



Canadian Fossil Discovery Centre

"The Canadian Fossil Discovery Centre is dedicated to excellence in fossil preservation, research and learning experiences."

Notice of Meeting

To: CFDC Board of Directors
From: Chris Leach, Chair
Subject: Board of Directors Meeting
Date: Thursday, February 13, 2020 – 7:00 pm
Place: CFDC Board Room
Present: Gerry Peters (Vice-Chair); Dustin Boehr (Secretary); Adolfo Cuetara Yanez; Linda Sprung; Aaron Crossman; Chery Link
Regrets: Chris Leach (Chair); Joel Enns (Treasurer); Karl Redding
Absent:

MINUTES

Meeting called to order by chair at 6:59pm

1. Conflicts of Interest - None
2. Consent Agenda
 - a. Approve minutes of January 9, 2019 Board Meeting
MOTION:
THAT the consent agenda items be adopted.
Dustin Boehr, Linda Sprung; CARRIED
3. Approval of Regular Agenda
MOTION:
THAT the regular agenda be approved.
Aaron Crossman, Linda Sprung; CARRIED
4. Business arising from the minutes
5. Action item list - REVIEWED
6. Reports
 - a. Executive Director (January 2019; Adolfo/Cheryl) - Presented
 - i. Announcements - none
 - ii. Correspondence - none
 - b. Treasurer/Finance Committee - Presented

- i. Bookkeeper Report (January 2020; distributed)
 - ii. Comparative Balance Sheet (January 2020; distributed)
 - iii. Comparative Income Statement (January 2020; distributed)
 - iv. 2020 Budget – Asked for advance
 - c. President’s Report
 - i. Board Appointments – Welcome Adolfo as new ED
 - ii. Discuss and Approve CFDC Executive Director Interview Panel Report & Recommendation - Discussed
 - iii. AGM – **April 30, 2020** (See attached By-law Extract for Notice Dates)
 - d. Committee Reports:
 - i. Betsy Nicholls Committee – **Gala – April 25, 2020**
 - ii. Endowment Fund Committee - none
 - iii. Executive Committee (EC) – Sputnik meeting overview
 - iv. Facilities Committee -
MOTION:
**THAT the board appoint Adolfo as chair of Facilities Committee
Linda Sprung, Aaron Crossman; CARRIED**
 - v. Finance Committee – see Treasurer
 - vi. Governance Committee (Strategic Plan 2019-2021) - None
 - vii. Membership Committee - updated
 - viii. Nominating Committee – **Review By-law Date Requirements for AGM**
 - ix. Personnel Committee - none
 - x. Volunteer Committee - none
7. Committee of the Whole
8. New Business
 - a. Cost of living adjustment 2.2% for staff – retro Jan 1st(Gerry)
MOTION:
**THAT the board approve wage increase for staff
Aaron Crossman, Dustin Boehr; CARRIED**
 - b. Appoint Adolfo with signing authority(Gerry)
MOTION:
**THAT the board approve Adolfo to have signing authority
Linda Sprung, Aaron Crossman; CARRIED**
9. Future Agenda Items
 - a. Review Sputnik proposal
 - b. Contact Stantec for no further study
MOTION:
**THAT the board approve contacting Stantec
Aaron Crossman, Linda Sprung; CARRIED**
10. Adjournment – Motion to adjourn; 7:50pm

Present:

Regrets:

Absent:

Future meetings/events:

Board of Directors – March 13, 2020

Annual Meeting, Notices & Election of Directors (Extracts from CFDC By-Law No 1 - Jan 26, 2018)

3.01 ANNUAL MEETING: The annual meeting of Members shall be held during the month of April in each year or at such later date as the Board may decide, at such place and on such date therein as may be designated by the Board from time to time for the purposes of: (a) receiving the report of the Chairperson and Treasurer and of the auditor or auditors, and such other reports as the Board may indicate, (b) electing Directors, (c) appointing auditors, and (d) transacting such other business as may properly be brought before the meeting. **April 30, 2020**

3.03 NOTICE FOR NOMINATIONS: Notice calling for nominations of Members for election to the Board shall be in writing and shall be mailed or emailed to each Member at his/her last known address or email address, as the case may be, at least forty (40) clear days prior to the date fixed for the holding of the annual meeting or of any special general meeting of Members at which Directors are to be elected. The Notice shall indicate the date of the annual or special general meeting of Members and shall invite Members to submit to the Secretary nominations of Members for election to the Board no less than thirty (30) clear days prior to the date fixed for the holding of the annual meeting or of any special general meeting of Members. **40 days – March 21, 2020 / 30 days – March 31, 2020**

3.04 NOTICE OF MOTIONS: Any Member wishing to introduce a motion at the annual meeting or any special general meeting of Members shall submit notice of the motion in writing to the Secretary at least fourteen (14) clear days prior to the date of the annual or special general meeting, which notice shall contain full particulars of the text of the motion. **April 16, 2020**

3.05 NOTICE OF MEETINGS: Notices of the annual meeting or any special general meeting of the Members shall be in writing and shall be mailed or emailed to each Member at his/her last known address or email address, as the case may be, at least twenty-one (21) clear days prior to the date fixed for the holding of the meeting, and such notice shall indicate the place and time of the meeting and the nature of the business to be transacted thereat. **April 9, 2020**

3.06 ATTENDANCE AND VOTING: Any person can attend the meeting but only Members in good standing shall be those entitled to vote thereat.

3.10 ELECTION OF BOARD: Should more Members be nominated than required to fill the vacancies on the Board, a secret ballot shall be taken, to be conducted by scrutineers appointed by the chairperson of the meeting. The scrutineers shall report to the chairperson on the result of the ballot, naming those Members who have received the highest votes up to the number required to fill the vacancies, whereupon the chairperson shall declare such Members elected. If after the secret ballot there is a tie for the Member to be elected to the Board with the fewest votes, the chairperson shall be entitled to a second or casting vote. Where there are not more nominations than required to fill the vacancies on the Board, the chairperson shall declare the slate of nominees elected.