BCSEA Board of Directors Special Meeting

Monday | January 9, 2017 | 5:30 – 8:30 pm

FINAL MINUTES

Present: Patricia Lane (Chair), Betsy Agar, Christopher Campbell, Davis Swan, Ed Knaggs, Shannon Halliday, Jessica McIlroy, Jonathan Ho (Vice-Chair), Laura Jones, Mary Vasey, Robert Coelho

Regrets: Ibrahim Inayatali

1. Meeting called to order at 5:44 pm, quorum achieved

2. The following items approved by consent:
   Addition of LNG and new initiatives to agenda
   Adoption of agenda

3. History of BCSEA Structure and Surplus
   - History of BCSEA and previous EDs
   - Key source of funding - $500,000 grant from Government
   - Plan A developed with consensus from previous ED and Board
   - Niche areas of focus: renewables energy, transportation and energy efficiency
   - Budget overly optimistic in short-term; timescales not realistic
   - Finance Committee requested ED to review timescales

4. Background on Current Budget & Operational Plan
   - Review Variances
   - Memberships and donations biggest opportunities to grow and increase revenues
   - Review current rate of expenditure
   - Outreach programs $25,000 of $110,000 identified
   - Impact of charitable status in short term
   - Funding/grant opportunities for outreach and education (reimbursement based grants not viable)
   - Successful Energy Connections opportunity for advertising and marketing
   - Post-EC Focus: Election (May) - educational seminars, election preparedness

5. Current Work Area
   a) Energy Connections
      - Builds professional legitimacy of BCSEA
      - Objective: Learn, networking, share information, support to broad target audience
      - Feedback suggests good value for money
   b) Green Energy Doors Open
      - Tour of existing projects
      - Objective: Learn by seeing, networking
   c) Cool It
Sabinah Rafiq — Program Manager (part-time)

4-week program for grades 4-7, delivered by paid trained educators. Updated summer 2016

Funders: Municipalities. Driver: reach climate action targets

2016: 64 classes. On track to double targets. Reaching 3000 households in 9 municipalities

High school students to deliver to elementary, reduce operating costs

Program self-funding but not covering ongoing admin costs.

**d) BCUC Interventions**

Thomas Hackney & Bill Andres (represent BCSEA & Sierra Club)

Review plans submitted by Utilities to BCUC - Strengthens BCSEA credibility

Funding: Cost award model under the UC Act. (TH – 10% BCSEA, 3A – 5% BCSEA, 5% SC)

Successes: Withdrawal of Fortis’ Energy Conservation Program, Net Metering

No forecast for future work as in response to applications of utilities

No impact form charitable status; education not political

Mandate to increase media coverage and improve communication to members

**e) Chapters**

Chapters surviving independently

**f) Membership**

Key source of revenue

**g) Communications & Development**

Tom Bennet – Communications Manager

All communication requirements (web, social media, graphic design, support chapters etc.)

20 to 25% of time assisting Chapters

**h) Admin**

Dave Dakers - Finance Director – Part Time

Renee Lormé-Gulbrandsen – Full Time

Financial information for ED inc. quarterly and year end statements, year end audit, treasury

Michael Brynsmead – Bookkeeper

**6. Financial Statements - Actuals**

Monthly financial updates on closing balance to be provided.

Monthly budget to show monthly variance

**7. Financial Projections**

All revenue from BCUC Initiatives to be removed from all future forecasts

Targets and Timescales - Small incremental goals per month

**8. Guidelines for Budget & Plan Adjustments**

All staff to become revenue centres. Track work in terms of efficacy.

Plan B timescales (calendar / end of fiscal)

Identify self-sustaining programs

Municipalities need public engagement – no real results

**9. Next Meetings**

a) **Board**

Regular Board to meet in February

Each member to focus on ways to increase membership to Energy Connections

b) **Committees**

All board members welcome to join all committee meetings

Times and dates to be publicised to all Board members

**10. Meeting Adjourned by consent at 8:40pm**

**11. Action Items**
<table>
<thead>
<tr>
<th>Action</th>
<th>Responsibility</th>
<th>Due Date</th>
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<tbody>
<tr>
<td>Monthly financial updates on closing balance</td>
<td>Jessica McIlroy</td>
<td>01/02/2017</td>
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<tr>
<td>Monthly financial targets</td>
<td>Finance Committee</td>
<td>Next meeting (date TBC)</td>
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<tr>
<td>Increase sponsorship and membership of Energy Connections</td>
<td>Board</td>
<td>Next meeting (date TBC)</td>
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Minutes approved by Jonathan Ho, Vice Chair of Board of Directors

Signature

\[Nov 15, 2017\]

Date
BCSEA Board of Directors Meeting #158

Monday | February 27, 2017 | 5:00 – 6:00 pm

FINAL MINUTES

Present: Patricia Lane (Chair), Christopher Campbell, Ed Knaggs, Jessica McIlroy, Jonathan Ho (Vice-Chair), Laura Jones

Regrets: Betsy Agar, Mary Vasey, Robert Coelho

1. Meeting called to order at 5:58 pm, quorum achieved

2. The following items approved by consent:
   Adoption of agenda

3. Quarter 2 – Financial Statements (Document Link)
   • Review of Q2 Operations Variance Analysis (for six months ending 31/12/2017)

Motion: Jonathan Ho moved, Laura Jones seconded: that the Statement of Operations for the 6 months ended December 31st 2016 are approved. Carried.

4. Budget & Operational Plan
   • Review of 3 Operational Forecast Scenarios: Continue, Downsize and Cease

Motion: Jonathan Ho moved, Laura Jones seconded: that the updated BCSEA F2017 Q3 & Q4 Operating Plan based upon the Downsize Scenario as prepared by the ED is adopted. Unanimous agreement. Carried.

Motion: Chris Campbell moved: that Jonathan Ho and Laura Jones inform the Chapters of the updated Operating Plan. Carried.

5. Governance Committee Terms of Reference (Document – ‘Alternate Matrix’ Tab)
   • Review and update of Bylaw Changes
   • Review and update of ED Contract
   • Develop plan for Chapter engagement
   • Board recruitment
   • Review and update of Governance Manual

Motion: Jonathan Ho moved, Laura Jones seconded: that the updated Governance Committee Terms of Reference is adopted. Carried.

6. Meeting Adjourned by consent at 6:56pm
Minutes approved by Jonathan Ho, Vice Chair of Board of Directors

Signature

Nov 15, 2017

Date
BCSEA Board of Directors Meeting #159

Wednesday | June 21st, 2017 | 6:00 – 7:30 pm

FINAL MINUTES

Present: Patricia Lane (Chair), Betsy Agar, Ed Knaggs, Jessica McIllroy, Jonathan Ho (Vice-Chair), Laura Jones, Mary Vasey, Robert Coelho

Regrets: Christopher Campbell

1. Meeting called to order at 6:01 pm, quorum achieved

2. The following items approved by consent:
   Adoption of agenda
   Approval of minutes for Meeting #158

3. Governance Committee Update
   • Executive Director evaluations to be completed in coming week (Mary Vasey)
   • ED evaluations to be returned by mid-July
   • Bylaw updates to be completed by the end of August 2017 (Betsy Agar)
   • Review of Strategic Plan for November AGM (Mary Vasey)
   • Board recruitment requirements to be assessed (Mary Vasey)

4. Financial Update
   • Review of Statement of Operations and Changes in Fund Balances (31/03/2017)
     o Total fund Balance $112,803
   • Review of BCSEA – Budget to Actual (01/03/2017 to 31/03/2017)
     o Actual Net Income -$23,760.77
     o Budget Net Income -$641.00
     o Variance -$23,119.77
   • Review of BCSEA – Budget to Actual (07/01/2016 to 31/03/2017)
     o Actual Net Income -$121,194.53
     o Budget Net Income -$127,230.00
     o Variance $6,035.47
   • FY 2016/2017 - Actual surplus is greater than budgeted

5. Chapter Bank Account Resolution
   • Creation of five new Vancity chequing accounts in accordance with Chapters Financial Management Policy and Procedure
   • Copy of Resolution provided to all Board Members.

Motion: Motion moved that the resolution for the creation of five new Vancity chequing accounts is acknowledged in the Board meeting minutes. Unanimous agreement. Carried.
6. **Gaming Grant Bank Account**
   - Gaming Grant application to be submitted in August
   - Application conditions require creation of separate bank account prior to the submission of the grant application.

**Motion:** Jonathan Ho moved, Ed Knaggs seconded: that a new bank account be created in support of the Gaming Grant application. Unanimous agreement. Carried.

   - **Scenario 1 - Non-Charitable Status (90% probability)**
     - Charitable status not obtained for majority of FY 17/18
     - No increase in revenue, primary program delivery only (EC, GEDO, Cool It!, BCUC)
     - Revenue and expense assumptions based on the previous fiscal year
     - Continue operations to at least November 2017 AGM and likely to end of FY 17/18
     - Estimated fiscal year end operating surplus of circa $6,000
   - **Scenario 2 - Charitable Status (80% probability)**
     - Charitable status obtained for FY 17/18
     - Increase in revenue (~$20,000) from donation drive at 2017 year end and Earth Day
     - Program delivery same as Scenario 1 (EC, GEDO, Cool It!, BCUC)
     - No significant changes to expenses
     - Estimated fiscal year end operating surplus of circa $26,000
   - **Scenario 3 - Non-Charitable & Gaming Grant (70% probability)**
     - Receive gaming grant ($122,500) but no charitable status
     - No donation drives
     - Additional funds allow staffing levels to increase (ED at full-time, Administrative Director salary increase, Cool It staff to full-time)
     - Estimated fiscal year end operating surplus of circa $106,600
   - **Scenario 4 - Charitable & Gaming Grant (70% probability)**
     - Both charitable status and gaming grant received
     - $25,000 grant received in February 2018
     - Revenue and expense assumptions same as Scenario 2 but with increase in staffing levels (ED at full-time, Administrative Director salary increase, Cool It staff to full-time)
     - Estimated fiscal year end operating surplus of circa $122,500

**Motion:** Laura Jones moved, Ed Knaggs seconded: that staff be directed to follow Financial Operating Scenario 1. If circumstances change, staff are to seek direction from the Finance Committee and where deemed appropriate by the FC, changes to operating scenarios are to be brought to the Board for approval. Unanimous agreement. Carried.

8. **Board Meeting**
   - Next Board meeting to be held in early September

9. **Meeting Adjourned by consent at 7.04pm**
FINAL MINUTES

Present: Patricia Lane (Chair), Jonathan Ho (Vice-Chair), Laura Jones (Secretary), Jessica McIlroy

1. Meeting called to order 6:30pm

2. The following items approved by consent:
   Adoption of agenda and meeting outcomes

3. Constitution and Bylaw Updates
   - Updates have been made to the BCSEA's Constitution and Bylaws in order to:
     a. reflect actual operational practice;
     b. be in compliance with the new Societies Act
     c. be granted charitable status by the CRA
   - Governance Committee Recommends Adoption of Revised Constitution
     a. Draft Revised Constitution - September 2017 (Document)
     b. Summary 2017 Constitution and Bylaws Changes (Document)
   - Governance Committee Recommends Adoption of Revised Bylaws
     a. Draft Revised Bylaws - September 2017 (Document)
     b. Summary 2017 Constitution and Bylaw Changes (Document)
   - Updated Constitution and Bylaws to be presented to the Membership.

     a. The Executive Committee unanimously recommends that the adoption of the updated Constitution be approved by the Board of Directors and are presented to the Membership.

     b. The Executive Committee unanimously recommends that the adoption of the updated Bylaws be approved by the Board of Directors and are presented to the Membership.

4. Financial Statements
   - Financial statements are in line with expectations with revenues greater than expenses.
   - Financial statements are to be reviewed by the Treasurer / Finance Committee and approved for the AGM.
   - Budget discussion document to be prepared by the Finance Committee and reviewed by the Board prior to the AGM
   - Draft financial statements to be approved for inclusion in the Gaming Grant application.

     a. The Executive Committee unanimously recommends that the draft financial statements be approved by the Board of Directors for inclusion in the Gaming Grant application.

     b. The Executive Committee unanimously recommends that the draft financial statements be reviewed by the Treasurer / Finance Committee and approved by the Board of Directors prior to the AGM.
5. Board Succession - AGM
   - Governance Committee to put forward a succession plan for October 2017.
   - Recruiting of new Board Members to focus on skill sets required as well as existing recruitment requirements.
   - ED to review selection and election processes and to improve procedures prior to AGM.

6. Membership Meeting - 5th September 2017
   - Constitution and Bylaws update documents to be provided to the Membership.
   - Purpose of meeting is to make the Membership aware of the updates prior to AGM, however further discussions can take place.
   - Membership to be made aware of reasons for updates.
   - Meeting to be held as a GoToMeeting, with questions and answers following presentation.
   - Members to be muted, with questions added in the 'chat' screen.
   - Correspondence to be sent out to all Members encouraging known questions to be submitted to ED prior to meeting.
   - Quorum for Membership is 10 and a 75% approval rate is required.
   - Board Members to join meeting 10 minutes early for discussion.

7. Next Board meeting to be scheduled in October.

8. Meeting adjourned by consent 7:05pm.

Minutes approved by Jonathan Ho, Vice Chair of Board of Directors

[Signature]

[Nov 15, 2017]

Date
BCSEA Board of Directors Meeting #161

Thursday | September 14, 2017 | 12:00 – 1:00 pm

FINAL MINUTES

Present: Patricia Lane (Chair), Jonathan Ho (Vice Chair), Betsy Agar (Meeting Secretary), Laura Jones, Christopher Campbell, Robert Coelho, Mary Vasey, Ed Knaggs, Jessica McIlroy

1. Meeting called to order 12:00 pm
2. Adoption of agenda and meeting outcomes
   Moved by consent
3. Discussion about upcoming priorities
   - Charitable status: coming
     a. Chris: Can we go out in advance?
     b. Key stakeholders will be managed through Laura
     c. Chris recommends:
        ■ Get a list from Management with deadlines and relationship management requirements
        ■ Develop a workplan
   - Strategic Review of BCSEA: Jonathan carrying out to communicate our value proposition to prospective donors and Board Directors using a framework from Queens School of Business
     a. To articulate who we are; what we provide; who is the competition; what is distinct from DSF, Sierra, Wilderness Committee, Pembina; where do we fit in this ecosystem (Cool It!; grass roots; Policy inputs, e.g. Hackney, Knaggs, Victoria Chapter work on 100% RE)
     b. To make sure everyone is aligned with common message
     c. Would value contributions from the Board over the next month to finalize a strong articulation of what we do
     d. Will put on Google Drive so people will be able to offer input online
     e. Could ask past board members to review
   - Board development:
     a. Recruit Board Members (particularly a Finance Director)
        ■ Determine executive positions
        ■ Put out a call for nominations
     b. Update Governance Manual
   - Set and plan AGM
     a. Date: Gaming grant approvals are determined early to mid November; set the date and build towards that so individuals can plan for it
     b. Costs: how to make more efficient
     c. In-person meeting: there is value to having in-person AGM, but won't be able to offer travel funding
        ■ Consider allowing Chapters and Board Members to connect by Go To Meeting
        ■ Look into ways to “e-vote” through a webform individuals can use (Jason can set this up)
        ■ Make it fair to whole province
Consider setting up a travel pool

d. Governance Committee to set a date with input from Jessica and Laura; come up with process; and get feedback from Board and Chapters

Interim Management

a. Jonathan has been interim treasurer; has been in touch with Cool It!; next major event is GEDO; Next is AGM
b. Laura is willing to serve as interim ED
c. Jason and Suzanne are looking for a single point of contact
d. Have a single point for external communications

ED search process
- Questions on the table:
  - Full search process?
  - Can we afford a permanent ED working part time?
  - Budget operational plan assumes funding for a PT ED
  - Reason for optimism; regime change in Victoria; have charitable status;
  - Will take considerable effort that needs an entrepreneurial fundraiser
  - Look at future states when they arise; continue to use this opportunity until reason to pull the plug

4. **Motion to strike a Search Committee**
   Moved by Jonathan
   Seconded by Ed
   a. Governance Committee to prepare recommendations
   b. Chapters will need to be involved in search

5. **Upcoming events** (Jessica)
   a. Key is getting Interim ED up to speed
   b. GEDO will be over
   c. Suzanna is running Cool It
   d. Bill and Tom is active in Site C
   e. Put together WG for EC2018 (ideally with Vancouver Chapter)

6. **Chapters**
   a. No update
   b. Narrative between chapters and province needs developed particularly important to support interim ED and ED
      i. e.g. fundraising, how will funds raised by chapters flow to projects and to province?
      ii. Discussion has been had that people can flag that their donations are to go into Chapter accounts (online donation function needs updated for this)

8. **Next steps**
   a. Assemble ad hoc committees and set target dates
   b. Jess and Laura recommend a date
   c. Exec committee set it
   d. Governance committee work back from that

9. **In Camera**
   a. Governance Committee to discuss offer by Laura to act as Interim ED

10. **Meeting adjourned by consent** 1:05pm.
Minutes approved by Jonathan Ho, Vice Chair of Board of Directors

Signature

Nov 15, 2017

Date
Present: Patricia Lane (Chair), Jonathan Ho (Vice Chair), Betsy Agar, Laura Jones, Christopher Campbell, Mary Vasey

Regrets: Robert Coelho, Ed Knaggs

1. Meeting called to order 2:00 pm

2. Background to Meeting - BCUC Site C Inquiry - Blog Post & Final Submission
   • Blog post issued to membership September 16, 2017

3. Options for Mitigation
   • What options are available for mitigation?
     a. Revisit BCSEA’s position on Site C;
     b. Maintain BCSEA’s position on Site C;

   Board moves by consent to maintain BCSEA’s position on Site C

4. Meeting adjourned by consent 3:10pm.

Minutes approved by Jonathan Ho, Vice Chair of Board of Directors

[Signature]

Date: NOV 15, 2017
BCSEA Board of Directors Meeting #163

Tuesday | October 24, 2017 | 11:45 am – 1:15 pm

FINAL MINUTES

Present: Patricia Lane (Chair), Jonathan Ho (Vice-Chair), Betsy Agar, Chris Campbell, Ed Knaggs, Robert Coelho, Mary Vasey, Laura Jones

1. Meeting called to order 11:50am

2. The following items approved by consent:
   Adoption of agenda and meeting outcomes;
   Jessica McIlroy removed as Authorised Signatory;
   Laura Jones details updated as Authorized Signatory;
   Move to Charitable Operating Budget;
   Mailing address for CRA Tax Receipts to be updated to Vancouver mailing address;
   Regularisation of membership payments for volunteers.

3. The following items tabled by consent:
   Approval of 2017 meeting minutes.

4. Policies and Procedures:
   ● Interim ED to review policies and procedures for alignment with WorkSafeBC.

4. BCUC Procedures
   ● Staff to develop policy and matrix for intervention approval based on existing BCSEA policies on energy / sustainability topics;
   ● Matrix to assess risk topics: Reputational, Organizational and Financial;
   ● Management by exception;
   ● Management to develop policy allowing membership to be consulted if BCSEA does not have an established policy on intervention topic.

5. AGM 2017
   ● Voting for new Board of Directors to be extended to March 2018;
   ● Recruiting of new Board Members to focus on skill sets required as well as existing recruitment requirements;
   ● Voting to be held online to allow all members to take part;
   ● Interim Board of directors to be put in place up to election of new Directors;
   ● Satellite meetings to be held to enable greater membership attendance;
   ● Staff to explore revenue options for AGM (e.g. sponsorship)

Motion: Call for new Board of Directors to be extended to March 2018. For: Betsy Agar, Jonathan Ho, Robert Coelho, Mary Vasey, Ed Knaggs. Abstain: Chris Campbell, Patricia Lane. Carried.

6. Interim Board of Directors
7. **Financial Statements**
   - Governance Committee recommends that the Financial Statements be approved for issue to the membership for AGM.

   **Motion:** Jonathan Ho motions, Betsy Agar seconds: that the Board of Directors adopt the recommendation of the Governance Committee to approve the release of the Financial Statements to the membership for the AGM. Carried.

8. Meeting adjourned by consent 1:12 pm.

Minutes approved by Jonathan Ho, Vice Chair of Board of Directors

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Signature

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Date