

Minutes of the 2 RCHA Regimental Senate Executive Meeting  
Held at FFOM, Kingston, 6 June 2016

Attendees:

Col (ret'd) Dave Marshall – Chairman  
BGen (ret'd) Ernest Beno  
LCol Sonny Hatton – CO 2 RCHA  
Maj John Stewart

The meeting was called to order at 1320 hrs.

Agenda Item 1 – Concepts, Purpose and Vision

1. In making his introductory remarks, BGen Beno stated that the Regimental Senate must focus on the following objectives:
  - a. Support the soldiers and families of the Regt;
  - b. Support the Commanding Officer, command team, and the goals and objectives of the Regt;
  - c. Reach out to, engage and support the broader Regimental Family – i.e., those who served in 2 RCHA and their families, and friends of 2 RCHA; and
  - d. Be welcoming, inclusive, helpful and engaging, i.e., must not become an 'old boys' club.
2. LCol Hatton concurred and acknowledging that it will take time to create a regimental Senate that can achieve these lofty goals. But it is clear that there is the need for an Association/Foundation led by a Senate, especially given that the RCA Association does not support our soldiers as effectively as we could ourselves (nor does it have a mandate to do so). 2 RCHA soldiers and retired members constantly ask why we don't have something akin to the RCD Guild that directly supports Regimental events and soldiers or the Gunner reunions held in Shilo by the RCA.

Agenda Item 2 – Feedback from 1 RCHA Initiatives

3. 1 RCHA is experiencing similar difficulty to 2 RCHA in finding interested COs/RSMs to fulfill seats on the Senate Executive Committee. They have a draft constitution very similar to ours and have Col P.J. Williams, soon to be Ret'd, as their Chairman. An email received from the 2IC of 1 RCHA is included at Annex A.

Agenda Item 3 – Regimental Senate Constitution/TOR Update

4. LCol Hatton brought up that we need to expand eligibility for the Executive beyond past COs and RSMs due to difficulty attracting interest from those still serving (too busy) or those retired, but otherwise engaged in RCA Regimental affairs. This was agreed to by all

attendees and Col Marshall agreed to update the Constitution, again in the spirit of inclusiveness.

5. Dates were discussed for signing the Regimental Senate Constitution and it was agreed the 29<sup>th</sup> of June prior to the CO's Change of Command parade was the soonest opportunity when all stakeholders were likely to be present (Chairman, Vice Chairman, CO and RSM).

#### Agenda Item 4 – Regimental Senate Executive Committee Volunteers

6. LCol Hatton announced that CWO (ret'd) Dale Batten has volunteered to be the Vice Chairman of the Regimental Senate and serve on the Executive Committee. He could not attend this meeting due to work. He is willing to serve until he moves to Brandon at some future time in the coming years yet TBD.
7. LCol Hatton volunteered to be the Secretary following his tenure as CO of 2 RCHA. He has a vested interest in seeing the success of the Regimental Senate having been the serving CO who helped established it.
8. Col Marshall asked if it was not a conflict of interest for serving members to sit on the Senate Executive Committee. Maj Stewart used himself as an example of a serving PRES Maj and employee of TD Bank on the RCA Senate Executive. He highlighted that if there is a perceived conflict, it is beholden upon the member to excuse himself or abstain from the decision making process for the item that is in conflict. The same arguably holds for Foundation Trustees also. BGen Beno explained the composition of the RCA Senate which includes serving members such as Senior Serving Gunner, RSM RCA and a number of General Officers (also including Maj Stewart).
9. Col Marshall agreed to shake the tree a little harder by reaching out to former 2 RCHA Gunners such as Maj Ed Gagnon and LCol Tony Dejacolyn IOT find a suitable Treasurer and fifth member of the Regimental Senate Executive. CO and RSM 2 RCHA will do the same. Note that the 5<sup>th</sup> member does not need to be a Gunner according to the Constitution.
10. BGen Beno highlighted that it would be wise to include another retired or serving CWO, if possible to help maintain the soldier-centric focus.

#### Agenda Item 6 – Next Regimental Senate Conference Call:

11. LCol Hatton proposed the 29<sup>th</sup> of June when a number of stakeholders would be in Petawawa for the 2 RCHA Change of Command Parade. A time of 0900 hrs was agreed to before the VIP reception at 1000 hrs. Others can join via conference call.
12. Col Marshall agreed to produce the Agenda for the meeting.
13. Col Marshall to send out an invite to all stakeholders. LCol Hatton will provide dial-in instructions for the conference call.

Agenda Item 7 – Sample Foundation Documents:

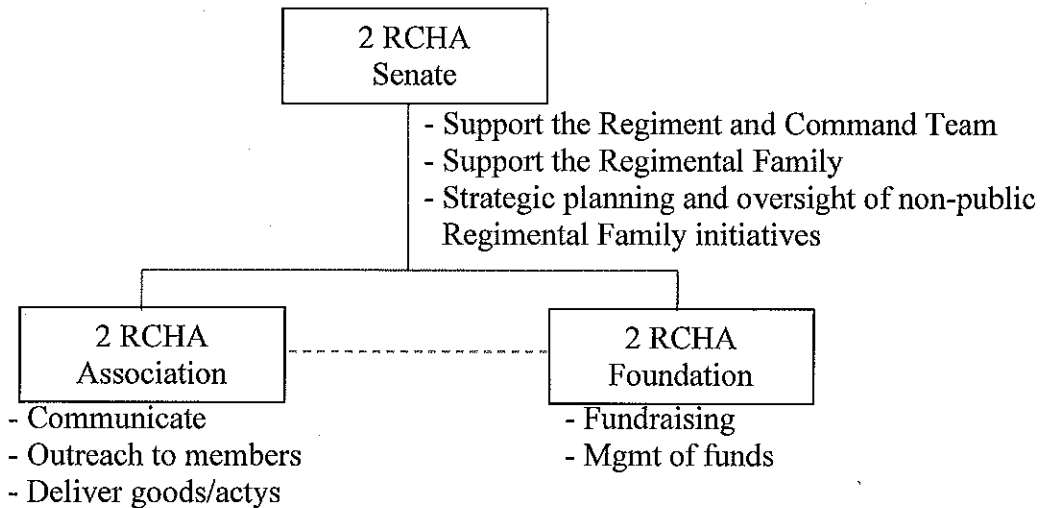
14. Maj Stewart provided sample documents to Col Marshall.

Agenda Item 8 – Foundation Lessons Learned:

- 15. BGen Beno highlighted that the purpose of a Foundation is to raise, invest, manage, dispense and account for money to support the needs of the Regiment and the Regimental Family – while also networking and “friend-raising.” BGen Beno and Maj John Stewart highlighted that the 7 Tor Regt Foundation was set up to support the Regiment. This made it very difficult to support the wider Regimental Family with funding from the Foundation. We should take the time to think through the Foundation and its mandate as it will be very difficult, and potentially problematic to change once established. BGen Beno said it could simply be, “to support the soldiers and Regimental Family of 2 RCHA.”
- 16. Maj Stewart stated that any Trustees must be at arm’s length when acting on the board of a Private Foundation.
- 17. There was some minor discussion on whether a Private Foundation or Public Foundation was needed. Maj Stewart was advocating for a Private Foundation. It is recommended that more research be done to determine which type of foundation is best.

Agenda Item 9 – Steps in Setting up a Foundation:

18. BGen Beno wondered if it was necessary to have both an Association and Foundation or if they could be one and the same. He also raised the issue of whether the Foundation and its Trustees should be subordinate to the Senate or the Association. It was agreed that the Foundation would be subordinate to the Senate, but would have a dotted line relationship with the Association.



19. Col Marshall stated that in his estimation, an Association would be a critical first step in order to successfully establish a Foundation. He saw the Association as critical to building a membership base and momentum. The Association would create a network that could potentially be tapped for fundraising once the Foundation was established. Maj Stewart and BGen Beno agreed and said that it was best to start with something that is relevant and measurable. The merits of an Association were further explored. Association = Guild = TRIBE. If set up and advertised properly, it would become something that soldiers, both serving and retired, would want to belong to. Maj Stewart pointed out that an Association is relatively simple to establish and does not require legal oversight like a Foundation.
20. Col Marshall stated that the Senate is responsible for creating favourable conditions for the Association while the Association would set the conditions for success of the Foundation. LCol Hatton pointed out that we could take an iterative approach using the Spiral Method, with the first iteration focusing first on signing the Constitution and fleshing out the Senate Executive Committee. This would be followed by the formation of the Association and a membership drive on the second iteration. The third iteration would consist of establishing the Foundation and commencing fundraising. The fourth iteration would see investment in Regimental activities that support 2 RCHA members and their families. Concurrently building on the wider Regimental network. Col Marshall stated that the work to establish a Foundation must start immediately and run parallel to the formation of an Association as it will be very time and resource intensive from a legal perspective.
21. Maj Stewart affirmed that, if done properly, an Association can help build an identity/affinity toward the institution. BGen Beno pointed out that we must not exclude all those who have served the Guns, but were not Gunners – e.g., RCEME, Sigs, Log, etc.
22. LCol Hatton re-iterated previous discussion from the initial teleconference whereby it was determined that fees should not be charged for membership to the Association as that would be seen as a detractor and is not the model that young soldiers subscribe to anymore. All agreed.
23. BGen Beno and Maj Stewart discussed giving all members three things for membership in the Association: a membership card, a lapel pin, and a bumper sticker or window decal of some sort. In follow-on discussion via email on 8 June 2016, it was agreed that a pewter or silver lapel pin with the banner of 2<sup>nd</sup> Regiment at the bottom was preferable to noticeably set it apart from existing RCHA gold lapel pins available through the RCA and Regimental Kit Shops. BGen Beno agreed to look into this with LCol (ret'd) Bill Soucie and David Soucie of Sparta Pewter.
24. BGen Beno stated that only basic info such as Full name, birthdate, rank, and years served would be required of applying members. Discussion ensued over email addresses vs. postal addresses and it was agreed that email addresses should be all that were required to maintain communications. Perhaps more info would be required IOT provide tax receipts for charitable donations, but many tax receipts are provided via email these days, so perhaps not. Of course a physical address is required to mail out cards, pins, decals, etc

more info is required. Bottom line – we wish to minimize the administrative burden of managing an Association and a Foundation. We should look into how the RCD do it.

Agenda Item 10 – Legal Review and Advice:

25. Maj Stewart agreed to ask Mr. E. Patrick Shea, LSM, CS of Gowling WLG Law Firm in Toronto if he would consider advising and assisting in the legal review of the 2 RCHA Foundation founding documents. Contact: 416-369-7399, [patrick.shea@gowlingwlg.com](mailto:patrick.shea@gowlingwlg.com).
26. Col Marshall asked if it mattered whether the Foundation was incorporated in Ontario if it was to canvass federally or internationally for donors. Does where it is incorporated have any effect on federal taxes payable, etc.? Maj Stewart said it did not matter: a foundation is registered in the province where it resides.

Agenda Item 11 – Banking and Book Keeping:

27. Maj Stewart mentioned that Scotia Bank appeared to be one of the best banks for not-for-profit and charitable organisations to deal with. Col Marshall agreed to setup a bank account for the Senate in his name until one can be setup more formally for the Association or Foundation.
28. BGen Beno gave a generous donation via personal cheque to Col Marshall in the amount of \$1000.00 to get the bank account started.

Agenda Item 12 – Foundation Membership:

29. BGen Beno mentioned that a Foundation is only beholden to its Trustees. For this reason, one or two should also be members on the Senate Executive Committee. He also mentioned that in order to maintain relevance and focus on the soldiers and Regimental Family, it would be preferable to include a minimum of one or two NCO/NCMs as Trustees.
30. Maj Stewart used the expression, “Give it, Get it, or Get off” to express the desirable traits of Foundation Trustees. We advised finding two or three prominent businessmen who could help network and cast the net across the country and perhaps internationally.
31. LCol Hatton re-iterated that it was discussed at the first Senate teleconference that we must be careful not to ‘cut the grass’ of other units or the greater Regimental Family of the RCA. He also stated that while there is some donor fatigue in the Petawawa/Pembroke area, there are untapped resources elsewhere in the Ottawa Valley, especially with non-traditional businesses that are booming in IT, adventure tourism, and even micro-breweries. MGen (ret’d) Al Howard is involved in the IT startup sector and LCol (ret’d) Fred Aubin is a consultant working for business and government agencies in the Middle East and both could potentially be used to help network.

32. It was agreed that further discussion on membership of the Foundation should take place once a Regimental Senate Executive is fully formed and the Regimental Senate members become more actively engaged.

Agenda Item 13 – Communications / IO Plan:

33. LCol Hatton agreed to push info about the Association at 2 RCHA leading up to and at the 2 RCHA CoC Parade, including producing a banner to advertise the benefits of membership.
34. LCol Hatton mentioned that the 2<sup>nd</sup> Regiment Royal Canadian Horse Artillery Facebook site at <http://facebook.com/2rcha> has thousands of followers and reaches well over 3000 pers on any given week. The 'old boys' Facebook page at <https://www.facebook.com/groups/2rcha/> is a closed group with well over 800 followers, most of whom are retired members of the Regiment. This site would be a great place to advertise the Association, create buy-in, and solicit members for the Executive Committee of the Association.

Agenda Item 14 – Work Plan / Next Steps:

35. Col Marshall to revise the membership para of the Constitution.
36. BGen Beno to investigate lapel pins with Sparta Pewter.
37. LCol Hatton to create banner and draft advertising pics and blurbs for Facebook pages.
38. Maj Stewart to ask Patrick Shea of Gowling WLG if he would assist with the legal aspect of the Foundation.
39. Col Marshall to setup bank account at Scotia Bank and deposit donation from BGen Beno.
40. Flesh out the Executive Committee for a vote on 29 Jun. Col Marshall and LCol Hatton to find potential volunteers.
41. Next teleconference on 29 0900 Jun 16 at 2 RCHA. Col Marshall to send out email with these minutes attached, agenda and dialing instructions. LCol Hatton to provide Col Marshall with dial-in instructions. Objectives are to agree to and sign the Constitution, vote in the members of the Executive Committee, agree to way ahead regarding Association and Foundation and approve a workplan.
42. Develop workplan, the nexus of which should be:
  - a. Senate to develop Charter for the Association;
  - b. Senate to advertise and find committee members such as President, Vice President, Secretary, and Membership to start with Treasurer and Social chairs potentially coming later;

- c. Establish Association by voting in members and signing Charter;
- d. Association to agree to and procure membership cards and gifts;
- e. Association together with Senate to set goals for Association membership and conduct membership drive;
- f. Senate to commence development of legal framework for 2 RCHA Foundation; and
- g. Senate and Association to review initial needs analysis conducted by 2 RCHA to determine how the Association, with funds from the Foundation, can support the soldiers and families, both serving and retired, and "friends" of 2 RCHA.

The meeting was adjourned at 1510 hrs.



Col (ret'd) D.D. Marshall  
Chairman 2 RCHA Regimental Senate



LCol S.T. Hatton  
Commanding Officer