

SMITHS FALLS GOLF and COUNTRY CLUB

MINUTES OF BOARD MEETING # 9

Smiths Falls Golf and Country Club

P.O. Box 143, Smiths Falls, ON., K7A 4S9

www.smithsfallsgolf.com

Board of Directors Meeting # 9 for the year 2021-2022

Monday, March 14, 2022
Smiths Falls Golf and Country Club

Directors Present: Paul Cadeau, Ron Dolinki, Glenda Cooke, Roy Leach, Jeff Drummond, Colin Brown, Clare Sanderson, Mark Brus, Warren Garton, Chris Gray, Ron Dolinki.

Also present: Gord Percy (General Manager / Head Professional)

Invited guests included the new in coming Directors for the next term: Christine Chambers, Lynn Pominville, Bob Mulrooney, Rob Dopson.

Note: The pending new Board members, were invited to this meeting to acquaint themselves with the on-going business regarding the Not - for - Profit, without shareholders and the new Bylaws.

President Paul after welcoming our guests, indicated they could make comments /ask questions but could not vote on matters, at this meeting.

Directors Regrets: Scott Devonshire, Larry McIntosh, Doug Hart.

1. The meeting was called to order by President Paul Cadeau - Time 5:20 P.M.
2. **Declaration by Board Members on any possible conflict of interest on agenda items -**
No declarations.
3. **Motion to approve minutes of meeting #8 held Monday, February 7, 2022.**
Motion to approve - Mark Brus
Seconded by Colin Brown - Carried (by current Directors)
4. **By - Law revision and review - Paul Cadeau, Gord Percy, All**
The current draft of the new bylaws was reviewed in detail with concerns / questions / comments discussed. These bylaws are a legal document prepared by our legal staff and therefore, are subject to compliance with the "Not-for-Profit Corporations Act, 2010 (Ontario)." A 'straw vote' supported proceeding with the reviewed document.
5. **Not - for - Profit: Next Steps - Paul Cadeau**
Proceeding along the tight time frame and developing the voting process. The time line will be impacted by government process but the Club remains hopeful a Trillium grant application can be made by the September deadline.
6. **SFG&CC Board Management Report - Gord Percy**
A very detailed report regarding all areas of the club and course is provided prior to each meeting for the Directors to review and any questions or comments are addressed. The Directors are very appreciative for receiving this information; keeping the Board up to date. A hard copy of the entire report is attached to the approved minutes filed in the club office. (Highlights included under committee reports)

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Committee Reports:

a) Finance - Gord Percy / Mark Brus

Our obligations to the government and the banks are in compliance.

A large portion of Ken Campbell's supplies for the season (around \$100K) have been prepaid. Membership revenue is coming in. Prior to opening, fees will be collected for storage, cart sponsorships, cart packages, range memberships and some hall rentals for large events.

The Launch Monitor / Simulator use has been good bringing in profitable beverage sales.

There has been no increase for heat or in cleaning service (being done internally)

Plans for next winter will possibly include some league type set up.

Following is a list of benefits and possible extra revenue created by the Trackman Simulator

- Indoor fittings; more profit, more flexibility in return programs which control inventory and cash flow.
- Indoor business staff parties, birthday parties, special occasions.
- Sales for Tina.
- Added benefit for members.
- Status / image of having the top-quality systems.
- Offers lesson revenue to staff and hours to work which helps with retention.
- Attractive to younger members.
- Can be used outdoors for lessons and fittings. All lessons using Trackman will have a fee for the Club use.
- A Trackman Club for member use (\$100) has some interested.
- Unit will retain value after five years and there is little up keep for the screen/netting setup.

The 2022 budget (prepared by Gord Percy) was reviewed with any comments / questions addressed resulting in the following motion.

MOTION to accept the 2022 Budget.

Motion to accept - Glenda Cooke

Seconded by Warren Garton - Carried (by current Directors)

b) Membership - Gord Percy / Jeff Drummond

There has been a good response from members to confirm their return or pay for the coming year. A hard cap may not need to be set yet. By the end of the month, we will have a better understanding and recommendations can be made.

Members are encouraged to pay early because this helps tremendously with cash flow.

c) Greens – Gord Percy / Ron Dolinki / Chris Gray

Ken has been looking at the greens and presently there is little ice on them.

Staffing remains an issue. The current economy will cause a tremendous increase in expenses.

Tree cutting has been difficult due to high snow. There was a discussion about the need of a chipper to handle the increased volume of trees needing removal. Currently, burning is our only option.

The excavator unit has arrived.

Many meetings and discussions have taken place in relation to the wells and nothing has been positive.

Quotes have been received for different irrigation options.

The purchase of some items, such as fertilizer last Fall, has been a financial and inventory benefit.

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d) House - Gord Percy / Warren Garton / Roy Leach

Flood repairs are completed and included work to protect from future floods. A sump pump burned out and was replaced recently.
Hiring for Club cleaning has not been finalized.
The fire alarm company will be on site for repairs / recommendations.
A very detailed list of projects needs to be completed.

e) Bar - Gord Percy / Doug Hart

The Bar manager is checking on things and will be contacting staff for the season.
Traditional events and planned weddings will contribute to bar sales.

f) Pro Shop - Gord Percy / Larry McIntosh

Orders are still being finalized; some delayed orders are arriving daily. There will be some new brands in the Pro shop this year. The new carts are scheduled to arrive in June.

g) Kitchen - Gord Percy

The contract with Tina Johnston has been signed for two years and the Club is protected by different out options.

h) Ethics - Colin Brown / Glenda Cooke / Warren Garton

The President of the Club directed the Ethics committee to investigate an issue and report back with their findings including any recommendations. After following up, the committee provided the President with a report that contained confidential investigation details, along with conclusions and recommendations. The Board was updated (only) with the conclusions and recommendations.

The Committee believes the interests of the Club, its members and staff would be best served by some definitive direction from the Board and decisive, sustainable actions from the General Manager and recommends the following:

- Create and publish a new harassment policy (Board responsibility)
 - Create and distribute materials to communicate the harassment policy to members and staff (GM responsibility)
- Implement a new Code of Conduct for all members consistent with all SFG&CC policies (Board responsibility)
 - Ensure members' awareness of the members code of conduct (GM responsibility)
- Create and publish a new mandate / terms of reference for the Ethics Committee (Board responsibility)
 - Create and distribute materials to communicate the role of the Ethics Committee to members and staff (GM responsibility)
- Create and implement a new on-boarding approach for all new Board Members (Board responsibility)
- Refresh the Code of Conduct for Board members (Board responsibility)
- Review and approve the Annual Operating Plan (Board responsibility)
 - Develop an Annual Operating Plan and Budget (GM responsibility)
 - As part of the Annual Operating Plan, conduct an annual pre-season meeting between the GM, Pro-shop staff, the Club Captains and the league principles to establish the season event calendar and event responsibilities (GM responsibility)

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i) Health and Safety - Gord Percy / Ron Dolinki

As of March 21st, 2022 most COVID restrictions are removed.

At this time the Club requests entrees to the downstairs office continue wearing a mask.

MOTION - to accept the “Occupational Health & Safety Program Review (2021-2022)” recently presented by Ron Dolinki, as working successfully and no changes to the program are required.

Motion to approve - Warren Garton

Seconded by Jeff Drummond - Carried (by current Directors)

j) Club Captain Report – Gord Percy

Gord has met with the Captains, Barry Clarke and Joanne Flegg and have generally finalized the playing schedule.

k) Ladies President

Nothing to report.

l) Recording Director - Glenda Cooke

The “Management Certificate of Compliance” was submitted by General Manager, Gord Percy dated March 14, 2022.

m) Diversity

Nothing to report.

n) Junior Program - Jeff Drummond / Gord Percy

John Doolan, our new associate professional, working closely with Jeff Drummond and Gord will take a hands on approach with the Junior Program.

o) Strategic Planning / Long Term Planning - Colin Brown / Gord Percy / All

A revised “Strategic Plan - Scoping Document” was presented.

The Board supported Mark’s suggestion that time management would be better served by forming two committees;

One for writing the plan, another for the capital planning.

Mark Brus and Colin Brown will work with writing the plan and Bob Mulrooney will work with the Capital plan.

p) Leagues - Gord Percy / Jeff Drummond

All league play is expected to operate as prior COVID. The size of the Industrial league needs to be addressed.

q) Web site / social media - Gord Percy

The first draft of the new website is done. Amey Doyle will provide assistance, with her experience to populate the site. A meeting with some of the social media volunteers is to be arranged.

r) Membership / Volunteers / Projects - Gord Percy

The Club continues to work on a long list of projects and is grateful for the contribution from our members. The suggestion of a volunteer committee to help co-ordinate various projects that might be of interest to individuals was discussed. Additional recognition of volunteers remains a topic.

7. Code of Practice reviewed and signatures obtained - All Board Members.

(Retained by the General Manager)

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OTHER (discussions / comments)

- After the AGM, March 20th, 2022, Gord will be on vacation for 8 days. Charlie will staff the simulator.
 - The Pro Shop will be up and running soon after Gord's return.
 - Warren Garton and Clare Sanderson were thanked for their time served on the Board.
8. The first meeting for the Board year 2022-2023 will be held at the Smiths Falls Golf and Country Club during the AGM being held March 20, 2022.
9. **MOTION to adjourn at 8:00 P.M. by Clare Sanderson
Seconded by Colin Brown - Carried (by current Directors)**

Directors Attendance	
Name	Number of meetings attended
Paul Cadeau	9
Colin Brown	8
Mark Brus	8
Glenda Cooke	9
Scott Devonshire	0
Ron Dolinki	9
Jeff Drummond	8
Warren Garton	7
Chris Gray*	8
Doug Hart	7
Dan Imbeau	**
Roy Leach	9
Larry McIntosh	7
Clare Sanderson	7

*Ladies President

**Resignation accepted September, 2021