



**In attendance:**

Raimund Krob (D)  
Dave Noble (D)  
David Taylor (D)  
Eleonora Kolar (D)  
Ken Boyce (EUC liaison)  
Rick Leblanc (SUCI liaison)  
John Charest  
Helmut Bock  
Marianne Collins

**Regrets:**

Tom Miller (D)  
Bryan Thomas  
Brooke Hooykaas  
Joe Sildiryan  
Troy Hebert

Called to order 19:37hrs  
(Quorum met – Dx4)

**Agenda:**

Warm welcome to all and any & all club liaisons.

Reviewed, amended, & accepted minutes of Sept 20<sup>th</sup> meeting: Motioned DT 2<sup>nd</sup> RK

**Regional Coordinator's Reports:**

**Tom Miller, East 2 (Brockville, Cornwall, Ottawa)**

No report provided

**Helmut Bock, Regional Coordinator, Ontario East 1 (Oshawa, Peterborough, Kingston)**

**Belleville - Canadian Sport Divers club had last meeting for year.**

- Consistent membership.
- Marianne mentioned not seeing a dive schedule from them.
- Helmut to discuss with Dive Coordinator on who submitted schedule.

**Joe Sildiryan, Regional Coordinator, Ontario Central-East: (GTA East of Yonge Street, to Ajax):**

Not able to make meeting. Ajax Scuba Club fall meeting this w/e.

Not sure if running as RC next year

I will be looking after both the Travel and the Outdoor show as I have done for last couple of years.

The Info has been out for the travel show and I already have 3 clubs showing interest.

Spoke with Walter and everything is good.

**Bryan Thomas, Regional Coordinator, Ontario Central-West (GTA, West of Yonge Street)**

No report provided.

**Position Vacant, Regional Coordinator, Ontario South (Hamilton & surrounding area)**

**SCSD to nominate candidate.**

Dive for a Cure - 80 divers registered, \$8,000 raised for Cancer.

**John Charest, Regional Coordinator, Ontario West (London, Sarnia, Windsor)**

Future status of Sarnia U/W Club is still pending. SWODA is having their Elections on Nov 1 at Travel Sports in London.

SOS Huron Shores is having their Beach Wreckage Survey in Goderich on Oct 22,23

Wexford buoys being removed end of October.

Report of divers on Monarch during advanced course – someone witnessed “Craig” carving name in wreck.

Will discuss with Simon Spooner. Checking to see if legal issues will be pursued.

**ACTION ITEM: John - Please update status on Maitland Star scuttling plans**

**ACTION ITEM: John - Please forward info on Monarch to Bryan Thomas**

**Position Vacant, Regional Coordinator, Ontario North (Sudbury, North Bay, & surrounding area)**

**Sudbury Dolphin Aquatic Club or North Bay Scuba Club to nominate candidate**

**Troy Hebert, Regional Coordinator, Ontario North-West (Thunder Bay & surrounding area)**

No report provided

# OUC Board Meeting of Tuesday, October 18th, 2011

## Minutes

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### Board of Director's Reports:

#### Raimund Krob, President

AGM Sunday Nov 13<sup>th</sup>

Agenda coming shortly

Report on possible Election outcomes and what would happen with each outcome:

1. If Membership nominates and elects a full slate of capable and committed Board Members, then the current Board would execute our succession plans and make ourselves available for support / consultation as required.
2. If Membership nominates and elects a partial slate (but still constituting a quorum) of capable and committed Board Members, then the current Board could only execute some of their succession plans, and Membership will need to prioritize the OUC Programs it would like the reduced number of Board Members to focus on, and which ones they would like to drop.
3. If Membership nominates and elects an insufficient number of Board Members to constitute a quorum, then the corporation will not be able to continue to operate and will have to dissolve, and a Board-appointed Trustee will be asked to dispose of the assets of the corporation.

Doug Rosser's comments here

1. According to the Corporations Act, you do not require a full board to be elected, BUT, as you thought, you do require enough that you have a quorum to conduct business. A quorum for Board purposes is defined as the total number of possible VOTING Directors. (different than the rules for the membership AGM #'s). Therefore, if you have a total board structure with 11 voting directors, then a meeting is legitimate with 6 in attendance. Obviously if you start off with less than a quorum to even begin the year, you are essentially toasted.
2. First Stage would be very willing to undertake to become "trustee" of the Councils' assets. This could accomplish several things. It would allow the club liability insurance program to continue. It would allow clubs and divers to still pay membership dues (perhaps lower) to maintain the shell of the organization and thus carry on the insurance policy. Possibly we could find a way to pay an honorarium for someone to maintain the newsletter, but do it slightly differently ie an Ontario diving news, vs. an OUC membership newsletter. Not sure.  
If we chose to go that route it would allow us not to technically default on the corporation's registration for a couple of years and we could see if there were a renewed interest at some point. IF, two or so years from now there was still no interest, then final dissolving steps could be worked through. Hate to see that happen right away though.

**Raimund to motion that the Board appoint Doug Rosser of First Stage Inc. as the Trustee to dispose of the assets of the Corporation, said appointment to only take effect if the OUC Board should drop below quorum any time between the 2011 and 2012 AGMs. Seconded by DN and passed unanimously.**

Report on disposition of OUC's CAPIP Assets (we have decided to not dispose of these assets just yet)

Secured Dr. Dirk Huyer's (Regional Supervising Coroner, Province of Ontario) edits and approval to "Coroner's Report and OUC Recommendations" in the scuba-diving death of Todd Michael Fisher. Scheduled meeting on Monday, October 24th with Family to review prior to publication.

Submitted my last "President's Corner" to "Ontario Diver", OUC's official newsletter, as well as an article on PFOs and diving.

#### Dave Noble, (interim) Director of Sport Safety's Report:

- Progressing on September 1, 2010 Oakville incident. See Raimund's report.
- Raimund and I met with Amercaire to discuss next steps with the implementation of the program

**ACTION ITEM: Dave - Please make at least a simple report on the Sarnia incident.**

#### Eleonora Kolar, Membership Director's Report

No report provided

#### Tom Miller, (interim) Director of Communications' Report:

No report provided

**David W. Taylor, Finance Director's Report:  
Report**

This is a mixture of a year-end report, proposed increases and with 2011-12 tacked on, sort of a trial run.

In 2010-11 we lost \$7608 (gain of \$1500 in 2009-10) very largely due to the collapse in the membership numbers as indicated by the reduction in membership fee revenue from \$19437 (2009-10) to \$13496. Further in 2009-10 the insurance account was positive at \$1801 but this year we lost \$1158.

Fund raising was also down from \$3638 to \$1308. We were saved from a larger catastrophe by Doug's generous reduction of the management fee and that we will not be employing an accountant to produce a financial report.

Comparison with the budget for 2010-11 again shows that it is the membership numbers that are the major problem even though we did budget for a small drop to \$18150. A spreadsheet comparing 2009-10, budget and actual for 2010-11 is attached.

Clearly we must increase the fees although I appreciate it could be somewhat of a self-defeating proposition. Following discussions at the last meeting I recommend that the Household Principal category be removed and that all blue members pay the increased fee of \$20 (raised from \$15). Further I recommend that the insurance fee be increased from \$7 to \$10. Making these changes and allowing for a 10% reduction in membership numbers gives +\$530 for the insurance account and \$18000 for membership revenues.

Doug is again reducing our rent and the management fee (see his earlier email) with the result that my budget shows a gain of \$730. This budget is in the spreadsheet referred to above.

There may be other savings to be found. Doug has suggested a reduction in the phone bill (drop either the direct line or fax). I note the phone bill increased from \$970 to \$1500 and I continued to be puzzled by the \$1664 in service charges (bank, Visa, MasterCard, interest)

**2011-12**

The latest statements that I have are dated Sept 26 2011. Not much action and there is little significant change from this time last year.

Our bank accounts hold \$8356.99 compared with \$17886.91 last year so we cannot afford another year like the last one. Other Current Assets is up at \$15544.12 from \$11226.37 but I do not have any details. In the past it has included FSE Receivable, SAO deposit and prepaid insurance (Doug amortizes the insurance fee over the year) so I do not know how much is real.

**ACTION ITEM: David Taylor - need to prepare a justification for membership fee increases for AGM**

Year end 20010-11 comparisons						
	Actual 2009-10	Budget 2010-11	Actual 2010-11	Difference from 2009-10	Difference from budget	Budget 2011-12
Insurance net	\$ 1,801.00	\$ 1,158.00	-\$ 1,008.00	-\$ 2,809.00	-\$ 2,166.00	\$ 530.00
Membership	\$ 19,437.00	\$ 18,150.00	\$ 13,496.00	-\$ 5,941.00	-\$ 4,654.00	\$ 18,000.00
Fund raising	\$ 3,638.00	\$ 2,450.00	\$ 1,308.00	-\$ 2,330.00	-\$ 1,142.00	\$ 1,000.00
Sales	\$ 395.00	\$ 960.00	\$ 396.00	\$ 1.00	-\$ 564.00	\$ 400.00
Miscellaneous	\$ 139.00	-\$ 550.00	-\$ 360.00	-\$ 499.00	\$ 190.00	-\$ 400.00
Board	-\$ 456.00	-\$ 460.00	-\$ 402.00	\$ 54.00	\$ 58.00	-\$ 400.00
Office	-\$ 3,092.00	-\$ 3,060.00	-\$ 4,292.00	-\$ 1,200.00	-\$ 1,232.00	-\$ 4,300.00
Service	-\$ 1,283.00	-\$ 1,320.00	-\$ 1,664.00	-\$ 381.00	-\$ 344.00	-\$ 1,600.00
General admin	-\$ 831.00	-\$ 847.00	-\$ 206.42	\$ 624.58	\$ 640.58	-\$ 300.00
Rent	-\$ 7,898.00	-\$ 7,800.00	-\$ 8,073.00	-\$ 175.00	-\$ 273.00	-\$ 6,200.00
management	-\$ 10,350.00	-\$ 7,850.00	-\$ 6,800.00	\$ 3,550.00	\$ 1,050.00	-\$ 6,000.00
	\$ 1,500.00	\$ 831.00	-\$ 7,605.42	-\$ 9,105.42		\$ 730.00

## Portfolio Coordinator Reports:

### Marianne Collins, OUC Scuba Community Directory Coordinator Report:

- Community Directory – updated – added new commercial member from BC

### Marianne Collins, OUC Insurance Program Coordinator Report:

Meeting held with Pearson Dunn

Policy charges not expected to change for 2012

PD Returning to Aviva

- Wishlist was presented to PD for consideration
  - Access to insurance without OUC
  - Technical
  - Commercial
  - Grief counseling
  - Individual Instructors Insurance

### Marianne Collins, OUC Newsletter Editor Report:

- Newsletter – draft sent to board
- Changes need tonight
- To be published by Wednesday
- Raimund says detailed AGM run of play not needed in newsletter

### David Noble, OUC's "Dive Ontario!" Directory Coordinator's Report:

Informed by EUC that directory does not appear to be working on Google Maps. Icons are missing. Maybe SOS would consider managing it?

### David Noble, OUC's Technical Advisory role - Visibility

#### OUC Clean Air Program.

- Raimund and David met with Amaircare on Thursday regarding next steps.
- Need to do tank/compressor sampling for validation and marketing

#### OUC corporate program for DEMA membership was offered to OUC Board.

- Takers – 5 persons

#### OUC Crisis Counseling benefit.

- Discussed with insurer.
- Will likely need to be covered by OUC directly.

### David Noble, OUC's Web Content Editor / Associate Webmaster

Updated the Board Minutes on Archives page.

Shark petition info put on website

D4C updates

New commercial member update

## Administrative Office Reports:

### Financial Reports

Email from Doug Rosser

Doug commented on Raimund's AGM options. See in President's report.

Email from Brian Craig

Updated membership numbers were sent out. An update with analysis was forwarded by Dave Noble to the Board executive.

**Old business:**

**New/other business:**

Discussion held on Run of play, specifically related to pre-AGM seminar on the future of OUC.  
Discussion on timing, structure, mediator, etc.

**Adjourned Meeting as of 21:40 hrs, next meeting November 8, 2011 at 7:30pm**

**Reference Documentation:**

[none](#)