

Learning Unlimited
Board of Directors Meeting
Minutes
April 11, 2022

Present: John Willson, Deb Forsyth–Petrov, Rich Bailey, Jane Botsford, Betty Horton, Judy McCormick, Yash Sthankiya, Roger Tessier, Rosemary Tessier, Glenn Yaffee.

Regrets: Audra Hudek; she joined us at 2:28 P.M.

1. Call to Order: 1:33 P.M.

2. Motion: Approval of the minutes of the March 11, 2022, Board meeting.

Deb asked that the following be added to section 6.5: *Deb requested permission to share this plan with our fellow members. Permission was denied. Permission will be granted at a future date once more detailed information becomes available.*

Approval of the Minutes with this addition was moved by Deb, seconded by Glenn. Approved.

3. Business arising from the March 11, 2022, meeting:

3.1 Appointment of new Board members: It was moved that Jane Botsford and Betty Horton be appointed to the Board and their appointments confirmed at the AGM. Roger made this motion and Glenn seconded. Approved.

3.2 Live session at Fairfield: Judy tabled her comparison of two plans for the Fall 2022 Wed. lecture series.

She also tabled her summary of the Winter 2022 lecture series survey results. The survey results showed that about one-third of respondents said yes to a return to in-person this fall. The discussion around a possible return to Fairfield in the fall brought up several factors that argued against such a move. But the most compelling argument was the possibility that someone at an in-person lecture in the fall developed Covid. We cannot chance this, so we agreed that all the fall lectures in 2022 will be on Zoom.

We also agreed that we should pay the cost of renting the Wed. slot this fall, even though we will not use it, so we can use it in the fall of 2023, if the Covid situation allows us to do so. We have the necessary funds to do this. Plus, we agreed that our long-term plan will be to eventually have 2 Zooms and 1 in-person for our usual fall format. Since we have determined that no other venue suits our needs as well as Fairfield, it is worth it to hold this one fall slot.

3.3 AGM planning: Deb has arranged for a qualified person to look over our financial records to make sure we have everything to make the review as quick and least expensive as possible. Unfortunately, we still need information from the previous Treasurer. For example, we need 7 years' worth of spreadsheets to establish continuity and we need to

match the Zoom financial records with our records. Given the long history of our requests and the surprising fact that we still have not received all that we need, the Board feels we must send a formal letter pointing out that we, the Board, may be in danger of not fulfilling our legal obligations. In view of the long history of service to the organization by the former Treasurer, the Board is reluctant to take stronger action, but may be forced to do so. John will draft a letter by April 12 that he will send to the Communications Committee.

We also need to finally decide how to define “membership” for the purpose of sending invitations to the AGM. Our bylaws define this as those who have attended a lecture series during the past 2 years, from AGM to AGM. When the lectures were at Fairfield, this definition made sense. The situation is murkier now, but we agreed we would stick with this practice. This means anyone who took a course between the fall of 2020 and the end of the winter 2022 session would be a member. However, we will continue to write up the committee reports on the basis of the calendar year.

By-law changes are generally made at the AGM. However, we decided to wait until 2023 to deal with any significant by-law changes required by the Ontario Non-profit Corporations Act.

3.4 Board Member Testimonials Update: Glenn reported that they still need to do the interviews for Audra, Jane and Betty.

4. Treasurer’s Report:

Our financial position is excellent, and once we secure all the needed records, we can afford to pay for a review. Deb has a contact who will recommend a person to do this.

We still are unsure about the HST situation as it could apply to LU. We believe a non-profit does not need to collect HST as long as our revenue is below \$50,000. John and Betty will review the HST situation.

We should increase our fees for lecture series, which are an incredible bargain. We have increased our speaker fees.

5. Committee Reports:

5.1 Technology Committee: Roger tabled the report. He recommended Board members look at the Help section of the Private Site for hints and tips on posting on the Discussion section. He also suggested they consider posting on the Forum about the Private Site if they have any suggestions or difficulties.

Roger now has the Zoom account ownership. Len will host the AGM.

5.2 Curriculum Committee: Judy tabled the report. The Winter 2022 lecture series is complete, and a survey was done at the end of each series. A summary of the survey results was also tabled. The speakers and MC’s for the Fall 2022 series have been assigned. Most of the preparation for the Winter 2023 series has also been done. The Committee welcomed Jane Botsford to her first Curriculum Committee meeting.

5.3 Registration: no report tabled.

5.4 Corporate Secretary: report was tabled by Rich. He has been concerned about the possibility that Board members, in the context of Zoom, could be violating the LU policy on privacy. He has concluded that we are not violating our by-laws, but he recommends a change in our Policy statement. Rich moved and Judy seconded, that this change, which appears on page 2 of his report, be applied to our Policy statement on the website. This was approved unanimously.

Another issue was the Director's fee; before the Zoom era, each Director paid \$35 and was then entitled to attend all 3 lecture series in a term. Rick moved that we delete the Director's fee requirement and Glenn seconded it. The motion was approved, with one member not approving.

The cost of joining the Ontario Nonprofit Network is \$113 yearly. This would give us access to useful information. Rich moved that we join, and Jane seconded. Motion was approved.

5.5 Third Age Network: Deb is still waiting for answers regarding details of the new copyright letter. The plagiarism software and its ability to allow removal of the liability clause for lecturers are still issues. Apparently, the corporate lawyer has given an answer to the TAN executive so we hope to get an answer soon.

6. Next Meeting: the AGM will be held on May 26 at 10:00 a.m. The rehearsal will be held on May 19 at the same time.

7. Adjournment: 3:15 p.m.