with high-level strategic planning discussions around what they envision BICF's role in the community to be. If you have decided that you do want BICF to carry on its own charitable programs, I can advise on the changes that will need to be made to the constitution and the process you will have to go through with CRA.

Let me know what would be helpful in terms of next steps. I would be glad to set up a call or meeting to discuss further.

Regards,

Richard

**Richard Weiland** | Clark Wilson LLP

Partner

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