

**Present:** Darlene Hollstein (Chair), Frank Bourrée, John Wilson, Rose Arsenault, Kathleen Burton, Al Hasham, Dan Dagg, Lori Muñoz, Bruce Carter (CEO), Oriane Fort (staff), Tom Roemer, David Rand, Sang Ly, John Espley, Ryan Burles, Mark Smith, Stephanie Solyon, Richard Van Leeuwen

**Regrets:** Capt (N) Bob Auchterlonie

**1) Motion to approve the meeting agenda, as amended to include discussion of Community Involvement.**

**Moved by** David Rand  
**Seconded by** John Espley  
**Carried**

**2) Motion to approve consent agenda, including minutes of November 27, 2012 Board of Directors meeting.**

**Moved by** David Rand  
**Seconded by** John Espley  
**Carried**

**3) Chair's Remarks**

The Chair discussed the role of committee reports, the importance of event attendance, and the addition of an in camera session to every meeting agenda to allow for candid discussion as the need arises. The board also discussed the role of knowledge sharing with other organizations, while respecting confidentiality agreements.

**4) Committee Reports**

**a) Executive Committee**

i) Terms of Reference – No changes made.

**b) GVDA**

i) Terms of Reference – No changes made.

**c) Policy**

i) Terms of Reference – Updated Objectives/Functions by deleting a statement referring to an out of date subcommittee, and updated Composition to include “The option of Members at Large”

**Motion to approve the Policy & Government Affairs Committee Terms of Reference as amended.**

**Moved by** John Wilson  
**Seconded by** Kathleen Burton  
**Carried**

**d) Prodigy**

i) Terms of Reference – The board voted to amend the following change last year, which must be updated in the document:

- Under accountability, change the final sentence to “The Vice Chair of the Prodigy Group will also hold an ex-officio seat on the Chamber Board.”

ii) Amazing Race – consideration

The Prodigy Chair highlighted the draft proposal, plan, and budget. Discussion centred on how to mitigate risk while accommodating the event’s growth, a shift to an evening timeslot, and the introduction of a third party contractor.

**Motion to approve the Prodigy Group amazing race plan under the best case scenario with the following conditions:**

- The event must have a clear end time no later than 10:30 p.m.
- Alcohol cannot be served at the race stops and may only be available at the after party.
- After party must take place in a licensed premises if alcohol is served.
- A shuttle bus must be available post event.

**Moved by** Lori Muñoz  
**Seconded by** Richard Van Leeuwen  
**Carried**

**Motion to amend the plan to replace “develop RFP Process for Contractor” with “develop an honorarium for outsource work.”**

**Moved by** Sang Ly  
**Seconded by** Rose Arsenault  
**Carried**

**e) Finance and Audit**

i) Terms of Reference – No changes made.

ii) Year-end financials (subject to audit)

All board members are welcome to attend the Finance and Audit meeting where the audit results will be discussed. The difference in financial projections to date can be attributed lower 150<sup>th</sup> anniversary expenditures than expected and investment returns which weren’t factored into the budget.

**f) Governance**

- i) Terms of Reference – Changes include the addition of a mission statement, and the phrase “hereinafter called The Committee.”

**Motion to approve the Governance Committee Terms of Reference as amended.**

**Moved by** Kathleen Burton  
**Seconded by** David Rand  
**Carried**

- ii) Spokesperson Policy – for approval

There has been a slight change in the wording regarding media training, so the Chamber must not necessarily be the provider of such training.

**Motion to approve the Spokesperson Policy as amended.**

**Moved by** Kathleen Burton  
**Seconded by** David Rand  
**Carried**

## **5) Community Involvement**

The Community Involvement Task Force, which was created at the Board Retreat, has not yet met and Rose Arsenault will re-draft the Task Force’s Terms of Reference and present them at the next Board meeting.

## **6) Business Plan – for approval**

The CEO presented the Business Plan, which is based on the Board objectives outlined at the retreat.

**Motion to approve Business plan as amended, with change to item 7 – Objective to “Explore expansion”**

**Moved by** Dan Dagg  
**Seconded by** Al Hasham  
**Carried**

## **7) In Camera Session**

Support staff left the room to allow for candid discussion among the Board and CEO.

**Action item: distribute the GVHA newsletter to the Board.**

## **8) Standing Reports**

- a) Events Registration
- b) Executive Dashboard
- c) Membership Report

**Motion to Adjourn by** David Rand

**Next Meeting: February 26, 2013 at the Chamber offices**

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**Secretary**

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**Chair**

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**Date**