

Board of Directors Meeting

Date: Thursday, December 16th, 2016 18.30
Place: Vienības gatve 109, Technical Partners office
Attending: Board: Sam Davidovich, Ed Kalvins, Jānis Loze, Henrik Mjoman, Indra Sproģe-Kalviņa, Daiga Štendenberga
Audit Committee: Arvids Godjuks, Dzintra Renigere, Jan Welitz
Absent: n/a
Chair: Ed Kalvins
Minutes: Ed Kalvins

1 Minutes of Meeting:

1.1 Appointment of Secretary for the purpose of taking minutes of the board meeting. No volunteers. EK took on the responsibility.

1.2 previous minutes: MR-1701
Approved.

2 Finance and Administration

2.1 Financial report update

2.1.1 Financial report for October, 2016

Opening balance	2,184.53
Revenues	1,543.97
Expenses	1,772.82
Closing balance	1,995.88

2.1.2 Financial report for November, 2016

Opening balance	1,995.88
Revenues	1,413.17
Expenses	689.49
Closing balance	2,679.26

2.1.3 Audit Committee recommendation regarding cash.

DR recommended that cash transactions be stopped. HM indicated that several members had to pay cash, and that the practice could not be entirely discontinued.

Decisions: Encourage members to pay by bank transfer. Ensure that receipts are given for cash payments.

2.1.4 Audit Committee recommendation regarding lottery procedures.

Decision: A committee, separate from the organizers and executioners of the lottery, should be set up to count receipts and provide a report.

2.1.5 Audit Committee recommendation regarding membership fee payments and anniversary dates.

DR recommended that memberships should be adjusted so that membership renewals happen at the same time once a year.

Decision: To be considered in the future, but not now.

2.2 Invitation to Ambassadors

2.2.1 Ambassador Hausser of Canada declined the invitation to be the Honorary Chairman of the Board, citing a heavy workload due to NATO responsibilities as the reason.

2.2.2 Ambassador Eihenbaums of Latvia declined the invitation to be the Honorary Chairman of the Board, citing the reason that diplomatically it would not be correct for him to do so if the Canadian Ambassador was not the Honorary Chairman.

2.2.3 Both Ambassadors stated that they would continue to work with the CanCham.

2.2.4 It was agreed that Irena Cirule would still be identified as the Commercial Officer, Canadian Embassy in Latvia in the CanCham Board page. This will also be offered to Marks Deitons of the Latvia Embassy in Canada.

2.3 Organizational Issues

JL proposed that ISK should resign her position on the Board and continue to fulfill the duties of bookkeeper/administrator with a title of Managing Director at the remuneration of €300 per month. Motivation for this proposal was:

- others, including a Board member of FICIL and the Canadian Ambassador perceive there to be a conflict of interest with EK and ISK being board members.
- JL had discussed the issue with the Canadian Ambassador. JL was under the impression that if ISK left the board, the Ambassador would be willing to serve as Honorary Chairman.
- This arrangement is also necessary for the CanCham to be accepted by FICIL.

EK stated that:

- ISK was elected to the Board in her own right by the membership at the recent AGM. Everyone was quite aware of the relationship between EK and ISK, but no concerns were expressed at the AGM.
- the Board does not have the authority to overturn decisions of the AGM and ask for the resignation of an elected official particularly when the conditions that lead to the official being elected have not changed, that is, there are no charges of wrongdoing or impropriety against ISK.
- the CanCham has never considered or even discussed application to FICIL. FICIL is not on the agenda and their opinion irrelevant at this time.
- he had discussed the Ambassador's participation on the CanCham as an Honorary Chairman, and the reasons for him declining are not consistent with the opinion of JL.
- that the Canadian Embassy has never in the history of the CanCham or the CLBA financially supported the organization. The Ambassador's status is symbolic and important to those who wrongly assume that the Embassy makes a significant contribution to the CanCham, though admittedly the perception of cooperation is also important. This does not change the fact that we are cooperating.
- without ISK's voluntary work, the chamber would not be where it is now. Demotivating ISK will result in her leaving the CanCham altogether and will result in the collapse of the organization. Note: most of the work done in the CanCham has been done by only three people. The lack of candidates for the Board in the recent AGM is an indication of the lack of available resources and commitment to the CanCham.

ISK stated that she was elected by the membership, enjoys her position on the Board and the work she is doing, and in no event will consider resigning to consider working for the CanCham at current remuneration levels. If she is forced to leave the Board, she will leave the CanCham.

JL's proposal was put to a vote.

Voting for the proposal was JL, Against, ISK, EK, HM and abstaining, DS.

JL announced his resignation from the Board and left the meeting.

EK stated that this was an extremely unusual situation to have an elected Board member resign under such circumstances, and asked for a Vote of Confidence from all present for him to continue chairing the CanCham. Voting in support were HM, ISK, DS, SD, DR, AG and JW. The work continues.

2.4 Registration of Board

Complete.

2.5 Change of legal address

- Policy Decision Required – Changing the legal address of the CanCham to the address of the Chairman or someone designated from the Board. The Embassy has been complaining about the CanCham having its legal address at the embassy since 2007. Some mail sent to the CanCham is delivered there and does not reach us for several months. This is causing problems. We need to adopt a policy whereby after each AGM we change the legal address to that of a person who is active on the Board, normally the Chairman. For this year, I am recommending it be changed to Vienības gatve 109, the address of TP Riga (Indra and me). Approved on 27.10.2016 by EK, DS, ISK, HM.
- Complete

2.6 SwedBank Bank Account

- Decision Required – Changing bank to Swedbank from SEB Bank. We have been using SEB all these years, but Indra does all her other banking at Swedbank, and has a calculator for that. For convenience, we suggest going over to Swedbank as soon as possible. The SEB account should remain open for three months until all transactions have cleared. Approved on 27.10.2016 by EK, JL, HM, DS, ISK
- Complete
- Signing authorities – currently available to all Board members.

2.7 CanCham Strategy 2017

- Decision Required – Approve sharing CanCham's strategy for 2017 with members. We need to

be able to tell members and potential members what we plan to do over the next year. I have prepared Strategy 2017 and posted it in our web site. This is a working document and is subject to discussion and change. However, I would like to share it with our members so that they can provide input also. Please review it and let me know if there are any concerns about sending it to our members. Approved on 15.11.2016 by EK, DS, ISK, HM

- File CC-05 CanCham Development 161214-0 strategy 2017 has been posted in both the Board section and the "About CanCham" section <http://cancham.lv/about-cancham/strategy-2017>.
- Accepted without discussion.

2.8 Communication – CanCham Board FB Page

- Should limit posts to
 - decisions required
 - notifications
- Should not use this as a chat page

2.9 Business Development

- Business Development Group Leaders have been identified in the "About Us" section of the CanCham web site <http://cancham.lv/about-cancham/business-development-groups>.
- Group leaders were selected by invitation from the chairman.
- Accepted without discussion.

3 Statutes

3.1 Changes to Statutes

- Proposed changes are to be submitted by JL and ISK.
- No change

3.2 Ethics Committee Regulations

No change

4 Membership

4.1 Report on membership

- 4.1.1 Proposal to accept the Riga Business School as a corporate member based on barter principle – providing facilities for meetings. Approved
- 4.1.2 Proposal to accept Websoftsites as a corporate member based on barter principle for providing web services free of charge. Approved
- 4.1.3 Silvex wish to join the CanCham as a business member. Approved on 01.11.2016 by EK, DS, JL, ISK, HM
- 4.1.4 Trompete Restaurant wishes to join the CanCham as a business member. Approved on 01.11.2016 by EK, DS, JL, ISK, HM.
- 4.1.5 The Radisson Blu Daugava Hotel wishes to join the CanCham as a corporate member. Approved on 17.11.2016 by EK, ISK, HM, DS, JL.
- 4.1.6 Eriks Seminovs wishes to join the CanCham as an individual member. Approved on 21.11.2016 by EK, JL, ISK, DS, HM.
- 4.1.7 The Air Baltic Corporation wishes to join the CanCham as a corporate member. Approved on 25.11.2016 by EK, HM, DS, ISK, JL.
- 4.1.8 Inta Cinite wishes to join the CanCham as an individual member. Approved on 29.11.2016 by EK, HM, DS, JL, ISK.
- 4.1.9 Latvian Shipping Hawks wishes to join the CanCham as a business member. Approved on 29.11.2016 by EK, JL, HM, ISK.
- 4.1.10 Vides eksperti wishes to join the CanCham as a business member. Approved on 29.11.2016 by EK, DS, JL, HM, ISK.
- 4.1.11 As of December 15th, 2016, the CanCham has 22 Corporate members, 13 Business, 33 Individual and 3 Associate members, for a total of 71.

4.2 Work groups – leaders and activity

- 4.2.1 A meeting between Ilvars Petersons, Guna Skangale and Ed Kalvins to take place on December 27th, at 14.00 at the TP Riga office to discuss Governance.
- 4.2.2 Ivonna Bradley has been asked to organize a meeting of the PfP Work Group leaders to discuss

practical aspects of the program.

5 Audit Committee

- 5.1** Audit Committee should meet to elect a chairperson and secretary, and to provide an indication of their requirements of the Board.
- 5.2** Write guidelines.

6 Annual General Meeting

6.1 Minutes / Approval

- EK indicated that the number of abstaining or dissenting votes may not have been accurately recorded as he remembers in some instances this being 3 or 4 votes as opposed to 2 as recorded by the AGM secretary, Antons Maxsimovs. This was reviewed with AM.
- Approval deferred to the next meeting.

7 Events

7.1 Program for next year

- Emphasis is on work groups.
- File CC-05 CanCham Events Schedule 2016-17 161021-0 has been posted in <http://cancham.lv/cancham-board>.
- An attempt will be made to have meetings take place on Mondays.

7.2 CanCham Christmas

- Decision Required – Recommended CanCham Christmas party be held at Trompete Restaurant. We agreed at the last Board meeting that the Christmas Party should be considered for Monday, December 5th. Trompete is available. Approved on 01.11.2016 by EK, JL, ISK, HM.
- Decision Required – Charity to support - “Fonds Nāc līdzās” The Board decided to identify a charity that the CanCham could support. This would be the beneficiary of charitable organization fundraising activities, starting with a lottery at the Christmas party. “Fonds Nāc līdzās” is recommended. Vaira Viķe-Freiberga is the patron. Sarma Freiberga is known to us as the leader of the “Latve” deju kolektīvs which participated with “Daugaviņa” in the 1996 Song Festival in Toronto and has been active with “Fonds Nāc līdzās” for 20 years. They do good work. Approved on 01.11.2016 by EK, JL, ISK, HM.
- Decision Required – CanCham Christmas entry to be €18.00. Given the options provided by Trompete, we can budget €15.00 for them, and €3.00 for miscellaneous expenses. There will also be a cash bar. €18.00 has become the standard we charge for our events. Approved on 01.11.2016 by EK, JL, ISK.
- Lottery income: 535 EUR (+5 EUR IOU from Irena Cirule).

7.3 CanCham Events Schedule

- No major events have been set yet.
- Discussions have taken place with Baiba Rubess of Rail Baltica for February/March.

8 Other Business

None

9 Next meeting

9.1 Scheduled meetings

Proposal – Open Board meeting with members at Antica Roma on Monday, February 13th.

10 Closing 22.15