



**BCCPAC BOARD OF DIRECTORS
Board Meeting
February 19th -22nd 2009
Board Room, Burnaby
Minutes**

Our Vision: to Improve Public Education for all Student by Including and Supporting Parents

February 19th 2009

Call to order at 10:07am by President Broda

Present with Quorum:

Ron Broda	President
Ann Whiteaker	1st Vice President
Laurey-Anne Roodenburg	2nd Vice President
Cheryl McCann	Treasurer
Fiona Delcourt	Secretary
Steve Baker	Director
Suzette Miller	Director
Stephanie Longstaff	Director
Ida Middleton	Director
Carla Giles	Chief Operating Officer

Directors Resolution #2008/09-37

Be it resolved that the board,
Invite Anders Ourom to participate in this meeting.

Baker/Whiteaker

Carried

5-4

Discussion:

What will Mr. Ourom's role be in today's meeting?

What will today's agenda be?

What will the Board accomplish today?

Mr. Ourom joined meeting at 10:34am

Mr. Ourom spoke about his understanding of his role during meeting.

- Attend to advise about legal and procedural matters

- What is agenda? Needs to be first matter of business.

Director Baker informed Mr. Ourom of the resolution #32 from Jan 8th as well as more recent events to inform him of today's purpose.

Mr. Ourom, has informed the board regarding roles and responsibilities during governance audit, and may not have anything new to add.

Mr. Ourom reviewed bylaws

There are a lot of grey areas in the bylaws around the duties of officers.

Break at 10:51am

Reconvened 11:17am

Mr. Ourom addressed the issue of a member calling for an extra ordinary meeting. That is the right of the members.

We may need to get advice about the purpose of the meeting and is it correct under the society act.

Can be very costly and disruptive.

Discussion: extraordinary meeting

- Question about timeline
- Board has some time to decide what to do once the request is received. 21 days.
- Legally board can ignore it, but members can decide to hold it anyway.
- Notice to members about special resolutions?
- Advice from Ourom- is it valid, what is the process?
- Need to follow process

Mr. Ourom commented about proposed agenda shown to him by Director Baker.

Business of the board is making decisions. Need to follow processes, policies.

Board can always change its mind. Can't bind future boards.

At some point the Board has to stop talking and start deciding.

Questions for Mr. Ourom:

- Frustration of separation of Board members and how to deal with it.
- Legally the majority decides. Members may elect in other Board members. Board members may quit.

Director Baker proposed agenda

President Broda asked about process of carrying on as business meeting.

Proposed agenda:

1. Plan of action
2. Consideration if second legal opinion is needed
3. Confidentiality of the Board
4. Who or what is the voice of BCCPAC and how is this developed
5. Define roles of CEO
6. Board access to information
7. Delegation of Authority

Discussion about allotting time for the agenda, and how we will deal with agenda items.

Directors Resolution # 2008/09-38

Be it resolved that,

At 3:30 today we evaluate what is left on agenda. Determine what to do with remaining agenda items.

Longstaff/Whiteaker

Carried

Approved agenda by consensus

Adjourn at 12:02pm

Reconvened at 1:00pm

Discussion: Extraordinary meeting

Action plan

Discussion:

Legal liability regarding postings on list serve

Future management of list serve

Communication to members

Directors Resolution # 2008/09-39

Be it resolved that the,

Board of Directors will create and release a statement to the members, with the following key points.

In light of recent rumors and postings on blogs the Board is dedicated to working together.

The Board continues to work with education partners.

The Board requests a draft statement be ready for Board approval by Friday Feb 20th at noon.

Statement to be sent to members electronically Monday Feb 23rd 2009 and included in February mail out.

Whiteaker/Baker

Carried

7-2

Opposed Broda/Miller. In opposition to it being electronically sent to members.

Action- Assigned to Gabrielle to draft statement.

Recess 2:25pm

Reconvened 2:37pm

Directors Resolution # 2008/09-40

Be it resolved that the,
Board of Directors create and release a letter to the partner groups, with the following key point.

Board is committed to working together and with partner groups.

The Board requests a draft statement be ready for Board approval by Friday Feb 20th at noon.

Letter to be sent to partner groups Monday Feb 23rd 2009.

Whiteaker/Roodenburg

Carried

7 in favour-1 opposed

1 abstention Broda- viewed this motion as unnecessary

Directors Resolution # 2008/09-41

Be it resolved that,

The Board seek a second legal opinion related to issues that the Board has received advice on from Mr. Ourom related to the current governance issues as rendered by Mr. Ourom Feb. 6th and Feb. 10th 2009.

Broda/Delcourt

Defeated

4 in favour-5 opposed

Directors Resolution # 2008/09-42

Be it resolved,

That today's meeting be extended to 5pm and that agenda items that are not covered today, be considered under, *additions to the agenda*, of the business meeting on Friday Feb 20th 2009.

Whiteaker/Baker

Carried

Recess 3:36pm

Reconvened 3:48pm

Continue with the following agenda items

2. Confidentiality of the Board
3. Who or what is the voice of BCCPAC and how is this developed
4. Define roles of CEO
5. Board access to information
6. Delegation of Authority

Confidentiality of the Board

Discussion-Code of ethics and confidentiality for Board members.

Directors Resolution # 2008/09-43

Be it resolved that policy 2020, Confidentiality section 1. Be amended
From

Any information obtained through the role of a board member, discussions at board meetings, telephone and email communication amongst board members and staff shall be kept confidential. No information from any of these sources shall be released by any board member without the expressed prior consent of the President.

To

Any confidential or in camera information obtained through the role of a board member, discussions at board meetings, telephone and email communication amongst board members and staff shall be kept confidential.

Whiteaker/Baker

Board will continue discussion of proposed resolution Friday 20th 2009

Meeting Adjourned at 5:01 pm

Recording Secretary: Fiona Delcourt

Minutes Approved on: March 12th 2009

BCCPAC Secretary: Fiona Delcourt