



Provincial Board of Directors' Meeting

April 13, 2013

Afternoon Workshop – Post AGM

Location: Super 8, Dartmouth

MINUTES

Elected Board	Present	Branch Reps	Present	Appointed Reps	Present
Andrea Carew (C)	X	Lori Sutherland – Pictou	X	Barry McCarthy (DNR)	Regrets
Charl du Plooy (T)	X	Pat Baisley – Hants	X	Dr. Troye McPherson (NSVMA)	Regrets
Kylene Mellor (S)	X	Daphne Moore-McKnight – Kings	X	Dr. Leighann Hartnett (DOA)	Regrets
Pat Lee	Regrets	Brian Kenefick – Lunenburg	Proxy		
Judy Layne	X	Barb Tyron – Cape Breton	X		
Stephen Lucas	X	Jill Grafton – Queens	X	Staff Reps *	Present
Sarah Oliver	X	Betty O’Neill – Antigonish	X	Kristin Williams (ED)	X
		Cathy Hole-Smith – Yarmouth	X	Kristine Tonks (PO)	X
		Gail Melanson – LaBaie	X		
		Leah McDonald – Colchester	X		

* Non-voting / NN – No Notice / C - Chair / T – Treasurer / S – Secretary / ED – Executive Director / Proxy – when a branch is represented by another branch per the governance model (i.e. Lunenburg representing Queens) / SMT – Senior Management Team / PO – Provincial Office

Guests & Additional Branch Representatives (non-voting): Sandra Flemming (SMT), Bev Mahon (SMT), David Ross (SMT), Kelly Welsh (PO), Kathy Thomas (PAS), Arnold LeBlanc (LaBaie), Tammy Acker (Hants), Raylene Dewan (Antigonish), Paul Trask (Yarmouth), Janet MacLeod (Yarmouth), Wayne Hamilton (Yarmouth), Jennifer Tucker-Johnston (Colchester), Mary Hill (Member), Sean Kelly (Member).

Announcement

- Andrea announced that she would be stepping down for an indeterminate period of time from the Society. She shared that Kylene was prepared to step in as Chair. Andrea was presented with a parting gift and the following remarks were read by the ED:

“I just wanted to take this opportunity to honour and reflect on Andrea’s leadership and proud legacy of success for the Nova Scotia SPCA.

As the ED, I have had the pleasure of working very closely with Andrea and I have come to value her diplomacy, her intellect, her compassion, and her conviction. She is a strong and passionate leader who has remained committed to the Society through very difficult transitional times. She helped us usher in a new governance model and strengthened our branch network. She became an ambassador for branch outreach and engagement and always saw value and opportunity even under pressure and in tense circumstances.

She saw the value of a coaching mindset and showed patience when needed, encouraged when warranted, and listened when vital. I have always valued her insights and I have grown under her mentorship.

I especially appreciated her collaborative approach to leadership. I also valued that she made it a priority to work and strive for a more functional organization from a governance perspective. Animal care was paramount, certainly, but she understood the immense value and potential of getting the people component working properly.

Andrea, I know that you will stay engaged and will always be a valuable friend and contributor to the Society, but I will miss our working relationship. Thank you for your leadership and your friendship. I hope that we can continue to honour your legacy and ultimately exceed all of our expectations for this very great Society and the animals and communities we so proudly serve.”

Branch Governance

- Motion by Charl to accept Kylene as Chair. Seconded by Sarah. None opposed or abstained.
- Thanks offered to Mary and Sean for joining the meeting as former executive board members who participated directly in initial governance reform.

Voting Privileges

- A discussion was prompted on voting privileges. It was identified that current practises are not in line with outlined policy in which some branches must combine voting to represent regions of the province. It has been permitted at some meetings that the first 7 branches attending a meeting may vote. It was outlined that the policy (not the exception) was employed to permit for reducing board size to a more manageable number while also permitting for potential growth in number of branches.
- Branches questioned the fairness of sharing a vote, especially between foster and shelter based branches. It was noted that best practices for board size are between 9-12 members and the current board size is 17. It was also noted that the duties of the provincial board are not operational and that difference in foster and shelter operations are not applicable. If each branch was to have one vote, the board size would increase to 23 as elected member numbers must also increase to ensure compliance with legislation (Provincial board must have direct control over its branches). It was confirmed that in the event of a tie the Chair would vote twice.
- Voting rights for the three appointed reps was also raised and it was clarified that two of the three positions are legislated.
- A recommendation was made that for the purpose of today given the operational focus on the discussion, all branches be permitted to vote and present members also be given voting privileges to balance. Sean and Mary agreed to accept voting rights. Motion for special voting privileges for today only with one vote per branch and one vote for special guests. Motion by Charl, seconded by Gail. None opposed or abstained. It was later confirmed that only one member (Sean) would vote to be completely equitable.
- ED suggested the appointment of a committee (ultimately suggested and agreed to be an external committee sequestered by Kristin, Lori and Stephen) to review voting privileges and make a proposal to the board that is both equitable and fair. Motioned by Kylene, seconded by Gail. None opposed or abstained.

Motion Draft: Vision for Change

The following motion was re-read (as crafted on March 23):

“In an effort to clarify governance and operational responsibilities the board motions:

To develop Branch Manager roles (distinct and more robust than current shelter managers) that will report into the provincial Director of Animal Care and Operations. Local branch boards will no longer be involved in the day-to-day operations of the branch. The shelter liaison role will thus be eliminated. This does not preclude local board from providing support and mentorship to volunteers and staff or be involved in volunteerism within the shelter. Current Shelter Managers will sign off on the new descriptions and be performance managed according to new expectations. They may also choose to not take on the new role, in which case the position will be posted for outside recruitment. Each case will be assessed on a branch by branch basis.

The local branch boards will be aware and advised on a regular basis by way of 1. financial and 2. operational updates and 3. incident reports produced by the branch and provincial jointly. This information will help orient board members to their outreach activities and the needs of the branch.

If disagreements emerge between the local board and the Branch Manager, these will be raised to the Director of Animal Care and Operations or Executive Director.

The local branch boards will be involved at the provincial level in the strategic direction of the Society (per the governance model) and at the local level in fundraising, outreach, education and stakeholder development. Activities will be complementary to the branch operations and seek to grow the branch’s profile and financial resilience and presence in the market.

Branch Managers will have full operational accountability, financial accountability and human resource responsibilities with full support by the provincial staff. Regular meetings with provincial and reporting will be required. The local board will provide

volunteer support, fundraising, outreach, input and approval of the local budget, membership development and strategic development via their input through the representation on the provincial board.

This motion recognizes that governance is imperative and that our branch boards need to be keenly engaged on the above mentioned activities to benefit the branch and that the current operational involvement is (though unintended) causing serious and ongoing HR, legal, financial and animal care issues. This motion creates clarity between operations and governance and ensures that subject matter experts are used effectively.

The local foster based branches will continue to operate as they are under the current governance model. A foster/adoption lead will be appointed to coordinate with the Director of Animal Care & Operations on operational matters.”

- Motion made by Charl, seconded by Sean. Kyleene, Lori, Sarah, Stephen and Judy in favour. Daphne, Pat, Betty, Leah, Jill, Gail and Cathy opposed. Barb abstained.
- A discussion was prompted that covered the history of our governance model; the importance of creating operational alignment to achieve our no-kill vision; the need to get branch board members out from under their perceived responsibilities to shelter operations and allow them to intensely focus on branch sustainability through fundraising, community outreach and humane education (underpinning support to branch operations without interference). It was also clarified that current board involvement with operational matters, be they animal care, HR, financial, has produced significant, compounding problems that are avoidable. Provincial is being engaged often at the point of crisis, leaving minimal options and resulting in loss of life, resources, support and profile. Burnout of board members was also raised as a significant concern. It was noted that it must be a priority to let the subject matter experts be utilized to their full potential without interference.
- Concerns were raised over fear of branch boards losing control over their financials. It was confirmed that this discussion has nothing to do with finances. Dollars raised in a community will always stay within the community and branch boards will retain the right to approve the budget, provide budget input and review financial performance.
- Concerns also raised over lack of financial ability to hire branch managers at some branches and it was noted that branch managers will play a key role in growth for the branch, which coupled with the board’s renewed focus on fundraising, will actually lead to greater financial stability.
- Question raised about the opportunity to participate as a volunteer, or mentor by current board members. Several examples of provincial board volunteerism at the shelter or as support to provincial were raised as effective examples of balancing involvement as a volunteer with involvement as a board member without conflict.
- Opportunity for governance training was again raised and offered by the ED.
- It was noted that the strategic goals of the provincial organization are the same as the branches – seeking to be an open admission, no kill organization and that currently barriers at the local level are impeding on success. It was also noted that many shelter managers have expressed great frustration. It was also raised that until this motion offering clarity and necessary directives for change, the status quo carried out at local levels has left room for misconstrued interaction and participation at the operational level of the branch.
- It was suggested that a poll be held to see if votes had changed: In favour: Charl, Sean, Kyleene, Sarah, Stephen, Judy, Lori, Daphne, Pat, Betty, Leah, Jill, Barb and Cathy. Gail opposed and none abstained. Motion carried.
- It was outlined that these changes will be implemented over a period of time and that companion budgets, standard operating guidelines and board member profiles will also be created to support the transition. Applicable policies will also be revised. The rollout will likely be in lock step with the implementation of new financial controls and practices by the provincial controller position, set to start May 1, 2013.

Meeting Adjournment

Motion: Motion to adjourn by Sean. Meeting adjourned at 4:00 pm.

Next regular meeting scheduled for May 27 at 7 pm.