

**DEANLEA BEACH ASSOCIATION
ANNUAL GENERAL MEETING
Meeting Minutes**

Wyevale United Church Hall
Wyevale, Ontario
June 24, 2017
1pm – 3:30pm

1. Call to Order, Welcome and Introductions – *Bill Palmer*

The Chair of the meeting, Bill Palmer, called the Meeting to order at 1:05pm

Bill Palmer provided reflections on Deanlea Beach and the Association with a focus on the role and purpose of the Deanlea Beach Association (DBA) to set the tone for the Meeting and identify key areas of discussion.

This included reflections on who we are: community of shared interest-in enjoyment of the beach the natural elements and members of the community.

The Chair offered the consideration on the opportunities we have as a community when we work together to contribute to the common good of the DBA community.

2. Establish quorum – *Bill Palmer/Petra Wolfbeiss*

Quorum achieved-62 attendees (20% of members required to establish quorum-36 people)

3. Motion to adopt agenda of 2017 Annual General Meeting –*Bill Palmer*

The following items were added to the agenda:

5b: Ratification by Members of 2016 Decisions and Actions of DBA Board.

New business:

- Placement of Library Box
- Discussion on signs for slowing traffic
- Grading of beach
- Discussion on new Township of Tiny parking bylaw
- Discussion on narrow beach
- Placement of convex mirrors on Henry Road

Discussion on agenda items:

- Timing of agenda items: Several members raised the question on agenda items being timed for this year's AGM. The question was raised if discussions would be cut off to satisfy the agenda structure.

Members were assured that the timing is common practice used to manage fulsome agendas that include complicated or important matters for decision. The intention for adding timeframes to each agenda item was to ensure that all items are provided due attention and opportunity for discussion as well as managing the length of the meeting.

¹Motion to adopt the agenda of the 2017 DBA AGM

Moved

Seconded

CARRIED

4. Motion to adopt minutes of 2016 Annual General Meeting – Bill Palmer

Members were asked to adopt the Minutes of the 2016 DBA AGM.

Motion to adopt the Minutes of the 2016 DBA AGM

Moved

Seconded

CARRIED

5. President's Report –Phil Spademan

a) Highlights of DBA activities and focus:

Phil Spademan provided an overview of key activities of the Board. Phil also emphasized that for the purpose of the 2017 AGM the Bylaws discussion is focused on receiving input and direction from the membership to inform the ratification of the Bylaws at a future point which likely will be earliest 2018 AGM.

Highlights:

- *Fun Day-seeking volunteers*: last year's Fun Day saw 700 cobs of corn, 750 hot dogs served for approximately 500 people. Meeting this demand requires

¹ At the 2015 Annual General Meeting of the Deanlea Beach Association, the membership voted to no longer provide the name of members who have moved or seconded items. At that time, the Board committed to reviewing this change and potential implications regarding providing transparent governance and accountability to the full membership.

significant time and effort. This includes such things as organizing and running- raffles, games, preparing food.

A sign-up sheet was provided by Lorrie Locke for members to indicate interest in helping. The opportunity to reach out to the Board at any time is available.

- *Building dialogue and understanding:* Phil encouraged members to reach out to the Board with questions, concerns etc. as an opportunity to quiet the DBA rumour mill and to connect with the Board directly. The Board continues to work to improve transparency and share information by posting all meeting agenda and minutes in a timely fashion on the DBA website (<http://www.deanleabeach.ca/>). This effort is a two-way road and the Board is hopeful that the membership will work towards having a more open dialogue with an effort to improve and build positive relationships and engagement between members and the Board and members themselves.

b) *Ratification by Members of Decisions and Action of DBA Board 2016 decisions.*

Phil provided overview of 2016 actions and decisions by the DBA Board. Following is a high level list:

List of Actions and Decisions

- 8 meetings in total for 2016: 6 in person meetings, 2 Conference Calls
- Communications:
 - 1 Spring news letter
 - Website design considered
 - More diligent in posting information on the website to be transparent in our meeting discussions
- Financial
 - Managed transition from Michael Ryan to Lorrie Lockie
 - Dues outreach and discussions
 - Books reconciled
 - Audit completed for this year
- New mailbox for communications and dues collections
- Coverage and General Liability and Directors and Officers insurance policy renewal: Henry's Road liability insurance coverage with new signage to be posted
- Road and property Maintenance (Loris Gaitto / Daniel Chiarilitti / Rudy Kelm)
 - Poison ivy spraying (majority completed, some delay due to weather, spraying completion anticipated shortly).
 - New mats for footpaths in progress
 - Dead tree removal
 - Lifted Boardwalk (Barrie and Lorrie Locke)
 - Tree planting for new coverage and replace old – Cathy Statson
 - Patched roads last fall
 - Road repair booked for last week of June.

- Fun Day
 - Organized games (Oldrich Cabal & Anna Cabal)
 - Purchased prizes
 - Food and Raffle (Marjorie Ingrassia / David Madill/ Mark Armstrong/ Richard Lara)
 - \$1777 raised, net \$421
- Walkabout to collect dues and distribute communications such as Do's and Don'ts
- By law development
- Renewed FoTSSA membership
- Water testing (Carlotta Lee/ Christine Gaiotta)
- New Deanlea Beach logo in development
- Proposed new little library box.

Motion to ratify the 2016 actions and decision of the DBA

Moved

Seconded

CARRIED

6. Treasurer's Report – *Lorrie Locke*

Motion to accept the audited Financial Statement for 2016

Moved

Seconded

CARRIED

Lorrie Locke provided the following highlights from the Statement of Operations:

- Short term investment income down slightly
- 184 dues received in versus 194 for 2015.
- **Revenues:** \$11,573 versus \$13,580 in 2015
- **Expenses:** \$5,506 versus \$7,668-anticipate that expenses for 2017 will be higher due to dead tree clearing and road maintenance.
- **Expense's** for member services such as in Memorium and the FoTSSA membership: \$2,217 versus \$2,068 in 2015.
- **Administration costs** (meeting expenses, banking costs etc): \$791 versus \$2,178 in 2015.
- **Net revenues over revenues:** \$3,059 versus \$1,666 in 2015

Financial Statement:

- **Net Assets:** \$48,999 versus \$45,940 in 2015

The 2016 DBA Financial Statement is available in full on the DBA website:

(<http://www.deanleabeach.ca/>).

Discussion on 2016 Financial Statement:

- Clarification was sought regarding what the DBA owns and its assets.
 - The DBA owns the beach block defined by markers in front of the line of the trees, foot paths that access the beach block, and the gravel roads identified as Tiny Plan 793.
 - Financial assets: hold low interest investment in the amount of approximately \$45-\$50k (*updated for the Minutes, the DBA holds approximately \$13,000 in cash and approximately \$38,000 in investments*).
- A follow up question as to why the land is not reflected in the Financial Statement was tabled:
 - The land appears as \$1 under *property* in statement of Financial Position.
- What is the role of "Corporation" in enforcing bylaws and actions perceived as in conflict with Tiny Township bylaws?
 - The DBA does not have an enforcement/policing role similar to its members. Enforcing bylaws falls to Tiny Township.
 - The DBA, like its membership, must rely on sense of good community and the principles of care and concern for one another.
 - The *Do's and Don'ts* are important and helpful in identifying the principles and expectations but can only go so far. The ideal is that people will be good, respectful neighbours and that everyone takes initiative to share these ideals and expectations with one another, as well as friends and renters enjoying DBA properties.

7. FoTTSA Report – Bill Palmer

The Chair shared with members that currently the DBA does not have a representative sitting on the FoTTSA Board.

An overview of the role and function of FoTTSA was provided, specifically that FoTTSA represents the interests of shoreline Associations. It is an important advocacy group that provides an oversight and accountability to elected officials on matters of interest to shoreline members such as preserving the health of the environment, matters of governance (Council decisions on taxpayers), political concerns and decisions. Activities include monitoring Council, water testing program, official plan monitoring, environmental issues, and communication. FoTTSA's publication, The Tiny Cottager, provides important updates and useful information to members of activities in Tiny. The Tiny Cottager production requires writers, editors, delivery people, etc.

The Board meets about 6 times each year, in Tiny during the summer, and by conference call off-season.

FoTTSA would be delighted if someone from Deanlea is interested in serving on the Board -- with the understanding new board members must be selected and approved by the current Board. If interested, you can get further information on the FoTTSA website (tinycottager.org) or by discussing Board experience with Mary Jane Price who was a highly involved and effective Board member from Deanlea for years.

A call for representation was put to the membership.

The suggestion that Mary Jane Price continue as the FoTSSA representative given her years of commitment and good work was tabled.

Action arising:

The Chair suggested that interested individuals come forward to the Board (President@deanleabeach.ca)

8. Committee Reports:

a. Property & Maintenance - *Daniele Chiarlitti*

Phil Spademan advised members of the following activities underway:

- Road maintenance to be undertaken during last week of June 2017
- Poison ivy spraying underway.
- New mats for footpaths were acquired in 2016 and installed. This includes a mat on Henry's Road.
- Numerous dead trees were removed in the fall of 2016. Trees were removed based on a walk around and identification of trees as well as upon request by owners.
- New tree planting program, including maintenance was instituted in areas including dunes and for tree replacement.

Discussion:

- Clarification on changes to the Directors and Officers Liability Insurance specific to insurance for Henry's Road was requested:
 - Given, that from time to time, water craft are launched from the foot of Henry's Road, the Board investigated with the DBA provider, LMS ProLink, the extent of coverage for general liability and Directors and Officers insurance policies. A description of the use and purpose of Henry's Road along with photographs of the area where boats are launched were provided. The Board was advised that existing coverage was insufficient given the use of the Road. A Henry's Road liability clause has been added with an addition premium of \$150.00 annual cost increase along with the requirement to post signs

indicating "use at own risk" and that the DBA is not responsible for any damage or injury and boaters launch at own risk. Signs have been ordered and the policy is in effect as of July 1st.

- Turn around on Henry's Road: A member inquired as to whether the Board has had discussion on developing a turn-around at the foot of Henry's Road for those looking to launch water equipment. This issue was tabled for discussion and a vote (see [Minutes](#) 2016 DBA AGM) at the 2016 AGM. The membership voted down the request to develop the foot of Henry's Road for a vehicle turn around.
- Contractor accountability regarding damage to DBA property: Concern with the degree of construction under way at Deanlea, and what can be anticipated to come, and the impact on damage incurred as a result of property development was expressed (to roads etc).
 - This issue is on the Board's radar and was addressed in the Spring Newsletter. Correspondence to be shared with members and provided to contractors is under development. The DBA requests that owners also communicate accountability and responsibility to contractors
 - There have been examples of direct communication with contractors who have responded favourably and followed up with maintenance, as an example by 28-30 Lakeside Drive.

b. *Communications – Joan Condie*

- Joan Condie provided an overview of the efforts the DBA is undertaking to ensure members receive timely information on the activities of the Board, most notably the posting of agenda's, minutes and other Board actions on the website.
- The Board met with DBA member Oscar Kerrebyn on redeveloping the Association website. Opportunities exist for future discussion and the website design and function. The Board appreciated the opportunity to meet and work with Mr. Kerrebyn on his ideas and proposals.
- A member raised the question as to the best way to work with the Board on matters arising or to have discussion on issues. In addition, how do we ensure that issues are transparent to all members? It is recommended to send an email to the Board (President@deanleabeach.ca) outlining the matter you are seeking information on or to discuss. Most of the time questions can be resolved through email correspondence. Emails can be records of engagement and Board action. However, the Board encourages members to request a delegation at meetings. Matters discussed as well as actions and resolution will be captured in minutes which are posted for full membership review. If members are interested in meeting with the Board please connect via email.

c. *Fun Day – Bill Palmer*

- Phil Spademan reiterated the need for volunteers. A member inquired as to whether high school students can count volunteering for Fun Day towards their hours-yes.

9. **2017 Board of Directors – Bill Palmer/all**

a) *Call for nominations:*

James King nominated Lorne Hegstrom

Lorne Hegstrom accepted the nomination

Motion to accept the nomination of Lorne Hegstrom

Moved

Seconded

CARRIED

Marjorie Ingrassia nominated Connie Wheeler

Connie Wheeler accepted the nomination.

Motion to accept the nomination of Connie Wheeler

Moved

Seconded

CARRIED

b) **Motion to elect the 2017 DBA Board of Directors**

Moved

Seconded

1 opposed-concern regarding some Directors missing numerous meetings, question of commitment to the Board was expressed.

CARRIED

2017 saw Joan Condie and Wendy Madill stepping down from the Board. Joan and Wendy were thanked for their many years of dedication and commitment to the community and well-being of Deanlea Beach. Their contribution to the Board will be missed.

Each shared a few thoughts and words on the importance and privilege of the community of Deanlea Beach.

2017 Deanlea Beach Association Board of Directors:

Daniele Chiarlitti (TBC)

John Gordon

Lorne Hegstrom

Lorrie Locke

Bill Palmer

Linda Phillips-Kelm (TBC)-since confirmed

Claudio Renini

Phil Spademan

Connie Wheeler

Petra Wolfbeiss

10. Matters arising

- a) *Proposed draft DBA By-laws – Petra Wolfbeiss/all*

The purpose for undertaking the Bylaw review and its process was discussed:

- i. At the 2016 Deanlea Beach Association Annual General Meeting, members requested the Board of Directors undertake a review of the Association Bylaws. The Board did. The request to review the Bylaws was suggested to ensure that processes for succession planning, management of Association matters and responsibilities are clear, transparent, actionable and undertaken in a modern way. The review of the Bylaws was timely given a review had not been conducted for many years. The Bylaws were built on common and emerging practice in non-profit governance and follow suggested practice built on the 2010 Not-for-Profit Corporations Act (not yet in force). The template, while reflective of Ontario's jurisdiction, is used in similar form and focus Canada-wide and internationally for not-for-profit and charities.
- ii. The review of the Bylaws included engagement and input from DBA members outside of the sitting Board, including Tom Hards and James King.
- iii. A subcommittee of the Board consisting of John Gordon, Linda Phillips-Kelm, Petra Wolfbeiss and Joan Condie undertook the research and drafting of the bylaws. The Bylaws were shared with members in advance of the AGM and through the Spring Newsletter.

Action:

The Board will take feedback from the discussion for incorporation into the Bylaws for further review and discussion by the membership.

It is anticipated that the Bylaws will be tabled at the 2018 AGM for further discussion and determination of next steps.

iv. *Discussion:*

A number of matters related to the Bylaws were raised by members:

- Members expressed interest in providing feedback electronically and were encouraged to do so.
- Key areas of interest for discussion:
 - Is it legal to identify a PO Box as the head office of a Corporation-*to be confirmed.*
 - 2.01-nomination Process: a 120 day time period for nominations seems unreasonable for an Association of this nature- *to be reviewed and revised.*
 - 2.06-Renumeration of Directors: concern was expressed that Board members could benefit from contracts assigned in relation to work carried out for the DBA. Several members pointed out that each clause within the Bylaws interact with one another and that matters of conflict of interest were clearly and reasonably addressed in section 7 of the Bylaws. Reimbursement was clarified for such things as meeting expenses (purchasing coffee or milk as examples), printing costs for AGM materials, Fun Day etc. Directors are not reimbursed for mileage for example for the AGM or other meetings of the Association.
 - 9.01 – Quorum: the proposed quorum of 50% +1 for AGM was thought to be unachievable and the current threshold of 20% of membership for quorum will be examined. Proxy voting was also deemed problematic and potentially difficult to achieve-*proxy votes will not be considered at this time.*

v. *Next steps*

In addition to the key discussion points above, the Board received some comments from the membership and the subcommittee will be considering these recommendations in the revision of the Bylaws. The Board will reach out to the membership for further comments and feedback and will share the revised draft Bylaws for discussion at the 2018 AGM.

- b) *Other* – no new items were added under "Other".

11. New Business

The following items were added under New Business:

a) *Deanlea Beach Library Box-*

As a parting gift to the membership as Directors of the Association, Joan Condie and Wendy Madill had a "little library" built. The membership was consulted on the placement of the Little Library.

It was unanimously carried to place the Box by the Bulletin Board.

b) *Grading of beach-*

A member requested that the Board consider grading the Beach at the beginning of each season.

Action: The Board committed to reviewing the request including the possibility of environmental impacts and would respond to Marjorie Ingrassia once having done so.

c) *Signs for slowing traffic-*

Connie Wheeler advised the Board and membership that she has signs "slow down children" available free to members.

d) *Tiny Township Parking Bylaw:*

Mary Jane Price advised the Board and membership that the new Tiny Township parking Bylaw is in effect. The Bylaw provides permit parking on municipal roads including those of Deanlea Beach. Permits are now required for parking on municipal roads meaning there is no parking without permits. Residents are able to purchase permits from the Township for their residence. People residing outside of the municipality are also able to purchase permits but are limited to where and how long they can park.

Action: Mary Jane made herself available to members for follow up discussion on the matter.

e) *Request to purchase convex mirrors on crest of Henry's Road*

John Varga expressed concern regarding the blind spot at the crest of Henry's Road, particularly given the number of construction vehicles on the roads, often travelling at higher speeds. The proposed mirrors would assist in traffic management on this corner.

A member responded with a word of caution that erecting mirrors would increase the vulnerability of the Association to risk and liability suits.

Action: The Board will review the request and benefits and risks of this request.

12. Adjournment

Motion to adjourn the 2017 Annual General Meeting of the Deanlea Beach Association:

**Moved
Seconded
CARRIED**

Meeting adjourned 3:36

DRAFT