



## **BOARD GOVERNANCE POLICIES AND PROCEDURES**

Adopted June, 2018



## Board Governance Policies and Procedures

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## **Board Governance Policies and Procedures**

### **Principles**

WMSC (the “Club”) recognizes the importance of adhering to excellent Board Governance (“Governance”) practices in order to fulfill its role in overseeing the management and affairs of the Club and to provide guidance in helping the Club achieve its full potential in its mission of Developing Champions in Life and in Sport.

The Bylaws of WMSC (“Bylaws”) provide the rules for the governance of the Club. The purpose of this document is to augment the Bylaws by providing a framework of policies and procedures to improve the clarity, quality and efficiency of the Club’s Governance process. These policies and procedures are intended to serve as a flexible framework within which the Board may conduct its governance and is not intended to supersede the Bylaws. Where there is any ambiguity between this document and the Bylaws, the Bylaws will prevail.

This document should be reviewed and updated at least annually by WMSC’s Board of Directors (the “Board”) to ensure the Board is following the policies and procedures set out herein, and to update the policies and procedures to reflect changed circumstances in the governance or operation of the Club.

### **Background**

The Bylaws provide the Board the flexibility to directly manage, or to delegate the management of the Club to an Executive Director (defined in the Bylaws as the Chief Administrative Officer) appointed by Board. The appointment of an Executive Director, however, does not ultimately derogate any powers of the Board.

Through much of the first 50 years of the Club’s history the Board principally functioned as an operating board, where many of the key functions of the Club were undertaken directly by members of the Board. Directors tended to be parents with children in the Club programs and would typically remain involved with the Board while their children were in the programs and then leave the Board. The Club functioned very successfully for many years using the operating board approach, however, it was recognized that the Club struggled to achieve its full long term potential. Experienced directors continually moved on and were usually replaced by Directors that were not as experienced in either the operations of the Club or the Governance process generally.

As the Club approached its 50th anniversary, the Board determined that in order to take the success of the Club to the next level and achieve its full potential, a movement towards more delegation of operational management to an Executive Director was desirable. That way, the operational knowledge base of the Club could be better maintained and enhanced with each passing year. The Board could then focus on the development and implementation of long-term strategic plans for the Club, and guide it to a new higher level of long-term success.

The purpose of this document is to clarify and document the policies and procedures of the Board to:

- implement the delegation of authority to the Executive Director and to provide a process for overseeing the operational management of the Club by the Executive Director; and
- provide a process by which the Board can effectively and efficiently develop and implement long-term strategic plans for the Club, allowing for enhanced long-term success of the Club.

### **Board of Directors**

The Board is responsible for overseeing the management of WMSC to ensure that the best interests of its members are protected while enhancing the legacy of the Club. The Board will also ensure the Club's affairs are conducted in compliance with applicable laws, rules and regulations. The Board has the authority and obligation to act in good faith with honesty and integrity and practice independent judgement at all times.

Directors are expected to conduct themselves in a professional manner. Any Director who has a personal interest in a matter under consideration by the Board must promptly disclose the interest to the Board and, if such interest could reasonably be considered to effect their judgement, recuse themselves from further discussion or decisions by the Board related to the matter.

### **Composition of the Board**

The Club Bylaws set out that Directors are elected at the Annual Members' Meeting for a term of two years, that twelve (12) is the maximum number of directors, in addition to the Chair, Vice-Chair or Past Chair, and that the minimum number of Directors is three (3). The Nominating Committee is responsible for recommending director nominees to the Board.

In order to facilitate the change from an operational board to an efficient and effective oversight and strategic board, it is desirable that on a policy implementation basis (as opposed to a change in Bylaws), the practical size of the Board be 8, comprised of 4 Directors at large, the Chair, Vice-Chair / Past Chair, the Treasurer and Secretary and that 3 of the 4 Directors at large directors be independent by virtue of not having children presently enrolled in the Club's programs. The one (1) at large director would then have the specific role of representing the interests of the athletes and parents currently enrolled in the Club's programs. A transition period will be required as new independent directors are recruited for nomination and current directors complete their terms.

In terms of nominating independent directors for the Board, the Nominating Committee should focus on recruiting individuals with proven and varied backgrounds of strong knowledge, experience and relationships of value to the Club, that can be utilized in the long-term strategic development of the Club. It is suggested that new independent director candidates be requested to commit, at the time of their nomination, to two successive terms of two years in order to provide better continuity and long-term strategy implementation success. It is recognized that it may not be possible to obtain a four-year commitment from some high calibre individuals that the Nominating Committee would like to recruit. The Nominating Committee should always have Director succession planning in mind.

The Nominating Committee should focus on recruiting Treasurers with strong financial management and reporting and Secretaries with strong governance and administration knowledge and experience. As these are more duty-oriented board positions, term commitments of two years are satisfactory, however, a key role of these directors is to assist the Nominating Committee in identifying and



developing successor candidates for these positions. These board positions may be filled with individuals who have children currently enrolled in the Club's programs.

In addition, in order to ensure continuity on the Board, the Club Bylaws require the Nominating Committee to stagger board terms so that not more than one half of the Directors, other than the Chair, Vice-Chair and Past Chair, are elected at each Annual General Meeting.

### **Powers of the Board**

In order to provide clarity and ease of reference, the powers of the Board of the Club as set out in the Club Bylaws, are verbatim as follows:

4.1 The Directors may exercise all such powers and do all such acts and things as the Club may exercise and do, and which are not by the Constitution or these By-Laws or by statute or otherwise lawfully directed or required to be exercised or done by the Club in general meeting. By way of guidance, the powers of the Directors include, but are not limited to, the following:

- a) to manage, or supervise the management of, the affairs of the Club;
- b) to enter into contracts in the name of the Club;
- c) to authorize expenditures;
- d) to take steps required to enable the Club to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind;
- e) to make rules, regulations and policy statements to facilitate the functioning of the Club and promote its purposes;
- f) to invest funds of the Club to facilitate its functioning and promote its purposes;
- g) to nominate a slate of Directors to be elected by the Members, after receiving advice from the Nominating Committee;
- h) to nominate the Vice-Chair (or the Chair in the circumstances described in By-Law 7.5), to be elected by the Members, after receiving advice from the Nominating Committee;
- i) to review and approve the business plan and the strategic plan of the Club;
- j) to review and approve the annual budget of the Club;
- k) to oversee committees and sub-committees of the Club;
- l) to approve Annual and Programs Fees for all categories of membership; and
- m) to appoint and supervise the CAO of the Club. The delegation of any of the foregoing to the CAO will not derogate the powers of the Board.

The Board has delegated items (a) through (f) to the Executive Director.

### **Board Committees**

The Club Bylaws require the Board form a Nominating Committee comprised of not less than three full members of the Club, including two current Directors and be chaired by the Past Chair.

In addition, the Board may appoint other committees from time to time as they deem necessary.

At the present time the Board has constituted the following committees:



- Nominating Committee;
- Governance Committee
- Compensation Committee
- Executive Committee

At the time of each annual review of this Governance Policies and Procedures document, the Board will consider the necessity of maintaining existing committees and the desirability of forming new committees.

The current Board committee terms of reference are set out in Schedule A.

### **Delegation of Authority to the Executive Director**

The Bylaws provide the flexibility for the Board to delegate authority to the Executive Director. The Board, however, continues to have ultimate responsibility for all aspects and operations of the Club. In order for the Board to fulfill its fiduciary duty, the process and scope of the authority being delegated to the Executive Director must be clear, with a process to supervise the activity of the Executive Director to ensure (i) that the Club's goals are being adequately achieved and (ii) that the Executive Director is acting within the scope of authority delegated by the Board.

The principle means by which the Board delegates authority to the Executive Director is through the review and approval of an Annual Operating Plan prepared by the Executive Director. On approval by the Board, the authority to execute the activities, operations and expenditures set out in the Annual Operating Plan are granted to the Executive Director. It is the Board's duty to monitor the operations and activities of the Club to ensure the objectives set out in the Annual Operating Plan are being adequately achieved, and if not make the necessary interventions to bring the plan back on track.

In order to provide the Board adequate information to do their due diligence and make an informed decision to approve the Annual Operating Plan, the Annual Operating Plan should include the following information:

- Annual Operating Goals of the Club
- Organizational Plan including:
  - Organizational Chart
  - Role Descriptions and Annual Goals for Key Roles in the Club's operations
  - Succession plan for Key Roles
- Annual Operating and Capital Budget
- Schedule of Membership and Program Fees for Upcoming Year

In order for the Annual Operating Plan to be in place for each new operating season, being August 1st of the current year to July 31st of the following year, the Annual Operating Plan should be reviewed and approved by the Board by the end of June each year.

At each subsequent board meeting, the Executive Director will provide an update on how the Club is performing in relation to the approved Annual Operating Plan. This update, rather than updating on all the activities of the Club during the period, should focus on issues where the Executive Director is



identifying new opportunities or encountering challenges in achieving the Plan's objectives. This will allow the Board to assess risks in achieving the goals in the Annual Operating Plan and provide guidance and assistance to the Executive Director to capitalize on opportunities and overcome the challenges being encountered.

### **Whistler Cup Governance**

Given the history and importance of this event to the Club, the Whistler Cup warrants specific mention in this governance memo. The Chair of Whistler Cup will report and be accountable to the Executive Director of the Club. Future individuals to be appointed as Chair of Whistler Cup will be identified by the Executive Director and, upon the recommendation of the Nominating Committee, must be approved by the Board of the Club.

### **Long-term Strategic Plan**

The development and implementation of a long-term strategic plan for the Club will be done in consultation with the Executive Director, but will remain the responsibility of the Board. The Executive Director has the responsibility to execute and achieve the operational goals in the Strategic Plan. The operational aspects of the long-term strategic plan that the Board wants the Executive Director to be specifically responsible for in the current operating year, should be included the Annual Operating Plan reviewed and approved by the Board.

### **Annual Planning Cycle**

Historically the Board has met as frequently as monthly in order to ensure the operations of the Club were being adequately managed. With the movement towards an oversight board supervision approach, Board meetings in normal circumstances should not be required more than quarterly and the annual planning cycle can be designed on this basis. Should issues arise that require additional Board of Director meetings, further meetings can be called at the discretion of the Board.

In order to achieve a more efficient and effective operation of the Board governance process, the Annual Planning Cycle has been developed around the natural cadence of the Club's seasonal operations. The Annual Operating Plan should be in place by the end of September, prior to the commencement of the upcoming season's programs. The Board should be updated on program enrolment results in December when sign-up is complete. In mid-season the Board will receive an update from the Executive Director on the Club's operations in relation to the approved Annual Operating Plan. The Club's annual general meeting should be held in the conjunction parent meetings in the fall. The Board should hold its annual strategic planning in the summer which tends to be a more reflective time of the year, when the previous seasons results can be evaluated, the long-term strategic plan can be discussed and updated, and initiatives and goals for the next operating season can be discussed with the Executive Director and worked into the Annual Operating Plan.

The Annual Planning Cycle then repeats for the following season.

<b>Month</b>	<b>Planning and Oversight Agenda Items</b>
Mid-June	Approval of Annual Operating Plan Strategic Planning Session



Late September	Annual Governance Compliance Review and Board Assessment
Early December	Parent Meetings & AGM Program Enrolment and Staffing Update
Late February	Program Execution Update

### **Board Meeting Logistics**

In order to maintain the efficient and effective operation of Board governance, a standard protocol of board meeting process has been developed. Adherence to this protocol will ensure the Board properly executes its duties in relation to the Club Bylaws.

#### **Notice**

The Club Bylaws require the Secretary to give at least five (5) days notice of a meeting of the Board. If a meeting is held with less than five (5) days notice, according to the Club Bylaws, notice must be unanimously waived by all Directors.

From a practical courtesy basis, the Secretary should strive to give at least ten (10) days notice of a Board meeting barring special circumstances.

Serving this notice at least 10 days prior to the Board meeting will also serve to remind those people responsible for preparation of Board materials, that the deadline for distributing this material is a minimum of five days prior to the date of the Board meeting.

**A standard form meeting notice is set out in Schedule B.**

#### **Agenda**

The Chairman is responsible for planning the agenda for Board meetings. The Secretary should circulate the draft agenda along with the notice of board meeting. The Chairman will review the draft agenda with the Executive Director and other Directors as necessary. Should other Directors wish to have items added to the draft agenda, they should advise the Chairman and Secretary.

The Chairman should then finalize the agenda for the upcoming meeting for inclusion with the meeting materials circulated to the Directors prior to the meeting. The Agenda will then be discussed and approved at the beginning of each meeting.

**A standard form agenda is set out in Schedule C.**

#### **Meeting Materials**

Meeting materials should be circulated by the Secretary to the Directors no less than five (5) days prior to the Board meeting. The Executive Director, Chairman and other Directors are responsible





for completing any materials they have responsibility and providing same to the Secretary in time to meet this Board material distribution deadline. Every effort should be made to include all material for the Board meeting in one email to Directors.

**Piecemeal distribution of material to Directors should be avoided.**

## Meetings

Meetings are managed by the Chairman in accordance with the agenda approved at the beginning of the meeting.

Directors are responsible for adequately reading and reviewing board materials distributed prior to the Board meeting. This will avoid time be used in Board meetings to update directors on background information provided in the Board materials distributed prior to the meeting.

**Every effort should be made to keep board meetings efficient and on track.**

## Minutes

The Secretary will be responsible for recording the minutes of the Board meetings. Minutes of the previous meeting will be circulated with the Board materials for approval at the next Board meeting.

**A standard form for meeting minutes is set out in Schedule D.**

## Collection, Retention and Access to Board Emails, Materials and Documentation

Director Email Addresses. Directors may use their own personal email addresses, save for the Directors filling these roles:

- [chair@wmsc.info](mailto:chair@wmsc.info)
- [secretary@wmsc.info](mailto:secretary@wmsc.info)
- [financedirector@wmsc.info](mailto:financedirector@wmsc.info)

Emails traffic in these three accounts would be retained for succession purposes (i.e. undeleted correspondence would be passed on) on the Club's Office 365 system.

Emails to the Board. The Club's website will be configured to provide the ***secretary@wmsc.info*** email address for those parties wishing to correspond with the Club's Board. The Club Secretary will then responsibility to determine the appropriate manner to deal with the correspondence, including forwarding it to the Executive Director, other Directors or forwarding it to the entire board if appropriate.

Board Server/Documents. The Club's Secretary will be responsible for storing and making available to the Club's Directors under the WMSC Secretary folder on the Club's Office 365 system. The initial server



index for the WMSC Secretary directory is attached as Schedule E. The Club's Secretary will be responsible for posting as Read Only PDF documents the approved agendas, tabled reports and adopted minutes to the Board Folder following each Member or Board Meeting. Only documents approved by the Board should be stored in the main meeting folder. Draft minutes, reports, agendas, etc. should be stored in a subfolder. Members will not have access to the Board Folder, but it will be made available to future Board members. A separate *In Camera* Board Folder will also be established.

Member Access to Board Minutes. Members may access approved Board Minutes by attending at the Club offices during business hours, as permitted under our Bylaws, which state:

## **"PART 14**

### **INSPECTION OF BOOKS AND RECORDS**

14.1 The books of account, records and minutes of meetings of the Board of Directors and of the Members must be open for inspection by any Member of the Club at any time during normal business hours at the office of the Club. "

#### **New Director Orientation**

New directors should receive access to a comprehensive online board orientation information package in order to quickly understand the role of the Board and its Committees as well as the nature and extent of the Club's operations.

**An Index of the information new Directors should receive upon their appointment is set out in Schedule F.**

#### **Annual Board Governance Review**

The Governance Committee will perform an annual process each September to review and update this document and to complete a self-assessment of the Board's compliance with this document. Conclusions of this review will be discussed with the Board at the September board meeting.



## Schedule A

### Current Committees and Terms of Reference

#### **Corporate Governance Committee**

Given the WMSC board has resolved to move operational control to the Executive Director and function as an oversight board, the Governance Committee will review the WMSC Bylaws and current and historical board processes. The committee will then develop and document a concise Governance process document that reflects current best practices for an oversight board. The Governance process document will be prepared for the review and approval of the board at the next board meeting. Once the Governance process policy is approved by the WMSC board, the Governance Committee will monitor the WMSC Governance process and bring any governance compliance issues bring to the attention of the board.”

#### **Executive Committee**

to engage with and provide guidance to the Executive Director on significant issues affecting the Club which are outside of the approved strategic plan and budget, and which require consultation and/or action between regular Board meetings, and (ii) to work with the Executive Director to ensure that the Club is on track with the approved strategic plan and budget.

#### **Nominating Committee**

##### *General Committee Member Duties*

- Participate in a minimum of 75% of regularly scheduled meetings. Attend special meetings (ad hoc, task force, etc) as scheduled.
- Notify Committee Chair if unable to attend meetings. Willingness to assume leadership role as needed.
- Provide individual expertise and counsel.
- Must be a Member of the Whistler Mountain Ski Club, in good standing.
- Support and promote the Whistler Mountain Ski Club in all its activities, as appropriate.

##### *Time Commitment for Committee Members:*

Committee members must be prepared to spend a minimum of 1-2 hours per month on average on Committee business. Individuals unable to make a consistent commitment will be asked to reconsider their participation.

##### *Experience & Skills of Committee Members*

- Commitment to the vision, mission and values of the Whistler Mountain Ski Club.
- Experience on the WMSC Board or other boards.
- Ski racing background/experience
- Unbiased and objective committee members
- Committee member cannot also be a candidate under consideration

##### *Fiduciary Duty/Governance*

- Act loyally, honestly and in good faith in the best interests of Whistler Mountain Ski Club.
- Adhere to the Whistler Mountain Ski Club’s Code of Conduct, Conflict of Interest policy.

- Exercise the degree of care, diligence and skill reasonably expected of any person with comparable knowledge, background and experience.
- Undertake preparation necessary to participate actively, and in an informed manner in Nominating Committee or sub committee meetings (required as needed).
- Remain informed on the key business matters relating to the committee and the Whistler Mountain Ski Club.
- Undertake special assignments and tasks as required or requested.

#### *Stewardship/Advocacy/Strategy*

- Represent the broader public, community interest and membership.
- Be accountable for the appropriate, ethical and cost effective use of resources.
- Be an active supporter of the Whistler Mountain Ski Club's varied activities.
- Act as an influencer to support changes in leadership thinking and behaviour at the Board level.

#### *Nominating Committee Overview*

The Nominating Committee is mandated in the Club Bylaws to have the following responsibilities:

- Where requested by the Board, nominate persons to fill vacancies as officers, directors and committee members (6.2)
- Issue call for nominees to the board not less than 270 days after each AGM (6.3)
- Nominate persons for election as Directors and Vice Chair, not less than 21 days prior to AGM (6.3)

Refer to by-law descriptions of duties for Director, Vice Chair, Chair and Past Chair

While not in the Bylaws, it is inferred that the Committee develop and follow a fair and balanced process for nominations of new Directors and Vice Chair (into Chair position)

#### *Nominating Committee Membership/Term of Office:*

As per the Bylaws: Immediately following each annual general meeting, the Board of Directors will appoint a Nominating Committee which will consist of not less than three Full Members of the Club, including two current Directors and be chaired by a past Chair.

#### *Nominating Committee Responsibilities*

- Develop job descriptions for Director, Chair, Vice Chair and Past Chair
- Develop Process for nominating Directors
- Develop Process for nominating Vice Chair
- Develop Timelines
- Nominate Vice Chair
- Nominate New Directors

#### *Chair, Nominating Committee Responsibilities*

- Chair Nominating Committee meetings
- Partner with other Committee members to develop Agenda for Committee meetings and Committee work plan.



- Confer with Executive Director and Chair of the Whistler Mountain Ski Club Board on strategic directions and/or overall work plans of committee to ensure alignment on overall Whistler Mountain Ski Club priorities.
- Report to the Board of Directors of the recommendations of the Committee.

## **Compensation Committee**

### *Purpose*

The purpose of the Compensation Committee is to aid the Board of Directors in managing the compensation of the Executive Director of the Club.

### *Process*

The Committee will investigate, collaborate and come to consensus on a recommended compensation plan for the ED. This recommendation will be brought to the Board for review, discussion and approval. If necessary, the compensation plan will be modified as directed by the Board.

### *Responsibilities*

The Committee's responsibilities include the following:

- Ensure that the Board has complete information on current compensation.
- Review the Club's mission, goals, and strategy to ensure that the compensation plan will support them.
- Establish or review the Executive Director job description and employment contract.
- Develop or review the Club's compensation philosophy.
- Understand the marketplace; acquire and analyze appropriate market data on compensation.
- Ensure that the compensation level and structure will meet legal requirements (e.g. rules governing non-profit organizations described by the Canada Revenue Agency, rules and regulations promulgated by any other regulatory agency or legislative authority); establish a process for documenting the Executive Director compensation decision and ensure that the process is followed; retain legal counsel if necessary.
- Review compensation for purposes of stakeholder and public scrutiny.
- Review will obtain and rely on relevant data on practices at comparable organizations.
- Establish the compensation level and plan.
- The review will include base salary, bonus payments (if any), deferred compensation payments, retirement arrangements, fringe benefits, severance agreements, employment agreements, and any form of compensation promised therein, and any other compensation items.
- Establish an ongoing process for reviewing the Executive Director compensation and job performance. The process should include setting annual and long term goals, conducting annual performance reviews, and adjusting compensation each year based on market and performance.
- Identify negotiation points with respect to the Executive Director's contract.

### *Clarifications*

The Executive Director will have primary discretion and authority for setting the compensation for all employees other than himself or herself.



### *Authority*

The Committee will make recommendations to the Board regarding all plans designed and intended to provide compensation for the Executive Director, as well as recommendations resulting from review of any other issue for which the Committee has been designated as the supervisory body.

The Board will have ultimate decision-making authority on any issue for which the Committee has oversight. Final approval of the Executive Director's contract and compensation may only be determined by a vote of the Board.

The Committee will have authority to engage outside independent compensation, accounting, legal, and other advisors and to obtain advice and assistance from such independent advisors.

If applicable, the Committee will review data from studies prepared by an independent third party to assist in the evaluation of the Executive Director compensation.

### *Committee Membership*

- The Committee will consist of no fewer than [at least 3] board members who are independent and who have not been employed by Whistler Mountain Ski Club in the last five years.
- The Chair of the Committee will be the Board Chair unless otherwise approved by the Board.
- For the purpose of continuity, the Vice Chair or Past Chair will be on the Committee.
- One Committee member can be a non-board member as long as this person has expertise in the area of Executive Director compensation and/or expertise in the ski industry.
- No member of the Committee may be an executive, related to an executive, be in a position to benefit from any executive's compensation arrangement, or otherwise have a conflict of interest.
- No member of the Committee may have any other conflict of interest, as determined by Board's general conflict of interest policy.
- No member of the Committee may be in a position to receive compensation or other economic benefits from any executive or from any transaction arrangement that is subject to the approval of any executive.


### *Meetings*

The Committee will be constituted immediately after the Annual General Meeting. The Committee will meet at as required to conduct its business. The Committee may meet in person or via teleconference. The Committee will keep written minutes of its meetings and will duly file the minutes for archival. Reports of meetings of the Committee will be made to the Board at the next regularly scheduled meeting following the Committee meeting and will be accompanied by any recommendations to the Board approved by the Committee.



Schedule B

Standard Form Board Meeting Notice

 The logo of the Whistler Mountain Ski Club (WMSC) is circular with a red border. Inside, there are blue mountains and the text "WMSC" in large red letters, "WHISTLER MOUNTAIN SKI CLUB" in smaller blue letters below it, and "EST 1966" at the bottom.	<p><b>WHISTLER MOUNTAIN SKI CLUB BOARD OF DIRECTORS NOTICE OF MEETING</b></p>
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**DATE:** [January 20<sup>th</sup>, 2018]

**TIME:** [4:00pm PST]

**CALL IN NUMBER:**

**LOCATION:** WMSC Board Room

**INVITED:** Martin Aidelbaum, , Sarah Renzoni, Hans Lundin, Jason Shorter, John Legg,  
Graham Ross, Patrick Maloney, Rand Neeves, Corrie Paulsen, Rob Toole

**GUESTS:** Mark Tilson, Executive Director

Notice is hereby given of a Meeting of the Board of Whistler Mountain Ski Club on **[Saturday, January 20<sup>th</sup>, 2018 at 4:00pm at the WMSC Club Cabin.**


The Board package for this meeting will follow accordingly.

For those directors not able to attend in person, a dial in number can be arranged.

Thank you,

Rob Toole  
WMSC Secretary  
(416) 816-3107  
[rtoole@papillogroup.ca](mailto:rtoole@papillogroup.ca)

**Schedule C**  
**Standard Form Agenda**


 The logo is circular with a red border. Inside, there are blue mountains and a red banner with the letters 'WMSC' in white. Below the banner, it says 'WHISTLER MOUNTAIN SKI CLUB' and 'EST 1966' at the bottom.	<b>WHISTLER MOUNTAIN SKI CLUB</b> <b>BOARD OF DIRECTORS</b> <b>MEETING AGENDA</b>
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**DATE:** [January 20<sup>th</sup>, 2018]  
**TIME;** [4:00pm PST]  
**LOCATION:** WMSC Board Room  
**INVITED:** Martin Aidelbaum, , Sarah Renzoni, Hans Lundin, Jason Shorter, John Legg,  
Graham Ross, Patrick Maloney, Rand Neeves, Corrie Paulsen, Rob Toole  
**GUESTS:** Mark Tilson, Executive Director  
**CHAIR:** Martin Aidelbaum

- 1.0 Call to Order
- 2.0 Approval of Agenda
- 3.0 Approval of Minutes
- 4.0 Executive Director Update
- 5.0 Approval of Financial Statements
- 6.0
- 7.0
- 8.0 Committee Reports (If Necessary)
  - 8.1 Nominating Committee
  - 8.2 Governance Committee
  - 8.3 Compensation Committee
  - 8.4 Executive Committee
- 9.0 Other Business (5 min)
- 10.0 In Camera Board Session
- 11.0 Termination of Meeting



**Schedule D**  
**Standard Form Minutes**

	<p><b>WHISTLER MOUNTAIN SKI CLUB</b> <b>BOARD OF DIRECTORS</b> <b>MINUTES OF MEETING</b></p>
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**DATE:** [January 20<sup>th</sup>, 2018]  
**TIME;** [4:00pm PST]  
**LOCATION:** WMSC Board Room  
**ATTENDING:** Martin Aidelbaum, , Sarah Renzoni, Hans Lundin, Jason Shorter, John Legg,  
Graham Ross, Patrick Maloney, Rand Neeves, Corrie Paulsen, Rob Toole  
**ABSENT:**  
**GUESTS:** Mark Tilson, Executive Director  
**CHAIR:** Martin Aidelbaum