

**NS SPCA Provincial Board of Directors Meeting
November 28, 2016
Minutes**

* Non-voting / NN – No Notice / C - Chair / T – Treasurer / S – Secretary / CEO – Chief Executive Officer/Proxy - when a regional representative is represented by another regional representative per the governance model (ie.

Elected Board	Present	Regional Representation	Present	Appointed Reps	Present
Jim Kochanoff (C)	X	Cape Breton & Victoria (Barbara Tryon)	NN	Barry McCarthy (DNR)	X
Charl du Plooy (T)	X	Hants & Kings (Lynne Riguse)	Regrets	Dr. Jennifer MacKay (NSVMA)	X
Sarah Oliver (S)	X	Lunenburg & Queens (Jill Grafton)	X	Merridy Rankin (DOA)	NN
Judy Layne	X	Yarmouth & Digby (Gail Melanson)	NN	Staff Reps *	Present
Cara Boston	X	Cumberland & Colchester (Leah McDonald)	X	Elizabeth Murphy (CEO)*	X
Jessie Irving	X	Guysborough & Pictou	No Rep	Karen DeWolfe (Provincial Accountant)*	X
Virginia Jones	X	Inverness & Antigonish (Linda Williams)	X		

Lunenburg representing Queens)/SMT – Senior Management Team/PO-Provincial Office)

I. Welcome & Check-In (7:00pm)

II. Confirmation & Approval of Agenda

- The agenda was confirmed as distributed

III. Business Arising

▪ **Governance**

By-Laws:

- Elizabeth thanked the Governance Committee for all their hard work related to the review of the policies and by-laws
- Jessie led the Board through the documents and edits with a focus on the memo that highlighted the main changes:
 - Discussed that one of the duties and powers of the Board should be to hire the Chief Executive/Executive Role as this role cannot be delegated to anyone else – this to be added to the next draft.

- Discussed stating that the number of board members should be 'up to' seven with 'up to' one from each of the six regions.
- Removed requirement related to the 50% of directors need to be elected each year – this was not considered feasible.
- All directors' terms are the same and changed to three years versus four years – thought was to make these effective for new directors going forward.
- Need to agree on the date on which the by-laws would come in to effect – likely effective date of the next board meeting.
- 'Friends of the SPCA' responsibilities (mandatory and voluntary) were outlined in the by-laws but the idea was not to be too prescriptive as these details are included in the draft Terms of Reference
 - This is a key initiative to ensure we keep the volunteers within the communities and will also ensure the operational duties are performed consistently throughout the province
- Quorum is now considered to be the number of members that attend the Annual General Meeting assuming there is adequate notice given.
- Discussed the level of authorization required for expenditures within or outside of the budget
 - Board members to provide guidance and ideas to the Governance Committee related to the authorization of unbudgeted items and emergency expenditures
- Board members are required to provide comments back to the Governance Committee by January 1, 2017 so that comments can be incorporated in advance of the next meeting. ** Sarah to send out reminder email on this**

Policies: (Elizabeth)

- High-level review of proposed edits to the policies was completed.
 - It was noted that Elizabeth will need to review the key terms of employment to ensure there are no material changes – paid holidays and sick days, therefore need to potentially give notice on this if there is a material change.
 - Intent was to match the labour standard codes on the paid holidays
 - Elizabeth to ensure that the material changes are properly transitioned in – minimum of six months' notice was suggested. Overall number of people impacted and plan to be circulated to the Board.
 - Smoking section to also address 'vaping'.
 - Discussed the requirement to have the animals spayed/neutered at the SPCA hospitals whenever possible. Exceptions are made when this cannot be completed in a timely manner.
 - Online vote to be done in the near term to approve the changes made to date.
- **Capital Expenditures (Virginia)**
 - Discussed several new building options currently in the HRM
 - Litmus test on the costs associated with renovating the existing building were discussed and noted to be slightly inflated but overall this option is not considered as feasible as purchasing a new building.
 - In addition, it was noted that there would be difficult and costly to temporarily relocate while the current facilities were being renovated

- It was noted that a new build would likely be very costly and likely not an option at this time
- Noted that the development of a capital campaign will need to be discussed as part of the overall strategic plan
- Discussed high-level several strategic options for a new space and coordination with other animal welfare groups
- **Financial update** (Elizabeth)
 - Budget to be circulated within the Executive to review in detail before the January meeting
 - Elizabeth noted that there was a significant amount of work done on the financials and processes within the past year. Going forward the hope is that the financial information can be presented to the Board in a timely manner.
 - Elizabeth to send questions from Collins Barrow regarding building impairment to Virginia, Charl and Sarah for review

IV. Standing Items

- **CEO Report**
 - The report was discussed and accepted as distributed.
- **Investment committee update** (Sarah)
 - The Board approved the removal of 'Europe' from the equity allocation guidelines within the Investment Policy Statement. ****Sarah to ensure the update is included in the Policy Statement****

V. New Business

- Reminder to the Board members to make their annual donations which is suggested to be \$500.

VI. Next Meeting

- Next meeting to be held Monday, January 30, 2017.

VII. Adjournment

- Meeting adjourned at 9:18pm.