

British Columbia Onsite Sewage Association
Board of Directors Meeting Minutes
October 14, 2009
Telephone Conference Call

Present by Telephone

Colin Boog, Frank Hay, John Hayton, Braden Marshal, Ian Ralston, Steve Warren, Tim Wilson, Stephanie Unrau

Absent with Regrets

Robert Feldhaus,

1. Quorum & Call to Order

Eight (8) Board Members out of 9 are present. Quorum declared and meeting called to order at 7:05 AM by Chairman, Frank Hay.

2. Minutes of Last Meeting

Deferred to next meeting

4. Staff Employment

The Board discussed at great length the many issues on the termination of the employee based position of Executive-Director and the method and manner of continuing the ongoing programs and affairs of the Association.

The Board agreed on the following:

- (a) to terminate the position of Executive-Director
- (b) to consider a resolution that terminates or accepts the resignation of John Rowse as an employee
- (c) to appoint Board members to conduct certain activities
- (d) to create the terms of a contract for personal services to be rendered by John Rowse.

Resolution No. 187

BE IT RESOLVED that John Rowse is terminated or accept his resignation as an employee of the Association effective immediately.

MOTION by: Ian Ralston, Seconded by: Colin Boog

DEFEATED

Resolution No. 188

BE IT RESOLVED that John Rowse is terminated or accept his resignation as an employee of the Association effective immediately and to offer John Rowse contracts (or contract with separated tasks) for services in the following four (4) areas with a maximum term of 6 months with a monthly renewal cycle:

- 1. Oversight and implementation of the March 2010 Conference, Trade Show and AGM
- 2. Ongoing activities as done to date with the CSSA B65 Committee work dependant on government direction.

3. Continue the work on the acceptance and the use of BCOSSA central registry program to end of October 2009.
4. As directed by the MOHLS to work on the version 3.0 of the SPM pursuant to their instructions with the requirement to work with and communicate fully with the TRC with minimum reporting weekly to the Association's CEO.

Any and all contract will include:

- (a) report to the CEO and work under the direction of the CEO of BCOSSA
- (b) There is no job title for the personal services contract
- (c) Each of the functions of the contract are to have an understudy that is to take increasing leadership of the item over the 6 month term of the contract, after a maximum 90 days the understudy becomes the lead. This transitioning may be amended by the Board as necessary.

Financial recompense to be determined by end of Saturday October 17, 2009.

MOTION by: Frank Hay, Seconded by: Braden Marshall

CARRIED with a 2/3rd majority

John Hayton is authorized as a signing authority on cheques.

Pursuant to the Bylaws of the Association, Frank Hay is the CEO.

5. Other Business

Ian raised the following issues for the Board discussion or action as deemed required:

1. The Paper Audit

- (a) Ian wanted to confirm whether there was any data suppressed between the work that his group did and the information or data received by the subsequent contractor – Cleartech Consulting. Frank replied that all information and data were provided to Cleartech and that there was no suppression of any kind to his knowledge.
- (b) Ian wanted to know whether there is a relationship between Cleartech and Frank or Pinnacle. Frank replied that there is none. Cleartech specifies Pinnacle product as well as others. There is no ownership or control relationship at all between the companies or persons.
- (c) Ian wanted to know how Cleartech was selected to do the balance of the paper audit. Frank replied that to the best of his collection that Cleartech was one of many others contacted by John Rowse. Cleartech's owner Craig Regier was a member of the OWRB and contributed time to support applicants who needed professional assistance or training. Tim Wilson advised that Rob Arden was also approached but declined due to work load.
- (d) Ian raised the apology received from John Rowse on the removal of him and his team from completing the audit as was seeking whether the Board needed act on any matter resulting from the apology. No action was deemed required.

2. Frank Hay

- (a) Ian raised whether the Board could or should address issue of the comments in regards to Frank. The Board deemed no action could be taken to offset the erroneous comments by others. The government's audit should be useful in this regard in due course.
- (b) Ian specifically asked whether Frank or Pinnacle has provided to Jon Rowse any benefit in money or in kind. Frank advised that no such activity has ever occurred.

6. In-Camera session

7. Board Meetings Schedule

The next Board meeting is October 21, 2009 by conference call
Telephone conference call 7 AM – 9 AM

8. Adjournment

Board adjourned at 10:03 AM

Action Items from this meeting

- A. Contracts and recompense by Saturday. Lead is John Hayton and assisted by Frank Hay.
- B. Inform John Rowse formally – Frank Hay
- C. John Hayton to obtain bank cheque signing authority.
- D. John R and Frank are to report to the Board John's package with the registry program and on the registry program.