



Princess Patricia's Canadian Light Infantry Association

**Minutes of the Board of Directors' Meeting
20 April 2022 via ZOOM at 1630 MST**

Present:	
Ted Giraldeau	Director / President
Terry Loveridge	Director / Acting Vice President / Heritage
Jim Croll	Director / Treasurer / Casino Chair
Terri Orser	Director / Secretary
Jake Flanders	Director / VP West / Communications
Don Dalziel	Governance Chair
Herb Kenny	Membership Chair
Paul Hale	Past President
Regrets:	
Tim Penney	Director / HGMF Education Bursary Vice Chair
Jay Bickerton	Director / Veterans and Families / VPP

Item	Discussion	OPI/Action
1.	<p>Call to Order: The meeting was called to order at 1632 (MST) hours, with a declared quorum.</p> <p>A moment of silence was observed.</p>	President
2.	<p>Opening Remarks: Ted said this meeting is primarily to discuss the upcoming AGM and consider several resolutions and special resolutions prior to the AGM. Some Old Business updates would also be given.</p>	
3.	<p>Approval of the Agenda: Ted added an item to the agenda – an update on the Transition Team's work. It was moved by Jake and seconded by Jim to approve today's agenda with the addition of the new item. <i>Carried.</i></p>	

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4.	Approval of Minutes from 9 March 2022: It was moved by Terry and seconded by Jim to approve the Minutes from 9 March 2022. <i>Carried.</i>	
5.	Old Business:	
	5.1 – Bravery in Arms (BIA) D-Day Dodgers (Robert Chabot) Proposal: Ted advised that, as agreed by the BoD, the art project is not going forward. He indicated that he informed Roger Chabot of the Board’s decision.	President
	5.2 – Website Development – Jake advised that the web designer had produced a trial web site. He and Ted had reviewed and have a few tweaks. He showed the trial website during the meeting and noted the comments from the Directors. Jake planned to continue work with the web designer to incorporate the suggestions. (Secretarial Note: In further discussions between the Chair and Director of Communications, it was decided to not do any more work on the trial website until after the AGM as there was likely to be a shift in Director responsibilities).	Communications Director
	5.3 – 75th Anniversary Coin: Ted advised that Greg Ferguson is working on the coin’s order and production. All paid up members as of 28 May will receive a coin. Herb indicated that he was working on confirming the mailing address of the e-members.	
	5.4 – Transition Team: Ted advised that he had participated in the Regimental Steering Committee (RSC) on 19 April. The discussion was focused on the Transition Team’s work. The Chair of the Transition Team (Erik Liebert) presented the team’s Mission Analysis and sought guidance from the RCS as to which course of action was preferred by the RSC. The senior leaders chose the option of phasing the combination of the three Regimental charities starting with the HGMF and Foundation. The addition of the Patricia Fund would be considered later. The RSC also approved the engagement of a professional accounting firm to assist the team. The RSC asked the Transition Team to craft a resolution that could be used by both the HGMF and Foundation to present to their respective Boards. The Transition Team was also tasked with developing common charitable objects for use by the new combined charity. The President of the Foundation (Mike Day) and Chair of the HGMF (Dave Pentney) fully supported the plan and agreed to fund the costs of the professional accounting firm.	President
6.	New Business	

<p>6.1 – Resolutions and Special Resolutions: Five Resolutions and two Special Resolutions were considered and agreed upon by the Board as follows (see attached documents for full wording of the resolutions):</p> <p>6.1.1 Special Resolution 01-22: A Special Resolution of the Board of Directors, amending PPCLI Association By-law Four, and creating By-law Five. Be it resolved that the PPCLI Association By-law Number Four be amended to become By-law Number Five as attached, and that the new By-law Five be approved and be presented to members at the 2022 AGM for their concurrence.</p> <p>The special resolution was moved by Jim and seconded by Terry. <i>Carried.</i></p> <p>6.1.2 – Special Resolution 02-22: A Special Resolution of the Board of Directors, recommending that Members approve the option of the having the public accountant complete a “review engagement” rather than an “audit engagement” for both FY2021 and FY2022. Be it resolved that the Board of Directors recommend to members that the PPCLI Association engage the public accountant to conduct a review engagement rather than an audit engagement for FY 2021 and FY2022.</p> <p>The special resolution was moved by Jim and seconded by Terri. <i>Carried.</i></p> <p>6.1.3 - Resolution 01-22: A Resolution of the Board of Directors, recommending that Members approve the appointment of a public accountant. Be it resolved that the Board of Directors recommend to members that the PPCLI Association engage Mr. Andre Thibodeau as the public accountant of the Association for FY 2022.</p> <p>The resolution was moved by Jim and seconded by Terry. <i>Carried.</i></p> <p>6.1.4 – Resolution 02-22: A Resolution of the Board of Directors, recommending that members at the 2022 AGM approve an amount payable for annual membership dues, to take effect in 2023. Be it resolved that the Board of Directors recommend that members at the 2022 AGM approve the PPCLI Association annual membership dues for both members and supporting members at \$25.00 with effect the 2023 membership year.</p> <p>The resolution was moved by Jake and seconded by Terry. <i>Carried.</i></p> <p>6.1.5 – Resolution 03-22: A Resolution to recommend new Directors of the PPCLI Association for election at the 2022 Annual General Meeting. Be it resolved that the PPCLI Association Board</p>	<p>Governance Chair</p>
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	<p>of Directors recommend that following Members be elected as Directors of the PPCLI Association at the 2022 AGM for the term indicated:</p> <p>Fred Horsman (BC) - three years;</p> <p>Gord Keener (BC) - three years;</p> <p>Greg Ferguson (ON) - three years; and</p> <p>Jim Stanton (NL) - three years.</p> <p>The resolution was moved by Jim and seconded by Terry. <i>Carried.</i></p> <p>Resolution 04-22 - A Resolution to recommend the President and Vice-President of the PPCLI Association for election at the 2022 Annual General Meeting. Be it resolved that Ted Giraldeau is recommended for election to the position of President of the PPCLI Association and the coincident position of Chair of the Board of Directors; and that Terry Loveridge is recommended for election to the position of Vice-President of the PPCLI Association and the coincident position of Vice-Chair of the Board of Directors, both for a one-year term to expire on the date of the 2023 AGM.</p> <p>The resolution was moved by Jim and seconded by Jake. <i>Carried.</i></p> <p>Resolution 05-22. A resolution to approve the 2021 Financial Statements. Be it resolved that the Board of Directors approve the Financial Statements, subject to review when the public accountant, whose work has not yet been completed due to restrictions caused by COVID-19 regulations and subsequent delays, has been able to conclude the review engagement.</p> <p>The resolution was moved by Jim and seconded by Terry. <i>Carried.</i></p> <p>Don indicated that he would draft the resolutions for the AGM based on the approval of the above resolutions and special resolutions. He would have the AGM resolutions drafted in time for inclusion in the Spring Newsletter.</p>	
	<p>6.2 AGM Discussion: Ted briefed the BoD on the outline format and agenda for the upcoming AGM.</p>	

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7.	<p>Open Forum:</p> <p>Jim indicated that he would begin work on the 2023 budget.</p> <p>Herb stated he was preparing to mail the Newsletter once published to those members without an email address He mentioned that there might be interest in forming a Northern Alberta Branch for people who live a distance away from Edmonton. He also had received enquiries about how to become a Director.</p> <p>(Secretarial Note; Herb and Ted have been recently contacted by Mark Lolacher, a new Association member, who wants to establish a new Branch for North Central Alberta. He has at least 15 persons who would initially join the Branch and believes he can double that number. Ted provided him the details of forming a Branch and indicated that if an application was forthcoming, the BoD would consider the application secretarially and present a special resolution to the membership at the AGM).</p> <p>Paul indicated that the HGMF would conduct a 108th Anniversary Bike ride fundraiser. The Battlefield Tour is scheduled for 16-31 May 2024. The HGMF is hoping to raise \$63,000 to fund 8 cadets and 2 chaperones to participate on the tour. The HGMF wants to increase their support to veterans and families. They will set up a team to examine ways to increase this support. The team will do a needs analysis survey. Paul requested Jay be part of the team. Ted approved the request. Paul advised that he was contacted by the Military Attaché to Korea about a planned development of a Kapyong Commemorative Trail. There was going to be a Zoom conference call on 23 April to discuss. Terry as Heritage Director will participate. The attaché was looking for letters from the CINC and COR and possibly donations to a local Korean museum.</p> <p>(Secretarial Note: After the 23 April conference call, it was determined that Terry would be the Assn OPI and draft the letters for the COR and CINC).</p>	<p>Treasurer</p> <p>Membership Chair</p> <p>President</p> <p>Veterans and Family Support Director</p> <p>Heritage Chair</p>
8.	<p>Date of Next Meetings:</p>	
	<p>8.1 – Board of Directors:</p> <ul style="list-style-type: none"> • 8 June 2022 – post AGM – welcome new mbrs, assign roles • 14 September 2022 • 9 November 2022 	<p>All</p>

Item	Discussion	OPI/Action
	8.2 – Council of Presidents: <ul style="list-style-type: none"> • 30 March 2022 • 30 Nov 2022 	All
	8.2 - AGM: <ul style="list-style-type: none"> • 28 May 2022 • 12-14 May 2023 – Southern Ontario • 9-11 Aug 2024 – Edmonton (110th Anniversary) 	All
9.	Adjournment: The President thanked the Board for their participation. There being no further business or objections, the meeting was adjourned at 1731 hours MST.	

Prepared by:

Ted Giraldeau
National President
3 May 2022

Approved by:

Ted Giraldeau
National President
3 May 2022