

CAPS Foundation Directors Meeting
December 5, 2018
7:00 p.m. EST
Via Zoom

Participating in phone conference:

Michael Hughes	Carol Ring
Lorne Kelton, Chair	Faythe Buchanan
Greg Schinkel CSP	Hugh Culver, CSP
Steve Lowell, CSP	Merge Gupta-Sunderji, CSP
Mark Black, CSP	

Guests: Shari Bricks

Regrets:

Recorded by Shari Bricks / Called to order at 7:34 pm

Agenda Review – Quorum confirmed

Minutes of the September 4, 2018 Special Meeting were reviewed

On a **Motion** by Greg Schinkel, CSP and seconded by Michael Hughes the minutes of the September 4, 2018 Special Foundation Board meeting were approved as submitted. **Carried.**

Resolutions of the Directors of the CAPS Foundation

1. Appointment of Officers

Be it resolved that the following individuals are appointed to the following respective offices of the Corporation effective immediately:

Lorne Kelton, President
Hugh Culver, CSP, Vice-President
Faythe Buchanan, Secretary
Carol Ring, Treasurer

2. Admission of CAPS National as a Member

Be it resolved that the application for membership of the Canadian Association of Professional Speakers (“CAPS National”), attached hereto, is recognized and CAPS National is hereby admitted as a CAPS Class Member of the Corporation effective immediately.

3. Designation of New Office

Be it resolved that a new office of the Corporation is designated as follows, effective immediately:

Title: CAPS National Representative

Description: The CAPS National Representative shall represent the CAPS Class Member to the Corporation's board of directors, and act as a liaison between the CAPS Class Member and the board of directors. He or she may attend all meetings of the board of directors, subject to any legal requirements regarding confidentiality and conflict of interest. The CAPS National Representative may be appointed and terminated from time to time by the CAPS Class Member in its sole discretion. Notwithstanding the foregoing, the CAPS National Representative shall be removed from office immediately if he or she is a director of the Corporation.

On a **Motion** by Merge Gupta-Sunderji, CSP and seconded by Carol Ring it was moved to accept the three Resolutions of the Directors of the CAPS Foundation as presented to this meeting.

An Amendment to the Motion was made by Greg Schinkel, CSP and seconded by Hugh Culver, CSP to: Accept Resolution #1 and #2 and hold back Resolution #3. A **Motion** was made by Greg Schinkel, CSP and seconded by Merge-Gupta-Sunderji, CSP to discuss the Amended Motion. 5 For / 3 Abstained – **Carried**.

After further discussion, a subsequent **Vote** was taken on the **Amended Motion** – **Motion Defeated**.

Original Motion - to accept the three Resolutions of the Directors of the CAPS Foundation as presented to this meeting. **Carried** / 1 Abstained

Discussion comments on the Motion(s):

- Greg Schinkel, CSP acknowledged that he is a non-voting member of the CAPS National Board
- CAPS National in its membership class has the right to call a special meeting of the members at any time
- This “new office of the corporation” is a net new item as presented
- CAPS National requested that the CAPS Class member to be a voting member/director of the CAPS Foundation – this was passed unanimously by the National Board at their meeting of October 30, 2018 (without input from the Foundation Board of Directors).
- It was noted that this is a significant request by CAPS National
- It was noted that many documents and conversations were held in advance of this meeting
- There is a need to understand the risks by both CAPS National and CAPS Foundation – NFP protocols / best practices
- The new Foundation structure precludes the Foundation funds from being misappropriated
- There is a perceived lack of trust coming from CAPS National Board
- Perhaps CAPS National Board did not do proper governance in their review of the Foundation's structure
- There is a feeling that there is a mandate from CAPS National Board, not a request, to have a voting position
- Non-voting role – key oversight vote – gets a veto vote over major items
- CAPS members will have the same oversight – increased accountability / increased transparency
- We cannot move forward if CAPS is not admitted as a member
- There is a risk to go in one direction or another
- Discussion is moving towards a motion to defer this part of the resolution (#3) that outlines the risks to accommodate a request to make it a voting position
- Additional rights could be conferred after a review

- Suggestion to have a meeting in the new year with both CAPS National Board and CAPS Foundation Board
- It was noted that discussions were held with both attorneys' leading up to the finalization of the Foundation Bylaw
- Suggestion to allow the CAPS designated member to attend the next meeting of the CAPS Foundation Board
- It was noted that the CAPS National Board lawyer has not seen the updated resolutions under discussion this evening
- It was noted that the CAPS Foundation exists to serve the members of CAPS
- It was noted that we are all one big family group and together we've come a long way

Actions Arising from the Discussions:

Action – Lorne – acknowledge that with the approval of all three resolutions, that the issue of CAPS being a voting member is not closed and open for further discussion in good faith.

Action – Carol – how to define a Conflict of Interest (COI) as it relates to the Foundation

Additional Motion:

On a **Motion** by Merge Gupta-Sunderji, CSP and seconded by Greg Schinkel, CSP it was moved to formally address the request of CAPS National Board to be a voting member and review if and how it needs to be changed. **Carried**

Action – Lorne and Shari – to set up a meeting of both Boards in January.

Other Business

- Michael Hughes was acknowledged for achieving his 20-year CAPS Membership! Congrats Michael!

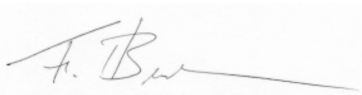
Next Meeting Date –

Action – Lorne to send out a Doodle poll to set the 2019 Board meeting dates

Meeting adjourned at 9:12 pm.



Chair of the meeting (Lorne Kelton)



Secretary of the meeting (Faythe Buchanan)