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| Date: | Wednesday, July 27, 2016 | 18:30 |
| Place: | Vienības gatve 109, Technical Partners office | |
| Attending: | Board: Irēna Cīrule, Sam Davidovich, Ed Kalvins, Valters Kronbergs, Indra Sproģe-Kalviņa  Audit Committee: Henrik Mjoman, Harijs Ozols, Juris Paegle | |
| Absent: | n/a | |
| Chair: | Ed Kalvins | |
| Minutes: | Valters Kronbergs | |

# Minutes of Meeting:

## Appointment of Secretary for the purpose of taking minutes of the board meeting. VK was appointed secretary for the purpose of this meeting and taking minutes.

## **Quorum:**

EK pointed out that current statutes call for three board members, although prior boards including the current one have been acting on the assumption that three was the minimum requirement as opposed to an exact number. EK also pointed out that the Enterprise Register refers only to EK, ISK and VK as registered signing officers.

VK stated that what is noted in the Enterprise Register can be relied upon by third parties but is not necessarily a legally up to date reflection of what the members have decided. At the last annual meeting, five board members were unanimously elected, they have been published on the CanCham website for almost a year, and there is no harm in awaiting the next annual meeting to pass statute amendments providing for five board members followed by the election of five board members. The board decided to proceed on the basis of five board members continuing to serve on the board until the next annual meeting by a vote of 3 to 2, with EK and ISK voting against.

## **Previous minutes: MR-1601**

The previous minutes were approved as amended.

# Finances

## **Explanation to VK letter, resolution of issues**

## EK submitted a report to the Audit Committee and the Board re finances. The board agreed to review it till the next board meeting.

## **Budget**

EK agreed undertook to submit a budget prior to the next board meeting.

# Statutes

## **Status of present Board**

This matter was dealt with when discussing quorum above. The board resolved to deem the current board status as valid.

## **Review of Statutes**

The board noted that the Statutes require amendment as to number of elected board members.

## **Changes to Statutes**

EK suggested VK draft amendments for approval by the annual meeting. VK agreed to draft amendments for consideration at the next board meeting August 22nd, 2016, but warned that such amendments would be minimal to include the number of board members and requirement that board serve in accordance with good corporate governance standards.

# Membership

## Report on Membership

Henrik Mjoman, by invitation, reported on new members since September 2015.

EK distributed the current membership list which includes new members. Total members in good standing – 53.

## **Board consideration of approval of all applicants not approved by board to-date in 2015/2016.**

## EK stated that 2014-2015 members required approval by the board in addition to the 2015-2016 members to-date. VK disagreed, stating that the year 2014-2015 was closed off in September 23rd, 2015. VK stated that while he had no problem having the board approve out of an abundance of caution members brought in during 2014-2015, that was in fact not necessary since the board in 2014-2015 had not outsourced membership recruitment to any third party. EK stated that ISK and EK had approved new members in 2015-2016 to date. VK stated that if EK and ISK had decided on new members by themselves, that did not constitute approval as the law and statutes require board approval of new members. The board resolved to approve all members from 2014 through 2016 to date.

## **Review of Approval Process**

HM stated that quick decisions had to be made to approve members and collect membership fees. IC stated that there was no justification for such rush and that board meetings could periodically approve new members. The board resolved that HO would design a fast method for board approval of new members that would entail the ability of the board to quickly process applications.

## **Review of Commissions**

VK and IC stated that payment of commissions was never accepted by a meeting of the board. EK and HM stated that email acceptance had been received. VK stated that this was not the case for all board members, and that email acceptance is not the same as a duly called board meeting’s acceptance, plus the precise commission scheme calling for multiple year payments put in place by EK was never accepted even by email. IC stated that she was never asked by email or otherwise to approve commission granting. VK stated that commissions could be justified to kick start membership during a start-up phase, but such phase was over and commissions should cease. VK also stated that this year’s board had no jurisdiction to impose future commission payment obligations upon subsequent boards as payment to HM and EK for members recruited during this year. EK stated that it is important for membership development to continue the practice of paying commissions. HM stated that anyone who brings in a new member should be entitled to a commission. VK stated that the complexity of administering commission allocation unseemly appearance of the practice alone should serve as a sufficient basis for ceasing it altogether. The board resolved to approve retroactively only such commissions as already paid to HM and EK to date, and only in recognition of a successful initial membership drive. The board resolved to park the question of whether any further commissions-based payments would be acceptable at the next board meeting.

# Annual General Meeting

## Audit

The audit committee undertook to provide a report by August 22, 2016.

## **Schedule of events before AGM: Audit Report, Board Meeting, Sending Notice of AGM**

These issues were deferred to the next board meeting.

## **Venue**

EK suggested RBS.

# Upcoming Events

This was deferred to the next board meeting.

# Other Business

There was no other business.

# Next meeting

The next board meeting was set for September 22nd, 2016 at the offices of TP Riga at 18:30.

# Closing

The meeting closed at 9:30 pm.