



Formal Notice of Policy Noncompliance, Governance Breach, and Associated Risk

2 messages

LVCC Manager <manager@lvcc.ca>

Sat, Mar 21, 2026 at 1:30 PM

To: Jaeden Woodland <jwoodland@lvcc.ca>, Bjorn Torgerson <btorgerson@lvcc.ca>, Kris Healy <khealy@lvcc.ca>, Lorraine Hawthorne <lhawthorne@lvcc.ca>

Dear Board of Directors,

I am writing to formally notify the Board of serious concerns regarding ongoing actions that constitute a breach of established governance policies and the Board–Manager relationship.

By way of context, I served as President of the Board at the time the current governance framework and policy structure were established. I am therefore very familiar with both the intent and the explicit requirements of these policies, including the deliberate separation between governance and operational authority.

Specifically, I am concerned about:

- * The formation of a committee that assumes decision-making authority over an operational grant project;
- * Direct direction being provided to staff and contractors (including the IT Director) by the President and/or individual Board members;
- * The potential for financial transactions to be executed without the Manager's knowledge, oversight, or operational control.

These actions are not consistent with the Board Policy Manual and represent a material departure from the governance model adopted by the Board. The policies clearly delegate all operational authority to the Manager and explicitly prohibit Board members and committees from directing staff or engaging in operational decision-making.

This situation constitutes noncompliance with Board policy and may meet the definition of Board misconduct under Policy 1.14, including noncompliance and overreach of authority. Given the clarity of the policies in question, this is not a matter of interpretation but of adherence.

In accordance with my obligations under Policy 3.11.1.9, I am formally reporting this noncompliance.

Effective immediately, I will be operating within the following parameters:

- * I will not recognize or implement direction from any committee or individual Board member that assumes operational authority or conflicts with established Board policy;
- * I will formally instruct staff and contractors that operational direction must come through the Manager, and that direction from Board members outside of this structure is not authorized;
- * I will act only on formally approved Board motions that are consistent with Board policy;
- * I will not authorize, process, or support any financial transactions that bypass established operational oversight or fall outside approved processes.

I must also note that actions which bypass established governance and financial controls may expose both the organization and individual directors to fiduciary, financial, and legal risk.

Given the seriousness of this matter, I am requesting that:

1. All actions that conflict with Board policy, including committee-level and Board-level operational control and direct staff direction, be paused immediately; and
2. This issue be placed on the agenda for the next Board meeting for formal review and resolution.

My intent is to ensure that the organization operates within its approved governance framework, maintains clear accountability, and avoids preventable risk. I remain committed to working constructively with the Board to restore alignment with policy.

Sincerely,
Amanda Cutting

Dear Amanda,

Thank you for your formal notice and for bringing your concerns to the Board in writing, as required by Policy 3.11.1.9. The Board appreciates your commitment to the governance framework and will place this matter on the agenda for the April 7 Board meeting for full discussion and resolution, as you requested.

We (the unanimous Board) address each of your points directly:

1. Formation of the Playground Committee The Playground Committee was formed by unanimous Board motion and operates strictly under the Terms of Reference (Attachment A) approved by the Board. Attachment A explicitly states that the Committee has **recommendation authority only** and that "All decisions, contracts, expenditures over \$1000, and grant reporting require formal Board approval by motion." This is a governance oversight mechanism for a major capital grant project, not an assumption of operational decision-making. It is fully consistent with Policy 1.7 and Policy 1.2.1.

2. Direct direction to staff and contractors The Board has not directed staff or contractors outside of established policy. Any direction related to the playground project flows through the approved Committee process and requires Board approval by motion, as set out in Attachment A and Policy 3.3.1.7. This is governance **oversight** of a \$676,000 grant-funded capital project, not day-to-day operational interference.

3. Financial transactions without Manager oversight No financial transactions have bypassed established processes. All expenditures over \$1,000 require prior Board approval per Policy 3.3.1.7, and the Playground Committee TOR reinforces that requirement. The Board is exercising its fiduciary responsibility under Societies Act s. 52.

Regarding your stated parameters "effective immediately"

We note your statement that you will operate within certain parameters and will instruct staff and contractors accordingly. The Board respectfully reminds all parties that the governance structure, including the scope of Board, Committee, and Manager authority, is established by the Board through its approved policies and committee terms of reference (including Attachment A). The Manager's role is to implement Board decisions and policies, not to unilaterally redefine or restrict the authority of the Board or its committees. Any instructions to staff or contractors must remain consistent with formally approved Board policies and motions.

The Board expects the Manager to comply fully with all established Board policies and procedures, including the delegation of operational authority and the role of Board committees as defined in Attachment A and Policy 3.3.

Any actions by the Manager that deviate from Board-approved authority or processes will be addressed through the formal mechanisms set out in Policy 1.14 (Board Misconduct) and the Societies Act.

The Board does not agree that its own actions — including the formation of the Playground Committee and oversight of grant-related expenditures — constitute noncompliance or misconduct under Policy 1.14. However, we welcome a full and open discussion at the April 7 Board meeting so any perceived misalignment can be clarified and resolved constructively.

In the meantime, the Board reaffirms that:

- The Playground Committee will be formed as resolved and will operate under its bylaw and policy compliant approved Terms of Reference.
- All operational and financial decisions remain subject to the policies and procedures the Board has established.

We look forward to the discussion and to continuing to work together in alignment with our governance framework.

Sincerely,

Jaeden Woodland

President (on behalf of the Board of Directors)

Lardeau Valley Community Club