

NAVAL ASSOCIATION OF CANADA – OTTAWA BRANCH (NAC-O)
BOARD OF DIRECTORS (BOD) MEETING
Record of Discussion

13 August 2020
PROPOSED

ATTENDEES

Present: (via videoconference):

RB Walker, T Addison, G Powell, S King, J Millar, H Smith, M Watson,
R Coutu, P Dana, R Guitar, P Baiden and N Leak

Regrets: D Forestell

Call to Order

RB Walker called the meeting to order at 1530.

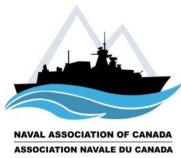
Changes and Approval of Agenda

RB Walker indicated the proposed agenda had been forwarded via email with the videoconference log-in details:

1. Approval of Previous Minutes
2. Appointment of Officers for 2020-2021
3. Fix date for AGM
4. Financial Review Results
5. Outstanding Business Items
6. Actions taken re Carole Lekadir Observations on corporate compliance
7. Fall/Winter Program
8. National Board Update
9. Any Other Business

H Smith requested an additional agenda item for Ottawa Mission COVID-19 Share a Smile Give Hope Campaign that T Addison had been leading. RB Walker also suggested that items 2 and 3 be switched in order. It was agreed to proceed with the amended agenda.

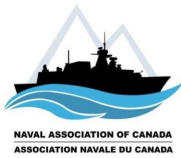
Item	Discussion	Action
1.	<p>Approval of Previous Records of Discussion (RoD)</p> <p>The proposed RoD for the meeting of 13 May 2020, previously posted on Wild Apricot (WA), was submitted for approval. No amendments were tabled.</p> <p><u>Motion:</u> Approve Records of Discussion for the 13 May 2020 BoD meeting.</p> <ul style="list-style-type: none">• Motioned by R Guitar; Seconded by P Baiden;• Carried.	N Leak



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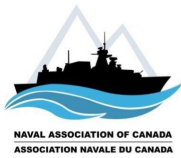
Item	Discussion	Action
2.	<p>Fix Date for Annual General Meeting</p> <p>RB Walker reminded members that permission to delay the AGM to the end of December was obtained (<i>Secretarial Note: exemption order posted on Branch WA AGM Meeting page</i>). He was hoping to hold the AGM in either September or October to get it out of the way, depending on a consensus of the Board. T Addison suggested the AGM should be held sooner rather than later, potentially after the September monthly meeting. J Millar noted that the annual corporations filing is still due by end-September and agreed with an earlier date. RB Walker noted that the financial reports have already been received and for the AGM in September annual Director reports need to be compiled. The President’s report is nearly completed. T Addison stated the Program report is about 90% completed. RB Walker expects the reports can be completed in about a week and then the call notice for the AGM sent out for the middle of September.</p> <p>Discussion followed regarding potential dates and Board member availability, if not in person then via video conference. RB Walker proposed any time after Wednesday 9 September time. J Millar suggested an evening meeting would be preferred. RB Walker noted that as a function only for the Ottawa branch time zones would need not be considered. T Addison suggested moving the Speaker’s night, monthly meeting to Tuesday, 8 September with the AGM the following week. Following discussion regarding Board member availability it was agreed to schedule the AGM for Wednesday, 16 September at 1900.</p> <p>RB Walker noted he needs to talk to a couple of people regarding their candidacies for the Board. He has spoken with one but has not yet spoken with the second. RB Walker indicated he will contact the individuals to confirm that they remain interested in joining the Board. He also indicated that he will send out a general call for nominations to the membership with the notification of the AGM. He will distribute the draft report shortly.</p>	RB Walker
3.	<p>Appointment of Officers for 2020-2021</p> <p>RB Walker briefly spoke to the future appointments. J Millar suggested this should wait until after the AGM after the membership has voted in the new Board. T Addison agreed adding that as was done at the National AGM the newly elected Board stay on the line after the AGM as their first Board meeting to determine appointments and Board member roles. All agreed.</p>	



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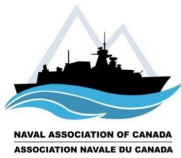
Item	Discussion	Action
4.	<p>Financial Review Results</p> <p>J Millar spoke to the outcome of the Independent Financial Review (IFR). He noted the review statements will be the official statements for the AGM (<i>Secretarial Note: posted on the Branch WA page for the AGM</i>).</p> <p>J Millar reported that the IFR identified a couple of issues, but overall NAC-O was assessed as being in good (financial) shape. Issues raised relate to the Observations on Corporate Compliance that will be a later agenda item.</p> <p>J Millar indicated that any questions relating to the review documentation may be directed to him. He added that an item for the AGM will be to approve an Independent Financial Reviewer for 2020. It was agreed to defer this discussion until after the Observations on Corporate Compliance discussions.</p>	
5.	<p>Outstanding Business Items</p> <p>Ottawa Mission COVID-19 Share a Smile Give Hope Campaign</p> <p>T Addison provided background on the origins of his idea to support a City of Ottawa efforts to accommodate the homeless and whether NAC-O could contribute financially or receive recognition as having made a donation via donations made by members in the name of NAC-O. He spoke to the person responsible for the charitable donations program in the Ottawa Mission in April who provided the links to the program and how to set up such a donation program. After providing some details on how the program would work, he suggested that the issue has now been overtaken by events, would not work as he had originally envisioned, and the item closed.</p> <p>J Millar noted that other donation sites allow for identifying organizations. RB Walker noted that such donations are not within the mandate of NAC-O, but members can still be informed that the need for donations continue and provide links to the charities in the Branch Newsletters. Discussion followed. P Baiden added that consideration should be given to donating to any of the charities supporting disabled veterans. He had been doing some work for supporting Cold War veterans and can provide the link for the Newsletter.</p>	<p style="text-align: center;">Close</p> <p style="text-align: center;">RB Walker</p> <p style="text-align: center;">P Baiden</p>



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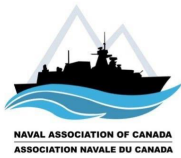
Item	Discussion	Action
6.	<p>Actions taken re: Carole Lekadir Observations on Corporate Compliance</p> <p>J Millar provided background regarding the legal and financial issues raised by Carole Lekadir and also identified by Colby McGeachy in their Independent Financial Review. He then provided a status report regarding the actions taken to address the issues, including the potential of engaging a law firm specializing in Not-for-Profit corporations.</p> <p>RB Walker reported on his discussions with two law firms as authorized at the previous BoD meeting. One assessed that NAC-O just has an administrative problem that should be fairly easy to resolve because the funds at the root of the issue were not the Branch’s to begin with and that the Branch did not make any money relating to the activities associated with the funds. The rate quoted by the first law firm was \$500/hour. The second law firm, recommended by Carole Lekadir, stated that as the Branch was acting as an agent for National and if National had properly reported the funds then there would be no reason for the Branch to take action. If National did not report the funds, then the Branch would need to make a voluntary disclosure. The second law firm rate quoted was \$450/hour. S King asked whether we know if National has declared the revenues for tax purposes. RB Walker confirmed National did make the necessary declarations and would have been reported in the annual financial statements.</p> <p>T Addison provided background on National’s opinion relating to the situation. The National Treasurer, a CPA who also has legal experience, assessed that the Branch was only holding the funds and no action was required by the Branch. RB Walker summarized that with two unpaid for assessments plus the assessment of the National Treasurer there is no longer an issue to be dealt with by the Branch and there is no further action required by the Branch.</p> <p>J Millar indicated that while the Branch acted above board there was interest paid on the funds deposited in an investment account, pending transfer to National, that were not transferred to National. He suggested that this interest should either be transferred to National or declared as Branch revenue for tax reporting purposes to ensure the Branch is completely above board.</p> <p>Returning to the Independent Financial Reviewer for 2020, J Millar provided additional background with observations regarding the retention of Colby McGeachy and alternative options. Discussion followed with M</p>	



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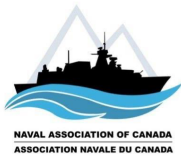
Item	Discussion	Action
	<p>Watson providing additional background and details of some options. J Millar further noted that the driving issues are cost and whether the legal concerns regarding corporate compliance were sufficiently addressed. Discussion followed regarding options and a way ahead, with a note that continuity would be beneficial assuming the quality of the work is satisfactory.</p> <p>S King summarized the situation noting that time is short, and we need to get this sorted out or decide on an alternate plan. A Motion was proposed and discussed. N Leak asked if it would be prudent to obtain a legal opinion in writing for due diligence. H Smith suggested that it would not be necessary, three consistent legal opinions had been expressed and the fund transfers recorded in tax returns and financial statement are sufficient and it would avoid an unnecessary cost.</p> <p style="text-align: center;"><u>Motion:</u> In view of the Branch’s aspirations to schedule the AGM 16 September 2020, that the Branch Treasurer is authorized to approach and negotiate with Colby McGeachy to continue as the NAC-O Independent Financial Reviewer for 2020. Taking due note of benefits of continuity on this file and in the course of negotiations communicate that the legal issues have been addressed in the advice and opinions received and asking Colby McGeachy to take this on with more familiarity on the file.</p> <ul style="list-style-type: none"> • Motioned by H Smith; Seconded by S King; • Carried. <p style="text-align: center;"><i>Post Meeting Note: J Millar reported via email that Ms. McGeachy is prepared to conduct the NAC-O 020 Independent Financial Review but did not offer any discount on fees. Quoted amount was \$2050.00 plus HST and Disbursements. Likely total fees would likely be something in the range of \$2300-\$2400.</i></p>	J Millar
7.	<p>Fall/Winter Program</p> <p>T Addison reported Adam Lajeunesse and Tim Choi are confirmed to speak on Chinese Submarine Operations in the Arctic for the September meeting. H Smith noted that there is not usually a September monthly meeting. T Addison indicated the Board had discussed holding a September meeting due to the changes to on-line meetings to keep the membership engaged particularly with postponement of the AGM and restrictions to summer holidays. Discussion followed, T Addison proposed the September monthly meeting be changed to the 14th vice the 7th (Labour Day) pending confirmation of the availability of the confirmed speakers.</p>	



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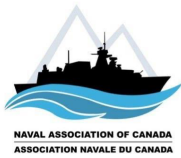
Item	Discussion	Action
	<p style="text-align: center;"><i>Post Meeting Note: Speaker availability confirmed, and meeting invite sent to members.</i></p> <p>H Smith asked if any feedback had been received from the 6 July monthly presentation. T Addison reported there was only minimal feedback after the meeting, but all was positive. RB Walker reported participation was in the order of 70 with 90 people registered.</p> <p>P Baiden suggested a potential guest speaker could be Col Chris McKenna who was the last Canadian Commander in Mali and could speak to how the UN hampered operations. T Addison noted a more naval flavour would be preferred but would follow up.</p>	T Addison
8.	<p>National Board Update</p> <p>T Addison provided an update of activities at the National level noting in particular that National has been participating in the Branch on-line monthly events, most recently the 6 July presentation by Josée Kurtz, and indicated they want to continue and assume more control of the speaker invitations to tie the events in with the National Naval Affairs program and attract corporate sponsors. He provided additional background of discussions he has been involved in at the National level including expanding the role of the company (AMP) hired for the BoA Gala to handle sponsorships, including means to increase membership, improving the National website to be more informative and interactive, etc. A revised contract with AMP is in the progress in this regard that will include a number of milestones and off ramps plus specific performance objectives in the form of sponsors signed up and sponsorship funds collected.</p> <p>Discussion followed regarding the National initiative and the potential roles and impacts on the Branch. G Powell expressed concern that National has previously proposed to take control of a number of membership initiatives but failed to follow through with a subsequent impact on Branch efforts. T Addison acknowledged the concerns and noted that in this case National was looking to the improved AMP contract the bulk of the effort for sponsorships and the website. J Millar also noted that WA is still using NAC-O accounts which will need to be addressed. T Addison suggested that this would be addressed as the overall membership structure and fees would be evolved and rationalized.</p>	



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	<p>T Addison and RB Walker acknowledged that progress has been very slow for quite some time but that there seems to be a renewed interest in pushing this forward. T Addison committed to keeping the pressure on National.</p> <p>Additional discussions followed regarding the National past and current intent and efforts, and renewed concerns of the potential impacts on the NAC-O Branch.</p>	T Addison
9.	<p>Any Other Business</p> <p>Membership</p> <p>G Powell indicated he had not posted the Membership Report on WA for this meeting. He reported that membership stands at 409 with 10 lost and 6 gained.</p> <p>G Powell presented the Lapse List for the Board to review and his proposed actions. He indicated he will be posting the list on the Ottawa Director's only page on WA and requested any inputs or assistance from Board members. Discussion followed with concurrence with the proposed actions.</p> <p><u>Motion:</u> Approve the lapsing of the 12 members as presented.</p> <ul style="list-style-type: none"> • Motioned by G Powell; Seconded by T Addison; • Carried. <p>RB Walker proposed to make Thomas Forbes an honorary member due to health concerns. All agreed. G Powell indicated he would follow up with the National Executive Director regarding Thomas Forbes.</p> <p>Navy Bike Ride</p> <p>RB Walker noted that there is a Naval Association team registered and encouraged all who may be out biking over the next few weeks to participate.</p>	<p>G Powell</p> <p>G Powell</p> <p>All</p>



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	<p>Branch Financial Statements</p> <p>J Millar reported the most recent financial statements are posted on WA. There are no issues to note. If any Board member has a question, they can be addressed to him directly.</p>	<p>All</p>

Adjournment

The meeting was adjourned at 1700.

The next meeting is scheduled for 1530, 10 September 2020 to be conducted via videoconference.

Prepared by N. Leak, Secretary, dated 13 August 2020

Approved by R. Barry Walker, President, dated