

Canadian Institute of Management
In-Camera session Minutes
Tuesday, January 12, 2021

In-camera session called to order at 5:20 PM MT on Tuesday, January 12, 2021 by Bob Fisher.

Roll Call:

Robert Fisher, C.I.M., C.Mgr.
Valerie Gundersen, C.I.M., C.Mgr.
Gilles Abraham, C.I.M., C.Mgr.
Terry Mitchell, C.Mgr.

Minutes recorded by: Valerie Gundersen C.Mgr.

1. The Executive secured section

The secured section for Executive Members will be primarily for things like the CEO contract and items exclusively for the Executive to review. It will be a work in progress.

2. Concerns

Bob conveyed a concern that after Deb had given the statements to Mardi, Deb had a conversation with Matt about the \$233k in the account. Deb suggested that Matt figure out what to do with it. This is not a decision Matt should be doing.

Matt is making decisions that should be Board, not the CEO. Gilles feels this should be discussed with Matt, and that Deb should step back. Matt is the one who should present proposals or decisions. There needs to be more communication to keep us in the loop on major monetary decisions.

Terry asked if there is there a limit for an amount someone can spend? Gilles explained the policy, but that there is no set amount. Terry suggested a risk chart, with an escalating checklist for approval at various levels depending on the expense level. Then there's a process in place. It doesn't sound like we have this. Do we need to do this to hold positions accountable? Capital expenditures need to be approved by Board or Executive, other expenditures are just transactional. Terry suggests a \$5k limit for discretionary spending.

Reining things in a bit more is necessary for the Board to have more awareness. Gilles has not been on Finance committee meetings since summer? Deb was to provide an update to Gilles for the summer meeting he couldn't attend, didn't do so. It appeared that Deb was suggesting what Gilles should do. Gilles should be receiving a regular report going forward through Matt. Ken no longer on the Finance committee, not advised by Matt.

3. Communication

Paul Walsh was removed as Dean in the fall, the Board as a whole was not advised, only the Executive knew. In January, Terry felt the organization was probably finished. It's surprising that we've come this far in such a short time. Feels we could have handled the situation with the Academic Dean better. That said, we've gone through a lot and there were many decisions that needed to be made on the fly. Financially and because we were no longer delivering our own courses, it was logical. However it could have been handled differently.

Communication is critical from all angles, there needs to be more openness and transparency. Matt said himself, some Chapter Chairs will take their issues to him and others will avoid him. We will need to mitigate that, but recognize the skills that he brings to the table. He was National President and he sometimes forgets that's not his role anymore. We're not wanting to know every bit of task lists and tiny details of the day-to-day, but that we definitely need to know what financial commitments or alliances he may be making.

Now with more people on the board, we should be able to manage this more efficiently.

4. Matt's Contract

Gilles needs to have a final discussion with Matt on the CEO contract. We want to make sure that Matt transitions what had been Arlene's work over to someone else. Gilles expects that should be sorted out in the next week or so. We will need to make sure we have staffing up to where it should be, or we will need to cut something so the workload isn't too much. Bob would like to see this put to bed sooner rather than later.

5. Other business

Terry observed that a year ago, we had no president, everyone was quitting the board left and right, and he felt the organization was done. Sitting here today a year later, we have a very sound Executive and full Board, went through a pandemic, repatriation of chapters, and membership is up substantially. Simply unbelievable. We're getting to a place now that we are able to do what we should be doing, instead of manning fire extinguishers to put out the fires. Time to plan for the next path forward.

Terry thanks Bob for a job well done.

6. **Adjournment**

Meeting adjourned 5:55 MT.by Bob Fisher.

Minutes submitted by: Valerie Gundersen

Approved by:

Robert Fisher, C.I.M., C.Mgr.
President & Chair

Valerie Gundersen, C.I.M., C.Mgr.
Secretary