

OSC Board of Directors Draft Meeting Minutes

Date: Monday December 15th 2025

Time: 7:00 – 9:00 PM

Location: Tournament Capital Centre Room D



Directors Present: Charlene Eden, Amanda Taylor, Chloe Hetherington, Joan Bernard, Gillian Stanley, Erin Vieira, Dana Manhard, John Grover, Alan Richards

Staff Present: Chelsea Francis

Regrets: Luciano Guilherme

Meeting convened at 7:03 PM.

1.1 Adoption of agenda

Moved/seconded by Amanda Taylor/Dana Manhard that:

The December 15th 2025 OSC board agenda be adopted.

CARRIED

1.2 Approve November 2025 draft meeting minutes

Moved/seconded by John Grover/Chloe Hetherington that:

The November 17th 2025 OSC board meeting minutes be approved.

CARRIED

1.3 President's report

Charlene Eden provided a President's report for December:

First, thank you to John for chairing last month's board meeting again in my absence. It is very much appreciated. This past month I have been busy getting the draft bylaws document finally completed. It has been sent out to everyone and I am looking forward to further discussion at the December board meeting on the proposed revisions.

Amanda, Chelsea and I met via Zoom on November 19th to further discuss OSC's financial structure, processes and gaps. I am pleased with the progress we are making in a number of areas including having a credit card; beginning the process to get RBC Express organized to make

our financial structure and systems more efficient; and getting signing authority documents organized and signed. Unfortunately, I did not get the draft policy for the credit card finalized but I hope to have that completed in the next week or so and then will send it out to the Board via email for discussion, amendments and potentially for approval. We are still waiting to have a meeting with RBC to get RBC Express online for OSC but now that the signing authority documents are all signed, I am hopeful that a meeting can be organized for the near future and we can move toward full online banking and payroll. I have also started drafting an online banking policy which will be crucial to having proper controls and oversight in place as a non-profit.

I also attended the Trails Committee meeting on December 9th and as always, I am so impressed and in awe of their dedication and their ability to work miracles to set a base with such little snow. I will defer to Luc and his report for more on the workings of the Trails Committee and their funding requests for this year's budget.

I look forward to chatting with everyone at the Board meeting on Monday.

1.4 Old business

Action item from October 2025 board meeting:

- Charlene and/or Chelsea to follow up with Jennifer Chrumka about taking on publicity for the club.

Item deferred from October 2025 board meeting:

- Overlander email hosting.

Insurance renewal:

Chelsea shared information about two potential insurance policies with board members via email on November 24th. The options were to remain with Cansure (with a local firm in Kamloops) or change to a new policy with Western Financial out of Fernie. Chelsea recommended the club continue with Cansure. Board members replied via email and supported her recommendation unanimously. However, Alan pointed out some errors (clerical errors?) in the policy. Additionally, Dana and Alan have suggested that the club is 'over-insured' and that a deeper analysis would be beneficial for the future.

Action item:

- Resolve liability for rental fleet; review list of insurables including skis and tools.

Discussion:

Chelsea confirmed this is resolved. The Trails Committee will review the insurables next year.

2.1 Governance report

Charlene Eden provided a Governance report for December:

After much delay, I have completed a draft copy of the revised bylaws for the Board's consideration and I'm looking forward to further discussion of the draft. A few things to note/consider:

- Part 2: Membership – changes have been made to clarify what membership entails; the process for being considered a member; the requirements; suspension and removal.
Major changes include:
 - Requiring members to sign a Code of Conduct which I am suggesting we include in our membership registration
 - A change to expulsion that puts it at the Board level (although I would like to discuss this further around an appeal process and potentially allowing the member to take the expulsion to the membership)
 - Voting vs. non-voting members
- Part 4: Proceedings at General Meetings – the biggest change is around means of voting
- Part 5: Directors and Officers – this section is far more detailed than the previous section.
Major changes/additions include:
 - Board composition: I am proposing 5 – 10 Directors and a structure of four Executive and the rest would be Directors-at-large. I would like to discuss this as well as who decides the Executive (at the board level or membership level?).
 - Board nominations process: process for applying and legal requirements to sit on a board
 - Length of terms as well as the limiting length of time on the Board with the option to receive an extension from the Board for further terms. The length of terms as well as how to stagger terms is something we should discuss further.
 - Board removal and resignation, with the understanding that a Board member may resign but if they are under investigation, their resignation or removal is not immune to any sanctions or consequences.
- Part 6: Proceedings of Directors – the biggest addition is a new section about in-camera proceedings
- Part 7: Duties of Officers – I have altered some of the roles for the four Executive Positions and took out the part about having the Secretary/Treasurer roles overlap.
- Part 8: Finance and Management – this is a section I think needs further discussion to decide how detailed we want this to be. This section is key to ensuring organizational stability and protection. But one major change I input is that the Financials are approved at the Board level and not at the AGM by the membership.
- Part 12: Dissolution – we are required to have a section on dissolution.

I am sure there will be lots of questions but I am hopeful we are inching closer to having draft bylaws to take to the full membership.

Discussion:

Charlene confirmed that next steps are for the board to take the revised bylaws to the membership at the AGM, and she also clarified that a certain amount of notice is required for this.

2.1.1 Governance report – Revised bylaws

See the separate document, [OSC Bylaws approved 2018 with draft changes 2025.docx](#). Please read this document before the board meeting.

2.1.2 Governance report – Draft Donation Policy

At the November board meeting, Erin volunteered to draft a policy that could guide the club's responses to donation requests.

Overlander Ski Club Donation-Giving Policy (DRAFT)

1. Purpose

This policy establishes guidelines for how Overlander Ski Club provides donations to groups, organizations, or community causes. Its aim is to ensure that donations from OSC are financially responsible, align with club values, and support the local community and OSC membership.

2. Guiding Principles

- a. Fairness and transparency. All donation requests are considered and evaluated using the criteria outlined in this policy.
- b. Accountability. Donations are approved or declined by the board of directors. All donations are documented in club records.
- c. Financial responsibility. Donations will not compromise the club's operational stability or financial position.

3. Eligibility Criteria

OSC may provide donations to local community groups, schools, youth programs, sports clubs, and individuals or families in hardship. Priority is given to groups or clubs that:

- a) are local to the Kamloops area
- b) have promotional value for OSC (i.e., the recipient will promote or advertise OSC in return)
- c) have the possibility of reciprocal benefits (i.e., sports groups or clubs that could provide a similar donation back to OSC or OSC members)
- d) directly benefit OSC members (i.e., a donation to a cause that OSC members are part of, such as a high school fundraiser).

OSC will not give donations to:

- a) for-profit companies or sports/recreation groups
- b) individuals for private benefit.

4. The Donation

A donation will consist of two day-passes (adult or adult equivalent) and two ski equipment rentals. This donation will be given regardless of what the donation request is.

5. Limit on Donations

- a) A donation recipient may only receive one donation per year.
- b) OSC will limit its donations to six per year (i.e., six sets of two adult day-passes with ski equipment rentals).

6. Record Keeping

The OSC General Manager will maintain a record of all donations granted each year, and over multiple years. The record will include all the donation requests received, and the donations given.

3.1 Publicity report

No report.

3.2 Registrar's report

Joan Bernard provided the Registrar's report for December 2025:

Membership to December 11th 2025: 1001 registered including 12 snowshoers. FYI, the comparable registration number for last year as of December 11th was 1031 season passes including 11 snowshoers.

Current registration numbers (December 11th);

| | |
|------|---|
| 800 | Individual Season pass (ski and snowshoe) |
| 14 | Individual Membership only (no trail pass) |
| 12 | Snowshoe only season pass (includes membership) |
| 167 | I am in the Family Season Ski Pass |
| 8 | I am in the Family Membership only |
| 1001 | |

Ski development:

16 Level 1 (age 4, 5)
12 Level 2 (age 6)
18 Level 3 (age 7)
20 Level 4 (age 8, 9)
9 Track Attack (age 9 – 12)
11 Junior Development
4 Nordic Explorers (age 11 – 18)
90

Dryland training: 6

Discussion:

Joan updated the board that three additional memberships have been purchased since her report was provided on December 11th.

3.3 Social Committee's report

Gillian Stanley provided the Social Committee's report:

- New Year's Eve – Full moon ski and potluck with appies and Gluwein. Potluck 7:30 – 9:00 PM
- Sunday January 11th – new member orientation day
- Working on Family Day event for February 16th 11:00 AM – 3:00 PM

Other possible events include: Ski the outer loop day, Light Up! Ski, and a Sunset ski-and-potluck on February 27th. We would also like to investigate the possibility of having a Mascot made for our club, for future events (moose).

3.4 Volunteer Coordinator's report

No report.

4.1 Strategic Plan report

No report.

5.1 Treasurer's report

Amanda reported that she is working with Chelsea to finish up the budget for 2025 and for 2026. Chelsea added that the new credit card is in place and being used, and she has reviewed the first statement with Amanda.

5.2 Trail Committee's report

Chelsea reported on behalf of the Trails Committee. The machine shed has had some improvements recently to make it safer. The committee is working on getting rid of (returning for a refund, hopefully) the mower because it is not performing as desired or expected. Additionally, the budget needs to be amended to allow for up to \$30,000 for a new roof on the lodge in the spring. Additionally, the committee would like some budget allocated to pruning in some key areas on the trail system.

5.3 General Manager's report

Chelsea Francis provided the General Manager's report for December:

Financial

- Credit card statement will be brought to the meeting
- Last year's budget vs actual look good
- Charlene and Amanda and myself are working on credit card use policy, finalizing this year's budget
- We received \$3000 for the Kamloops Sports Legacy Fund
- Set up for online banking has started.

Operations

- Water – met with our Interior Health rep to go over our water system. Will be changing our permit to a sanitation permit and setting up bottled water in the lodge.
- Roof- \$30K budget. Will provide two quotes. Work will commence in the Spring, add to budget now.
- I have reached out to Sovereign and Caledonia regarding their waivers, ours isn't good enough
- Answer from CCBC regarding additional liability below:

“Many clubs do this and as far as I know they do not have additional liability. They use a waiver for all rentals that lets people know they are renting at their own risk, so if you do not already have that then I would suggest reaching out to a club like Caledonia or Telemark to ask them if you could use their waiver form. All registered day users are covered under liability insurance and your club is also covered under liability insurance for all registered programs, including ski rental and day users. So, you should be fine as long as you have a rental waiver in place in the event

there is any issue with your equipment. For example, a waiver should note that renters waive any claims against the club for equipment use.”

Coaching

- Coaching grant update – email from Carolyn Boomer below
- Next steps: *draft contracts sent with report, contracts need to be approved, sent to coaches and the grant needs to be paid out to them. See drafts sent and attached grant application that highlights the requirements, *“2024-25 report and 2025-26 Sport Plan Overlander.pdf”*.

“Hi Chelsea,

This is great news Chelsea. Thank you for reaching out! So once you have the contracts, please send them my way. I would also like their full names with contact information.

As for our \$5000 grant, if you could tell your Treasurer that it gets posted on its own chart of accounts in Revenue that says “PacificSport” under grants, that would be great. Then on the expense side of things we would need to see at least \$10,000 under coach wages, so then we see that it is matched by OSC.

Makes sense? If you need some more clarification, I am happy to jump on a call Chelsea. Also, I am more than happy to meet with Rob and Royas well, to go over the deliverables so just let me know.

We can also highlight both coaches in our newsletter if you would like that. Just send us the announcement with a small bio and perhaps even a photo.

Great to see all this snow for sure and it’s so pretty, not to mention awesome for all our outdoor winter sports.

Talk soon, Carolynn.”

Trails

- Our base is holding very well. The network has been rolled and packed and is holding up well. Areas where the high pruning project took place last year look great, with much better snow coverage and less drip from overhead trees impacting the trails. We just need more snow to set good tracks with the Ginzu and sustained cold weather.
- Staffing complete for the season

Strategic Plan

- Placeholder for future reports

Community/Partnership news

- The Astronomy Club does not wish to host winter events. Will need to keep an eye on the power usage.

Scheduled Stake Lake Events

Please note that the **KAS Observatory at the Stake Lake Star Park** currently does not have regularly scheduled hours of operation, and is entirely volunteer operated by KAS members. The observatory is also closed during the winter months to minimize any foot traffic damage to the Overlander Ski Club cross country ski trails. Scheduled public viewing events will be posted here.

- Tourism Kamloops Dark Sky update (email from Chelsea and reply from Tourism Kamloops):

“Hi Jada,

Thank you for the details! The board discussed this at length at the last board meeting. One of our goals is to continue to light more trails, for more of the year for the community to enjoy. This proposal is not in line with the goals of our organization. Due to this and the increased risk, liability and security issues this could bring to our organization, our board was 100% opposed. Having this designation would likely result in unauthorized access from non-skiers and snowshoers, which destroys our carefully volunteer-maintained trails. I hope you can understand our position.

Thanks very much,
Chelsea.”

“Hi Chelsea,

Thank you so much for getting back to me, and for taking the time to walk through the board’s decision so clearly. I really appreciate you and the board giving it a thorough look. I understand your position, especially with your goals around expanding lit trails for community use, and the concerns about liability, security and protecting the volunteer-maintained trail network. That all makes total sense.

Thank you again for considering it. If there are other ways we might support your goals in the future, please reach out, otherwise I look forward to collaborating in the future.

Cheers,
Jada Glen.”

- Biathlon Canada update (email from Chelsea)

“Greetings Roddy,

Thanks for your email. We are not at this time planning on hosting any biathlon events for 2028. Running the Cross Country portion of the BC Winter Games is a huge undertaking that taps out all of our volunteer capacity and race-hosting spaces. We would consider hosting this portion, but we do not have any extra capacity to organize or plan this. If someone within your organization was interested in taking this on, and working with our organization to collaborate and compromise, it might be possible. What kind of man-power are you looking to contribute to this event? We would require a lot of additional support from outside our organization. What are the expectations of our club to collaborate in hosting this event with you?

We do not have a biathlon team at Overlander, our kids occasionally practice with the Eco Aims for fun, but it is not a goal to recruit more athletes as this is not a program we offer, it’s hard enough to find coaches for our regular ski team.

Looking forward to hearing from you,
All the best.”

- Board meetings in 2026: I booked the rooms at the TCC for the first half of 2026, the dates are below in case we need to change any:
 - January 19th; February 17th (a Tuesday, as the Monday is Family Day and the TCC is closed); March 16th (this is spring break); April 20th; May 19th (a Tuesday as Monday is Victoria Day and the TCC is closed); June 15th

Discussion:

Chelsea confirmed that when she receives the waiver from Sovereign or Caledonia, she will share it with the board to review before implementing it.

Erin asked about the TCC being closed on Family Day; Chelsea clarified that the meeting schedule was confirmed by city staff.

There was a discussion about communications. Directors commented that the social media has been great. Chelsea said she’s received very few inquiries so far this year. There was a couple suggestions for adding notices to the top/highly visible areas of the website, such as a ‘closed’ or ‘opening soon’ notice, the social media postings, and an updated Nordic Pulse report. Chelsea also commented that she is working on populating the calendar on the website. Charlene commented that it would be money well spent to have the contracted website developer make occasional updates, while Chelsea learns to manage the website.

Action item:

- Chelsea to find out the website developer’s hourly rate.

5.4 Ski League report

Anita Grover provided the Ski League report for December:

Numbers for Programs

Level 1 Bunnies: 16 registrants (+4 from last month)
 3 coaches (+2 from last month)

Level 2: 12 registrants (+2)
 2 coaches (+1)

Level 3: 18 registrants (+4)
 2 coaches

Level 4 20 registrants
 3 coaches (+1)

Track Attack 9 registrants (+1)
 3 coaches (+1)

Junior Development 10 registrants (+1)
 2 coaches

Nordic Explorers: 4 registrants (-1)
 2 coaches (+1)

Total registration: 89; 2 down from 91 last year

Coaches: 17 coaches (plus four spares); three down from 20 last year and up two spares from two)

Coaching and athlete numbers have improved since last month however they are still slightly down this year compared to last year. Inquiries continue to come in the general mailbox regarding the ski league program so it is expected registrations will increase slightly when the facilities open, and more families come out and try the sport over the holidays.

Programming

Dry land training – The older racing team has continued its dry land training in the form of roller skiing at MacArthur Island and are now starting to plan on snow sessions once trails are open.

Waxing clinic – A coaches-only specific waxing clinic was offered and delivered to the coaches by Rob Kitamura at his home. Three coaches participated.

Coaches only meeting – A coaches only meeting and presentation was delivered at TCC on November 19th. Around 14 people were in attendance in person and one person on Zoom. This is a significant increase over last year where only three coaches attended. The presentation provided an overview of the ski league program, communications, lesson logistics, equipment required at each level and coaching certification requirements. The meeting also discussed upcoming races, courses, volunteer opportunities and new programming events that were proposed. It was agreed to offer/promote the two local Overlander races (January 18th and February 1st), the T-Rex relay at Sun Peaks, a Glow Ski, a Hotdogs on the Hill, several Eco-Aim (Biathlon) sessions and the year-end mini-Olympics to the skiers this year. The meeting was also a good opportunity to meet the new coaches and introduce each other in person before the season begins. A PowerPoint was shared with coaches that could not attend, and the presentation (template) is now available for use for next year.



Parents only meeting – A parents only ski league meeting was held on November 30th. The presentation and format was similar in information to the coaches' meeting however, more information on upcoming events and ski equipment requirements and rentals for the skiers was presented.



Ski league rentals – A total of 25 skis have been inventoried and set aside for Ski League seasonal rentals only. There are 10 pairs of classic and 15 pairs of skate skis. These skis are of a higher quality than the normal day rentals and will be rented for \$50/season. A total of five families have enquired about the skis, and three pairs of skis were found to be size matches and have been set aside for the families.

Certifications – The collection of NCCP numbers, reference checks and coaching course completions continues to be collected from all our coaches prior to the official start of the season. All effort is being made to have all our coaches fully certified, and partnered in coaching to meet Safe Sport’s – Rule of 2 to meet coaching requirements.

Jackets – OSC jackets have been located and are in the process of being distributed to volunteer coaches to use during the season. There has been a shortage of the larger (XXL) sizes and a new order to meet these needs will have to be made.

Volunteers – It was requested that the Ski League Coordinator recruit parent volunteers for the upcoming BC Teck Cup and Loppet that will be held at Stake Lake in 2026. So far five names and contact information has been forwarded to the race committee.

Eco-aims – The Kamloops Biathlon Club has offered to set up Eco-aim target ranges for ski league kids to try during the race season. Three Saturday dates have been secured and are now listed in the Google Calendar and two are in the works over the December school break.

Discussion:

Chelsea commented that other clubs have a Parent Handbook, this is something that OSC could develop to improve parent engagement.

5.5 Junior Development report

No report.

5.5 Teck Cup Race report

Discussion:

Chloe reported that registration is live on Zone4, anticipating seeing some registrations before Christmas. Will have a meeting with race officiants in the new year. Volunteer recruitment and coordination will be the next big task, there are 12 volunteers recruited so far. There will be three lessons before the race on January 18th. Dana commented that a safety plan needs to be created; Chelsea said that JD created a safety plan last year and it can serve as a template. John and Dana suggested that parents need to be recruited for the volunteer roles. There was a suggestion to put up posters about the loppet and the race in the lodge and bathrooms, including information about the need for volunteers.

Action item:

- Future discussion about discounts for volunteers, as an incentive.

6.1 Board item – Discussion – draft Bylaws revisions

Charlene introduced the draft revised bylaws and explained that she used bylaws templates from Sovereign Nordic and from CCBC. She walked through the revisions piece by piece.

Membership – there was a question about the suggestion for a Code of Conduct for members in the bylaws – is this a proactive or reactive measure? Charlene said it is both. She also commented that she wants to add more into the bylaws about an appeal process for members being considered for expulsion. There was general acceptance by the board on this section of the bylaws.

Meetings of Members – Charlene clarified the main change here is the addition of provision for virtual meeting participation. This section has requirements set by the *Society Act* and as such some of it is not flexible.

Directors and Officers – there was a discussion about how to preserve the historical legacy of the club if a limit to board members' terms is introduced (i.e., three two-year terms). Charlene commented that an *ad hoc* board member position or advisor to the board can be created for that purpose. Board members commented on the importance of documenting some of the historical knowledge held by Joan, Dana and Luc. There was also a discussion on how the board executive is elected – at the AGM by the membership or in a board meeting. The pros and cons of both methods were discussed, there was greater support for the latter.

Proceedings of Directors – there was a question about section 6.11, and Charlene clarified that she meant to strike that from the revised bylaws. Acceptance by the board for this section.

Duties of Officers – Acceptance by the board for this section.

Finance and Management; Notices to Members; Bylaws; Dissolution – Charlene commented that the club is required to have a section on Dissolution the bylaws. Acceptance by the board for these sections.

The next steps are for Charlene to bring a cleaned-up version of the revised bylaws to the January board meeting for another review and discussion. There will be a presentation on the revised bylaws at the next AGM, and the document in its entirety will be voted on by the membership.

6.2 Board item – Discussion – draft Donation Policy

Erin introduced the draft Donation Policy and the board had a discussion. Some revisions and additions were suggested for the draft policy, including some language to give the board some flexibility in the policy.

Action item:

- Erin will present a revised draft Donation Policy at the January meeting.

6.3 Board item – ‘Familiarization Tour’ for local elected leaders

Erin introduced the idea of inviting local area elected officials to Stake Lake for a tour to help increase their awareness of the club’s operations and the benefits the club provides to the community. This may strengthen the club’s position when applying for grants to the TNRD and/or the City of Kamloops. Erin suggested a tour could include TNRD Area Director Mike Grenier and Doug Haughton. There was also a suggestion to invite local elected leaders to club events, and John specifically mentioned the 2028 Winter Games being hosted by Kamloops; the club may wish to invite local MLAs and the MP to this event. The board discussed the idea and there was good support for a familiarization tour this season.

Action item:

- Erin and Chelsea to connect to start putting together an agenda and date, send invitations. John and Charlene are willing to help.

6.4 Budget for roof (30K) and pruning (20K)

Charlene explained that the lodge needs a new roof. The Trails Committee has received two quotes for the work. The preferred quote is for approximately \$19,000. The Trails Committee is concerned about the seriousness of the roof’s condition, and what will be found once the work begins therefore it is requesting up to \$30,000 be approved for the work. Gillian asked about future investments and plans for the lodge. Charlene said that there are long-term ideas for the lodge but that it will take years including a feasibility study before any significant progress is made. In the meantime, the current lodge needs a roof.

Moved/seconded by Charlene Eden/Dana Manhard that:

\$30,000 be added to the budget for the lodge roof replacement in the spring.

CARRIED

Action item:

- Amanda and Chelsea to update the budget with a \$30,000 line item for roof repairs
- Defer the pruning budget request to the January board meeting.

6.5 Board Item – in camera

Moved/seconded by Joan Bernard/Chloe Hetherington that:

The OSC Board convene in camera.

CARRIED

7. Adjourn

Moved/seconded by Gillian Stanley/Alan Richards that:

The December 15th 2025 meeting of the OSC board adjourn.

CARRIED

Adjourned at 9:14 pm.

Next meeting:

January 19th 2026, 7:00 – 9:00 PM at the Tournament Capital Centre.