



AIR CADET LEAGUE OF CANADA

BOG Meeting ROPs

September 10, 2014

MEETING INFORMATION

Meeting Date: September 10 2014

Start Time: 1900 Eastern

Location: Teleconference

Purpose: Regular Scheduled

ATTENDANCE

Edgar Allain	Present	Keith Mann	Present
Don Berrill	Present	Merv Ozirny	Present
Bob Burchinshaw	Present	John Scott	Present
Don Doern	Present	Tom Taborowski	Present
Tom Holland	Present	Hille Viita	Present
Fred Johnsen	Present	Tom White	Present
Darlene LaRoche	Present	Ernest Wiesner	Present
Lloyd MacIntyre	Present		
		G. Johnston	Absent
Sarah Matresky, ED	Present		
Kevin Robinson, Chair of Chairs	Present		
Craig Hawkins, Advisory Board	Present		
C. Namiesniowski, D Cdts & JCR	Present		

1. ADMINISTRATION

1.1. President's Opening Remarks – T. White

K. Mann welcomed everyone and thanked them for their participation.

1.2 New Items for the Agenda

Item 3.7 – 75th Anniversary – Major Events Discussion was removed in place of Letter on Governance.

1.3 Approval of the Agenda

MOVED BY: T. White

SECONDED: B. Burchinshaw *that the Agenda be approved as presented.*

(1 Contrary)

CARRIED

1.4 Withdrawal of Motion of 07 August 14 – New Motion

K. Mann indicated that before they could deal with the items on the agenda, there was some business arising from our previous meeting that needed to be dealt with. G. Johnston circulated a motion in advance of the meeting and asked B. Burchinshaw (his proxy) to present. K. Mann indicated that he would prefer to wait on the second portion of the motion submitted (dealing with the letter) until after the Colonel joins the teleconference as it could become redundant based on the outcome.

MOVED BY: B. Burchinshaw

SECONDED: D. Doern *that the motion of 07 August 14, requiring the President to act on instruction from the BoG be rescinded in total.*

CARRIED



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1.5 Approval of Minutes 07 August 2014

K. Mann indicated that the minutes were circulated for consideration by the BoG. E. Wiesner added that an amendment was necessary to list him as 'present' on the call.

MOVED BY: D. LaRoche

SECONDED: F. Johnsen *that the minutes of 07 August 2014 be approved as amended.*

CARRIED

1.6 Approval of Minutes 12 June 2014

K. Mann indicated that the minutes were circulated for consideration by the BoG.

MOVED BY: M. Ozirny

SECONDED: T. Holland *that the minutes of 12 June 2014 be approved as presented.*

CARRIED

2. INFORMATION

2.1 President's Report – K. Mann

K. Mann circulated his report electronically. It included the following details:

- Attended NCC in July
- Was Reviewing Officer at Penhold this summer
- Participated in IACE Exchange activities in Alberta, including Farewell
- Attended Civil Air Patrol Conference in Las Vegas
- Will participate in IACEA in Edinburgh in the coming weeks.

K. Robinson indicated that D. LaRoche was listed as Chair in his report. It was clarified that K. Robinson is current Chair of Alberta and D. LaRoche is Chair of Host Committee for IACE in Alberta.

2.2 Executive Director's Report – S. Matresky

S. Matresky reported the following:

- Last year for Admiral Bennett – no retirement date given
- Fall conference for CO's and CWO's at end of October, Leagues to participate in a portion of events.
- NCC teleconference scheduled for October 6th. Leagues asked to review wording for Terms of Reference as part of Governance.
- Colonel will participate in BCPC AGM in October
- D Cdts will review Exchanges and the exchange budget. IACE will have a set budget and D Cdts will travel to China to review exchange taking place there.

MOVED BY: E. Allain

SECONDED: D. Berrill *that the report be approved as presented.*

CARRIED

2.3 Finance Report – D. Berrill

D. Berrill submitted a written report that touched on the following points:

- League in good shape financially
- Full payment of DND grant received
- E. Wiesner is now Vice Chair of Finance Committee
- Explanation of OPC Investment Policy and proposal of adoption by National
- Highlights on Financial Statements
- NRG Staff position and way ahead
- Restricted Funding
- Calculation of supervision requirements for DND budget
- ACC9's – data extraction is ongoing
- PTACC Charity Status – National Office to help

MOVED BY: D. Berrill

SECONDED: E. Weisner *that the report be approved as presented.*

CARRIED



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2.4 Chair of Chairs Report – K. Robinson

K. Robinson reported that the Provincial Chairs recently held a teleconference and considered the proposal of activities for the 75th Anniversary. They concluded that their preference would be the Honour Band event over that of a National Capital Parade.

MOVED BY: K. Robinson

SECONDED: T. White *that the report be approved as presented.*

CARRIED

2.5 Advisory Board Report – C. Hawkins

C. Hawkins gave a report on the work of the Advisory Board, which included the consideration of the new Medal of St. George. S. Matresky added that since the medal is not non-denominational, the medal is no longer being considered by the military for the time being. C. Hawkins added that he would be standing in for B. Wolfe should he not be available to participate on the calls.

MOVED BY: C. Hawkins

SECONDED: J. Scott *that the report be approved as presented.*

CARRIED

3. BUSINESS ARISING

3.1 Governance and C2 Update (Part 1)

A pre-discussion took place on the issue of Governance and the ACL's current position and thoughts on Governance.

3.1 Governance and C2 Update (Part 2)

Col. Namiesniowski joined the call for this singular item of discussion to present to the BoG the Governance Chart and elaborate on the issue of Governance. He gave an overview of the three columns on the chart and went into detail about the Decision, Support and Advice column (Green Column) which is where the League and the CAF come together to discuss matters. This central column is the control piece whereas the blue column is the military's authority and responsibility and the red column is the League's Hierarchy of support. He added the following points:

- Need for greater community level engagement
- MOU with Leagues needs to be refreshed
- The mandate of the Community Advisory Group is to provide sponsors, parents etc. a voice upward and allow for info to be disseminated downward. Provides decision and support to the chair on issues within the local authority.
- League buy-in on Governance needed prior to the next NCC with VCDS as it is a rubber stamp meeting to move forward.
- We are trying to achieve the same objectives but there is a misunderstanding of objectives. The Project Charter and the Governance and Command & Control initiatives should not be viewed as an attempt by DND to avoid addressing the problems of the CCO. These items are just the methods they are proposing to formalize the process to address the issues in the CCO.

K. Mann thanked C. Namiesniowski for his participation on the call and added that the League's response would be forthcoming.



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3.1 Governance and C2 Update (Part 3)

After the Colonel disconnected, discussion ensued about proposed letter that was circulated earlier that day, composed with the assistance of an Ad Hoc committee comprised of D. Berrill, H. Viita, B. Burchinshaw and G. Johnston. BoG discussed revisions; sentences requiring clarification; method of distribution; and to whom the letter should be sent. K. Mann indicated that he, T. White and S. Matresky would be travelling the following day to the UK, but that K. Mann would continue to correspond through email on the issue. Once the revisions were finalized, the following motions were made:

MOVED BY: D. Berrill

SECONDED: T. White *that this be the official letter and that it be moved through the official channels to the NCC.*

CARRIED

MOVED BY: D. Berrill

SECONDED: B. Burchinshaw *that the Air Cadet League of Canada support in principle the Governance package as long as the items in the letter are met.*

CARRIED

H. Viita added the Charter needs better define the term 'Partners' and 'Stakeholders' and how they are engaged.

MOVED BY: D. Berrill

SECONDED: B. Burchinshaw *that subject to this and the League's position, the Air Cadet League supports the proposal.*

CARRIED

3.2 Internal Governance – EC & BoG

D. Doern indicated that our structure does not match that of the military's and it makes for difficult communication. K. Mann approached D. Doern and T. Taborowski and B. Burchinshaw to define the terms of reference for the EC and BoG to work towards refining our internal governance structure. Discussion ensued.

3.3 Project Charter Review

Discussed as part of item 3.1 – Governance.

3.4 CPMB Business Plan (BP) FY 15/16 Meeting D Cdts

D. Berrill indicated that he represented the ACLC along with the ED at the Cadet Program Management Board Meeting on 26 August. The purpose of this specific meeting was to discuss the program's Business Plan (BP) for FY 15/16 and provide decision support/advice to D Cdts & JCR who is responsible for submitting the BP to the VCDS by mid-Sep. At the meeting D. Berrill was able to determine where the ACLC can assist in alleviating funding pressures within the Cadet Program for further discussion with the NRCG. S. Matresky added that cuts were ones that were already foreseen (Oshkosh, FTUs etc.) and that the flying program was not considered as part of the cuts. Minutes from the meeting will be circulated when available.

3.5 Paid Supervision Discussion Paper

D. Berrill indicated that he has been reflecting on what the true question is that the League should be addressing when it comes to supervision and the incredible costs DND is incurring to meet their requirements. He is of the opinion that the Air Cadet League in concert with the Navy and Army Cadet Leagues should be addressing this issue politically to the Chair of the Treasury Board (while quietly keeping DND informed) and added that there may be other legal opinions that would support the concept of unpaid volunteers being held responsible in supervising young people as long as they agree to do so. He will broach the other two Leagues with this in the near future.

3.6 Working Group Reports

S. Matresky indicated that she solicited reports from the League reps participating in the Renewal working groups. The reports were consolidated and attached to the BoG supporting material for the call. S. Matresky added that she prepared a spreadsheet listing the working groups and their status/reports which she will continue to keep up to date as required.

3.7 Governance Letter

See item 3.1



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4. NEW BUSINESS

4.1 Maximum Number of Directors

S. Matresky explained that she recently contacted the League's lawyer when it appeared the League had one too many Directors under the new Bylaws according to the form that was filled out during the League's application for a certificate of continuance. B. Burchinshaw of the PPBLC committee was consulted as well and his interpretation is that the ACLC does not exceed the maximum number of Directors because the Immediate Past President (who was formerly an ex-officio under the old bylaws) is not considered to be a Director under the new bylaws. S. Matresky indicated that the BoG needs to decide whether or not we increase the number on the form to 16 or if we accept B. Burchinshaw's interpretation of the Immediate Past President under the new laws. The consensus was to increase the number to 16 to be cautious.

MOVED BY: M. Orzirnny

SECONDED BY: D. LaRoche *that the BoG to recommend to the Members a change to Form 4031 to allow the Immediate Past President to be considered a Director - increasing the number to 16 on Form 4031.*

Carried (1 abstention – TW)

4.2 Insurance Policy – Abuse Coverage– S. Matresky

S. Matresky reported that we were advised recently by our current insurer of the following information when discussing Abuse coverage under the Commercial General Liability versus a separate Abuse policy.

“Basically what was mentioned is that yes there is a silent abuse coverage under your Commercial General Liability policy however this does not offer defence coverage for the person accused of the crime. Under a separate Abuse policy this defence coverage would be covered. As mentioned Everest Insurance does offer a separate Abuse policy and if you wish we could obtain a quotation for you, of course being a separate policy would mean an additional premium.”

The BoG thought that the coverage would be worth it depending on premiums (She indicated that they are around 10k, but a full application would need to be completed to obtain a quote). S. Matresky thanked T. Taborowski who connected her with an outside insurance broker for advice (who recommended the coverage as well).

MOVED BY: D. Berrill

SECONDED BY: F. Johnsen *that the ED proceed with the obtaining this additional coverage.*

Carried

4.3 Fundraising Specialist: Termination and Way Ahead– S. Matresky/ D. Berrill

D. Berrill reported that D. Shaw was released in August. He and S. Matresky had been monitoring his progress and his quality of work, and unfortunately they found that he was not suitable for the task they hired him for. They have since engaged Wendy Hough, and they are confident that she is a more suitable candidate. She applied during the original competition but was not interviewed at the time since D. Shaw was already engaged. W. Hough will work from home next week reading all of the documents and material necessary for her position and will start in office upon S. Matresky's return on the 24th of September.

4.4 ACC Data Mining – D. Berrill

D. Berrill indicated that he is looking to extract some data from the ACC9's to define the actual League contributions to the CCO. He would like to utilize some volunteer and staff assistance to extract appropriate data from YE2013 and YE2012 ACC-9's to support our position. He estimates that the project should take about 80 hours and E. Thompson, former treasurer of the OPC has been enlisted to assist in the project.

4.5 ACL Financial Policy – D. Berrill

D. Berrill reported that the current ACLC National Investment policy is overly conservative and does not meet our requirement to provide the appropriate returns on investment one would expect from an organization of our makeup. He added that he was intimately involved in the creation of the OPC Policy, which has been successful and recommends that National adopt the same.

MOVED BY: D. Berrill

SECONDED BY: D. LaRoche *that the BoG to adopt the proposed ACLC National Investment Policy as presented.*

Carried



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4.6 Effective Speaking: Dr. Kinsman – S. Matresky

S. Matresky indicated that they League was the recipient of a life insurance policy after the passing of Dr. Kinsman. D. Shaw had contacted the family who gave their consent to having the money used towards the National Effective Speaking Competition. S. Matresky recommends that they Board adopt this as a motion as the ES fund is almost entirely depleted (money received from the Murphy Foundation).

MOVED BY: L. MacIntyre

SECONDED BY: E. Allain *that the money received from the insurance policy be used to supplement the National Effective Speaking Fund.*

Carried

5. COMMITTEE REPORTS

5.1 IACE Committee Report – L. MacIntyre

L. MacIntyre highlighted the following points from his report:

- Currently awaiting survey prepared by National Office
- 76 Canadian Cadets, 8 Escorts, 1 League member went abroad on exchange
- In-Canada Exchange was comprised of a party of 87 people
- Second of three consecutive summers that IACE is hosted in AB
- Activities were posted on Facebook page
- Exchange was an overall success with a great farewell dinner

5.2 LIP Committee Report – J. Scott

J. Scott indicated that he recently travelled to Ottawa for discussions with some of the League's Industry Partners and to examine the current standing of the MOUs in place with these various organizations. J. Scott will continue to liaise with the Partners and begin revitalizing the agreements in place.

6. CONCLUSION

6.1 Reports of the Vice Presidents/Advisory Board

6.2 Good and Welfare of the ACL – All

Nothing further

6.3 Next Meeting – K. Mann

BoG Meeting with take place at the SAM in November

6.4 Motion to Adjourn Meeting – K. Mann

There being no further business the meeting adjourned.