

Minutes of IPSC BOD meeting May 27, 2017

Hampton Inn, Barrie Ontario

Present: John Evers, Kent Hill, Shane Melless, Simar Sahni, Brad Sedore, Adam Smith, Len Walker;

Ex Officio: Michael Galin

The meeting called to order by the President at 9:59 am, a quorum having been established.

Agenda

It was MOVED by Adam Smith, seconded by Shane Melless that the agenda be approved as circulated.
CARRIED unanimously

Approval of Minutes

The was discussion as to the level of detail to be included in minutes. John will revise the drafts reflecting the discussion. It was MOVED by Simar seconded by Shane that approval of the minutes for the Jan 22 and March 11 meetings be deferred to the next meeting. CARRIED

Membership

- 1718 members, over 100 through courses
- 51 BB issued
- 260 on provisional list, email to be sent to those who will go over 1 year

Renewals are still coming in. Will be over 1800 shortly.

Black Badge

A Candidate Information Form has been published online for use by potential BB candidates. This should help with BB course forms not having adequate legible information. The view was expressed that an electronic Candidate Information sheet should be considered as a future systems feature.

It was MOVED by Kent Hill, seconded by Adam Smith that the a Black Badge requirement be added, requiring a “witnessed test target” before entry into BB course. 8.5x11 paper at 20m with the firearm they intend to use for the course. No time limit, free style. For double action firearm 50% of the shots fired must be double action. Target, must be signed by current IPSC member. CARRIED unanimously

NROI

- 269 officials
- 52 provisional ROs
- 161 ROs
- 47 CRO
- 9 Rms
- Courses in the last year: Barrie, 25, Sudbury 20, Crumlin 23, Frontenac 24
- Total of 92 new officials in past year
- Transition from Phil to Mike in process
- Development of draft policy and handbook almost complete

- The creation of disciplinary committee to address actions of officials is being considered
- Create support system for ROs including feedback from Mds
- New course from IROA includes rifle and shotgun, which strains the time limits on the course
 - A separate day may be considered for rifle/shotgun use
- Shane Melless is the NROI designate as team manager for the Nationals, per the resolution from the Jan 22 meeting.
- 1 individual interested in rank of Stats officer
- 1 individual interested in rank of Range Master
- CRO course in development, RO course is being considered for Barrie.

It was MOVED by John Evers, seconded by Adam Smith that NROI purchase RU Ready, PACT and CED timers for demonstration purposes CARRIED unanimously

Treasurers Report

- Draft budget is in preparation
- Treasurer's note posted on website, along with the 2016 statements reviewed at the AGM. The two documents are best read together, due to timing issue with 2016 statements explained in the note document
- Approx 153k in account, 15k in visa account, 8k in bb account, 176k total
- We have sufficient funds to carry out operations for the year
- New account for BB to be opened as a sub account (closing CIBC)
- Level III match support will form a significant cost in 2017: \$500 each plus CRO program

It was MOVED by Adam Smith, seconded by Shane Melless that Stavros Kottas and Chris Recoskie be removed as signing officials, and that John Evers and Shane Melless be added as signing officers for the main current account. CARRIED unanimously

Systems Update

- Considerable effort has been made in rectifying issues with the current systems
- The version converted database and front end are running nicely on the test bed servers
- Close to launching system by end of second week of June.

Report on Provincial Championship

- Contract has been signed
- Range is being upgraded and is looking good
- Stages have been completed, and will be sent for sanctioning shortly.

Report on Nationals Team

- Shane is team manager,
- working on shirts, looking at local source, much lower price than Techwear

NEC Discussion

- Membership cap resolution is on the agenda. Will save us about \$12,000 - \$13,000

- Len will not go to the NEC meeting, Shane will be his designate at the meeting to represent IPSC Ontario
- Shane will make EESA/Crumlin Nationals proposal.

BOD Code of conduct

A number of further amendments to the document were discussed and agreed. It was MOVED by Adam Smith, seconded by John Evers that the document as amended by adopted as IPSC Ontario Policy, CARRIED unanimously The document as adopted is attached to and forms part of these minutes.

It was AGREED that with a BOD code of conduct adopted work can proceed on the development of a Members Code of Conduct policy. Len agreed to take on that action item and will start to work on a draft.

Ranking System

There was discussion of a draft document for Ranking revision presented by Adam, which did not receive board support. After discussion it was MOVED by Simar, seconded by Brad Sedore that the ranking system be revised to reflect the sum of the best 2 (Ontario) LIII matches of the last two calendar years. CARRIED In favour: Kent Hill, Shane Melless, Simar Sahni, Brad Sedore Opposed: John Evers Abstentions: Adam Smith

(Note of subsequent event: via email circulation closely following the meeting the board members agreed to add the further stipulation that at least one of the scores used in the sum come from the current calendar year)

Classification System

This item was deferred to the next meeting.

Level III support

After discussion it was AGREED not to change the policy with regards to Level III match support. We will continue level support as per prior years. \$500 as well as officials program administered via NROI

BB instructor program issues (documentation and funds)

There have been delays in obtaining packages from the virtual office.

Dues Increase

It was moved by Len Walker seconded by Adam Smith that this item be deferred to the board meeting at which the draft budget is presented for approval. CARRIED unanimously

Application by a Club for Match Subsidy (Crean Hill)

It was moved by Len Walker seconded by Adam Smith that this agenda item be withdrawn CARRIED unanimously

Match Policy (sign up)

There was discussion of a number of shortcomings and omissions with regards to the Match Policy. It was noted and AGREED that we need to have language to accommodate worker pre-registration added to the policy (to reflect current practise). There was discussion of a change to allow clubs to keep their own members current, but no agreement on this issue.

The question of whether to continue to allow phone sign was discussed, but agreement was not reached with regards to any change.

Synthetic Targets

It was reported that Shawn Hansen has approved “synthetic” targets for use in the region.

New Business

It was MOVED by Adam Smith, seconded by John Evers that new clubs have their affiliation fee waived for their first year. It was MOVED by Simar Sahni seconded by Kent Hill that the motion be amended to state that clubs have their affiliation fees refunded in their first year. Amendment NOT CARRIED. Main motion CARRIED unanimously

Nationals 2019

John Evers reported on the state of planning with regards to a joint EESA/Crumlin proposal to host Nationals in 2019. The board expressed enthusiasm for the plans, and AGREED to support the bid.

In-Camera

- Board members are directed to *in-camera* minutes for this meeting.

Adjournment

It was moved at 4:35 pm by Simar Sahni, seconded by Brad Sedore that the meeting be adjourned CARRIED unanimously

Carried 4:36

Board Code of Conduct for Directors: IPSC Ontario

Purpose

The organization is committed to ensuring that in all aspects of its affairs it maintains the highest standards of trust, integrity and respect. Each Director should act in an ethical and courteous manner in his or her communications and interactions with each other and with members of the organization in order to foster a positive environment for communications between Directors and promote the reputation of both the Directors and the Board of Directors. By so acting, the Board should lead by example and demonstrate to the membership how the members should deal with each other, match officials and the Board of Directors. The behavior of one Director reflects on the reputation of all Directors.

Application

This Code of Conduct applies to all Directors, including ex officio Directors, and non-Board members of Board committees. This Code of Conduct applies in addition to any rules of the I.P.S.C. which govern matches.

Directors' Duties

All Directors of I.P.S.C. Ontario stand in a fiduciary relationship to the corporation. As fiduciaries, Directors must act honestly, in good faith, and in the *best interests of the corporation*.

Directors will be held to strict standards of honesty, integrity and *loyalty*. A Director shall not put personal interests ahead of the best interests of the corporation.

Directors must avoid situations in which their personal interests will conflict with their duties to the corporation. Directors must also avoid situations in which their duties to the corporation may conflict with duties owed elsewhere. Where conflicts of interest arise, directors will comply with the requirements of the corporation's by-laws and applicable legislation.

In addition, all directors must respect the *confidentiality* of information about the corporation.

Best Interests of the Corporation

Directors must act solely in the best interests of the corporation. Directors who are the representing an outside organization must still act in the best interests of the corporation, even if this conflicts with the interests of the organization they represent. Often, the best approach to such a conflict is to declare the conflict, obtain a ruling and if such conflict is confirmed, abstain from any vote on an issue that affects the outside organization directly.

Loyalty

The duty of loyalty has three key components:

- (1) A Director must not usurp corporate opportunities for personal gain;
- (2) A Director must avoid engaging in interested transactions,
 - (i) without advising the Board of such interest and seeking or ruling; or,
 - (ii) engaging in an interested transaction without Board approval, and,
- (3) A Director must maintain the organization's confidential information.

Confidentiality

Directors and committee members owe a duty to the corporation to respect the confidentiality of information about the corporation and its members whether that information is received in a meeting of the board or of a committee or is otherwise provided to or obtained by a Director or committee member. Directors and committee members shall not disclose, or use for their own purpose, confidential information concerning the business and affairs of the corporation unless otherwise authorized by the Board.

It is recognized that the role of Director may include representing the organization in the community. However such representations must be respectful of and consistent with the Director's duty of confidentiality and the approved policies and resolutions of the Board of Directors.

A Director is in breach of his or her duty of confidentiality when information is used or disclosed in contravention of this Code of Conduct.

Board Spokesperson

Only the President or other Director or member designated in writing by the President may speak on behalf of the Board.

No Director shall speak or make representations on behalf of the Board unless authorized by the President or the Board. When so authorized, the Board member's representations must be consistent with accepted positions, resolutions and policies of the board.

Media Contact and Public Discussion

News media contact and responses as well as public discussions of the corporation's affairs should only be made through the Board's authorized spokesperson. Any Director who is questioned by news reporters or other media representatives about the organization should refer such individuals to the appropriate representative of the corporation.

Respectful Conduct

It is recognized that Directors bring to the board diverse backgrounds, views, skills and experience. Directors will not always agree with one another on all issues. All debates or

discussions shall take place in an atmosphere of mutual respect and courtesy whether in person or electronically. Director communications with the members of the corporation shall be respectful and civil at all times. The authority of the Chair of a meeting must be respected by all Directors.

Rules of Civility

The concept of Parliamentary language has evolved as the result of over two hundred years of consideration and modification in order to create predictable civility in organizations and avoid senseless and unproductive argument.

Expressions which are un-parliamentary and which normally call for prompt intervention from the Chair include:

- (i) the imputation of false or hidden motives;
- (ii) the misrepresentation of the words or position of another;
- (iii) false allegations of lying or fabrication;
- (iv) abusive and insulting language of a nature likely to create disorder.

Directors are bound to follow the rules of civility as outlined above and failure to do so will result in intervention from the Chair, or failing compliance, intervention from the Board.

Corporation and Board Solidarity

Directors acknowledge that properly authorized Board actions or decisions must be supported by all Directors. The Board speaks with one voice. Those Directors who have abstained from casting a vote or who have voted against a motion, resolution or action, must adhere to and uphold the decision of a majority of the Directors. This provision does not preclude continued advocacy of contrary positions in board meetings, except where prohibited by the applicable rules of order.

Impartiality

In disciplinary matters and other adjudicative functions of the Board, Directors will strive to be fair and impartial in their judgments. Necessarily such functions must occur, at a minimum, within the framework of the rules of natural justice.

The rules or principles of natural justice, also known as procedural fairness, have developed to ensure that decision-making involving the rights or membership status, position, or rank, is fair and reasonable. Natural justice involves decision-makers informing people of the case against them or their interests (actual notice to the individual), giving them a right to be heard (actual notice to the individual), not having a personal interest in the outcome (the rule against bias or the reasonable apprehension of bias), and acting only on the basis of logically probative evidence (the 'no evidence' rule). Rumours or speculation are not evidence.

Conflict of Interest

Board members will adhere to the current Conflict of Interest Policy adopted by the corporation.

Obtaining Advice of Counsel or other Professional

The President on his own initiative, or the Board through the President, has authority to obtain outside advice whether through a lawyer, accountant or other professional with specialized knowledge that may affect the appropriateness or legality of any action of the Board, its corporate structure or its obligations.

Remedies

Infractions of this Policy will be addressed, at a minimum, by communication from the Chair. However, a Board member determined by a majority decision of the full board to have violated the terms of this Policy may be subject to the terms of 5g and/or 6l of the IPSC Ontario By-Laws or any other remedy within the lawful authority of the Board.

Amendment

This policy may be amended by the Board.

Approval Date: May 27 2017

Last Review Date: May 27 2017