



Meeting of the Board of Directors Wednesday, March 14, 2024
4:30 pm – 5:00 pm (virtual)

Present: Calla Barnett (Vice-Chair), Marilyn Whitaker, Jerry Sabin (Secretary), Megan Reilkoff (Treasurer), Bryan Dewalt

1. Appointment of interim directors

On February 26, 2024, Glenn Grignon resigned his position on the Board of Directors for Action Sandy Hill. The Bylaw states that the Board requires a minimum of 10 Directors to carry out its business. The Board currently has 9 directors.

Article 4.11 of the Action Sandy Hill Bylaw was engaged with this vacancy. It reads:

4.11 Procedure for vacancies – If a vacancy is to be filled according to Articles 4.1 or 4.10(a) by a quorum of Directors, a notification must be sent to the members of ASH and be made available to the public with a call for nominations for the vacant positions. A period of 10 business days shall be given to allow for nominations of eligible persons. If the number of nominations exceeds the number of vacancies, candidates shall introduce themselves to the Directors at the following Board meeting, and the vacancies shall be filled by a consensus or a vote of the quorum of Directors.

On Wednesday, February 28, 2024, the Secretary sent a notice to the membership about the Board vacancies and issued a call for nominations for two interim directors whose term would end on May 30, 2024. The deadline for nominations was March 12, 2024.

The Secretary received two nominations. Louise Lapointe nominated Jan Finlay and Catherine Major.

At the meeting, the Secretary introduced a motion to appoint the nominees to the Board.

Calla asked if the Bylaw allows for the appointment of more than one interim Director. The Secretary stated that the Bylaw is silent on this point, but because the Bylaw allows for up to 16 Directors, these vacancies can be filled. The current meeting was precipitated because the Board no longer had quorum and therefore required the appointment of at least one more Board member. The Board accepted this

interpretation.

There was a discussion of Board member attendance and recruitment.

Motion to appoint Jan Finlay and Catherine Major as interim directors whose term will end on May 30, 2024.

Moved by Jerry. Seconded by Megan. **Carried.**

The next regular meeting of the Board is on Monday, March 25, 2024.