

BOARD OF DIRECTORS' MEETING
DEANLEA BEACH ASSOCIATION
Saturday, October 8, 2016
10:00 a.m-12:00pm
38 Lakeside (Bill Palmer's cottage)
MEETING MINUTES

Attendees:

Bill Palmer
Linda Phillips
Joan Condie
Wendy Madill
Lorrie Locke
Daniele Chiarlitti
Petra Wolfbeiss
John Gordon

Absent:

Phillip Spademan
Claudio Renini

1. Call to order- the meeting was called to order at 10:34am
2. Motion to adopt agenda
The following items were added to the agenda under New Business:
 - i. 28 &30 Lakeside Property Line.
 - ii. Court Challenge re: access to Deanlea Beach.
3. Motion to adopt minutes of August 6, 2016:
Moved: Linda Phillips
Seconded: Joan Condie
4. Treasurer's report –*Lorrie Locke*
Membership fees:

- Lorrie advised that to date 172 dues have been collected for 2016 compared to 194 in 2015.
- Outreach on collection continues with 15 requiring email updates, 18 have been or will be emailed.
- Discussion on whether the lower payment rate should be of concern, agreement that payment patterns over the year have been inconsistent and this year's number not necessarily indicative of real concern.
- Directors have had some push back regarding the value of the membership-a question that has been and continues to be raised historically.
- Agreement on need for clear and consistent messaging to ensure strong understanding of merit in membership and fees.

Banking/authority:

- Discussion regarding accessing DBA BMO account and opportunity to simplify access- - eg. Online. Not clear whether Association business without a corporate entity or staff will have ability for "modernized" banking.
- Question to be clarified with BMO.
- Need for Lorrie/Bill/Petra to establish new signing authorities with bank.
- Also question regarding looking into other institutions that may offer more flexible services-as noted above, flexibility may be an issue of the structure of the DBA-to be clarified.

Mailing address:

- Reminder: new mailing address: Deanlea Beach Association, PO Box, 1231, Perkinsfield, ON, L0L 2J0

Outstanding expenses:

- Dave Madill-Fun Day propane expenses-request for Dave to submit his receipt including option to scan and email.

Projected expenses:

- tree removal, road maintenance-captured in year 2016
- Insurance –commercial and Directors and Officers and Auditor's report (2017)

5. President's report – *Phil Spademan*

- Deferred to next meeting.

6. Matters arising

I. Website- *all*

- Follow up and decision arising from August 6th presentation by Oscar Kerrebyn
- Appreciation for Oscar's interest and initiative unanimous.
- Also important, is recognition of Phil's work that has gone into creating and maintaining website and that current utility of the website makes sense.

Question on decision making parameters specific to the form and function of the DBA website include:

1. *Ease of maintenance:*

If the website is changed and Oscar's suggestions are incorporated-who will have responsibility for maintenance and web master needs?

Recommended that at minimum two Directors have access to the website-ie importance of co-administration to ensure continuity.

2. *Maintain privacy*

Agreement that maintaining the privacy of Deanlea through a "low key" website is a priority. At the same time, there is concern with limitations of password protected access and that this may drive away versus draw use.

3. *Provide appropriate information*

Discussion on function and purpose of website: generally to provide access on the business of the Association, for example, AGM information, minutes, Fun Day, Financial Statements etc. The Deanlea Beach facebook page-while not a DBA function-provides a social media component to Deanlea Beach that the Association website is not intended for.

Actions:

Consideration that DBA landing page be Oscar's work and going into the site will be Phil's existing site.

Further discussion to be held at next meeting of the Board.

Joan Condie to follow up with Phil on these matter regarding feasibility of moving forward after which next steps to be discussed at spring meeting.

- ### II. Financial Statements-posting to website: follow up on discussion from August 6th.
- Deferred to next meeting.**

III. Marking beach property -*all*

- Communication in Fall Newsletter to membership
- Preparing for survey-contractor, surveying etc

Deferred to next meeting.

- IV. Damage deposit-*Bill Palmer*
- Proposed memo to contractors.

Deferred to next meeting

- V. Communication to new residents on Deanlea Property-*Petra Wolfbeiss*
- Discussion on increasing construction and new owners important that the DBA is in a position to communicate the boundaries of DBA property-particularly specific to dunes and line of the trees.
 - At the August 2016 meeting, Directors considered drafting a generic letter outlining considerations for new owners.
 - New ownership of 28 & 30 Lakeside was raised including the recent surveying of these and surrounding properties. Survey stakes have extended into the dunes and onto 24 & 30 Henry's Road.

Action:

As a first step, Petra Wolfbeiss will contact the new owners of 28 & 30 Lakeside Drive to discuss the survey as well as share with new owners DBA property and dune/line of tree sensitivity.

- VI. Deanlea Logo-*all*
- Decision, next steps
- Deferred to next meeting.**
- VII. Fun Day Donations-*all*
- Suggested recipients for vetting by membership
- Deferred to next meeting.**

- VIII. Insurance/liability for boat ramp-*Bill Palmer*
- Deferred to next meeting.**

- XIV. Director's and Officer's Insurance/Liability- *Petra Wolfbeiss*
- Petra provided links (see below) that provide some high level examples of Directors and Officers liability challenges. The examples pertain specifically to liability in the provision of salaries and wages-and not specific to the context of the work of the DBA.
 - The concern of risk and liability specific to accidents and other incidents perhaps should be discussed with the DBA's current insurance provider.

Resources:

This [link](#) refers to one recent case but the article doesn't centre on the case itself. Essentially this article discusses one board member's attempt to be exempt from paying the outstanding payroll and remittances mandated. It appears that he got off and it implies that the others were not as lucky. He was exempt b/c he had resigned early enough in the process.

This one involves a case with Orchestra London in 2014, I am unsure how it was resolved but it doesn't look good for the board

<http://www.lfpress.com/2014/12/19/some-at-the-helm-of-orchestra-london-fear-they-may-be-personally-liable-for-110000-owed-the-canada-revenue-agency>

Most cases I found related to the responsibility of unpaid wages versus personal responsibility on risk related to property or accident.

Link to Ministry of Consumer Services regarding personal liability here:

<http://www.sse.gov.on.ca/mcs/en/Pages/onca7.aspx>

And here: <https://www.ontario.ca/laws/statute/10n15#BK47> (section 44).

- X. Ingrassia letter response-*all*
 - The Board approved the draft response circulated by Phil Spademan with one amendment, the letter should be addressed to Marjory and Jerry.

- XI. Bylaws-*Petra Wolfbeiss/all*
 - Review and discussion of draft bylaws Next steps

Petra provided update:

A subcommittee worked on the draft bylaw, including a member, Tom Hards. The draft was been developed using the *Ministry of Consumer Services* template. The template outlines the key requirements under the proposed *Ontario Not For Profit Corporations Act* and regulations.

This template can be found here: <http://www.sse.gov.on.ca/mcs/en/Pages/onca6.aspx>

Action:

The current draft with comments to be recirculated for input. Once all input has been received, the draft with all comments will be distributed to Directors. A conference call will be set up to finalize the draft.

At this time actions on distribution to the membership will be determined.

- XII. FoTTSA- *Joan Condie*
 - Follow up with FoTTSA on DBA engagement for 2016

Deferred to next meeting.

- XIII. Dunes –*John Gordon*
 - Follow up on discussion with Ministry of Natural Resources
 - John provided feedback and comments on dune preservation and consideration.
 - Aspects of this will be included in the draft bylaws.

- XIV. Tree Removal – *Dan Chiarlitti*
 - Quote has been provided by Loris Gaitto and approved- next steps

 - Tree removal by Ray’s Tree Service for \$500.00

- XV. Parking on unassumed roads- *all*
 - Next steps in policy development and communications
 - **Deferred to next meeting.**

- XVI. Submission of Directors and Officers Information to Ministry of Consumer Services- *Bill Palmer/ Wendy Madill*
Deferred to next meeting.

7. Committee reports

- I. Property/Maintenance- *Dan Chiarlitti*
 - Consideration for the future that all road maintenance be carried out at one time-will simplify the process and reduce concerns arising with members.

- II. Communications-*Joan Condie*
 - Content for the fall newsletter to be determined. Joan Condie to solicit materials for fall news letter.
 - Wendy Madill volunteered to mail out newsletter and Lorrie Locke will share the master file with Wendy, including information on those not set up to receive electronic version of newsletter.
 - Reminder by Bill Palmer that email addresses of members not to be used in any matter prior to communicating and asking individuals of the purpose for and affirmation of sharing

8. New Business

- i. 28 &30 Lakeside Property Line
 - See discussion under item V.
- ii. Court Challenge to privacy of Deanlea Beach.

- A director has been advised of potential lawsuit filed against the DBA for access to the beach. Specifics to the nature and petitioner are not clear.
- Raised the consideration that the DBA should look into what may be needed in preparation for potential challenges to the access and nature of Deanlea Beach.

9. Selection of place for next meeting (date)

- A conference call to be held in the fall
- A doodle poll will be sent to members.

Spring meeting date: April 22 , 2017: tentative next meeting-at Lorrie's

10. Motion to Adjourn

Next agenda:

Private beach north and south end