



Provincial Board of Directors' Meeting
 January 28, 2012
 Provincial Office, Dartmouth, NS

MINUTES

Elected Board	Present	Branch Reps	Present	Appointed Reps	Present
Andrea Carew (C)	Regrets	Joyce Jardine – Pictou	X	Barry McCarthy (DNR)	X
Charl du Plooy (T)	Regrets	Pat Baisley – Hants	X	Dr. Troye McPherson (NSVMA)	X
Kylene Mellor (S)	X	Daphne More-McKnight – Kings	X	Dr. Leighann Hartnett (DOA)	X
Pat Lee	Regrets	Brian Kenefick – Lunenburg	X		
William Colson	X	Lori MacMullin – Cape Breton	X		
Cassandra Hanrahan	X	Martin Hilliard – Queens	NN	Staff Reps *	Present
Sarah Oliver	X	Betty O’Neill – Antigonish	NN	Kristin Williams (ED)	X
		Cathy Hole-Smith – Yarmouth	NN	Kristine Tonks	X
		Deb Germaine – LaBaie	X		
		Leah McDonald – Colchester	X		

* Non-voting / NN – No Notice / C - Chair / T – Treasurer / S – Secretary / ED – Executive Director

Guests & Additional Branch Representatives (non-voting): Carmen Dunn (Cape Breton Treasurer)

Note: *Voting privileges for Branches until branch representation is established per the governance model will be a selected 7 in attendance/on the call for the meeting at the start of the meeting.*

Welcome and round table check-in (7:00)

- Welcome and “Round Table Check In”: Kylene stepping in as Chair for Andrea
- Confirmation of Agenda: no changes or updates noted.
- Confirmation of voting privileges: Seven branches represented. All may vote, with one vote for Cape Breton Branch. If additional branches join in, voting privileges will be deferred to branches first present.

Consent Agenda

Read in of email motions: Minutes from November 26, 2012.

Motion: Motion to accept the consent agenda as presented: Motion by Sarah, seconded by Daphne. None opposed.

Executive Director Status Report

- Final grant monies for equipment received from PetSmart Charities. Also pursuing additional grant dollars through HRM for infrastructure. Demolition is underway and the project is currently on track for April 1 soft opening of the new clinic.
- Holiday fundraisers were very successful. Brenda Bell and her team raised over \$31,000 and Santa Pix raised nearly \$10,000. Will be honouring Brenda Bell at the AGM for her volunteer fundraising leadership.
- National Cup Cake Day has been officially launched. Event day is Feb 25. Hoping all can participate and help raise dollars.
- Soft media outreach on funding challenges has been very successful with editorial support from the Herald, News 95.7 and CBC. Will be speaking with CBC Morning Show on Wednesday (*note: moved to Thursday, post meeting*).
- Continued media interest on cold weather with a corresponding increase in investigator activity this month. Tracking significantly ahead in complaint volume already for 2013 due to hazardous weather. Three charges currently pending. (in-camera update regarding activity)
- Final YE statistics are being compiled, including investigations activities, convictions and animal care statistics. Looking to post final results by start of Feb.
- All branches are being transitioned to PetPoint to ease reporting and improve accuracy, analytics as well as operations (i.e. transfers). Strong Branch compliance and support is appreciated. Provincial absorbing costs for the licensing as part of budget. Hope to have everyone running smoothly before the end of the first quarter.

- Continuing outreach activities in branch communities: cat and bylaw committee in Antigonish, vet partnership development in Cape Breton, HR support in Kings.
- PAS had a record adoption month in December with 211 adoptions (33% higher than last year). Attribute this in part due to other welfare groups avoiding holiday adoptions and offsite locations which has improved reach and visibility.
- All wait lists will be resolved by the end of February, including long term fosters at foster care branches.
- Canine therapy program pilot launched in mid-December and has graduated its first officers from phase one of training. Communications planned when pilot program is approved for continuation by DOJ, hopefully by the end of March. Already seeing great mutual benefits in terms operational improvements at the facility and adoptions.
- Year End report for Department of Agriculture currently being finalized. Per APA, it will be tabled at the provincial legislature. Will go out before the end of the month and will be sent to Leighann to forward on.
- FYI: ED has been appointed as part of a consulting team that has won the RFP to prepare an analysis of the OSPCA's enforcement program, with a view to determine what will make it financially sustainable long term per the provincial government's request. It was noted that this may be an instructive process for the NS provincial government.
- ED is also participating in new national task force to author national codes of practice for SPCA and Humane Societies with a view to develop best practices and consistent operational approaches. Leaders are meeting in mid-Feb.
- Question about updates regarding partnership in Yarmouth with veterinarians for spay/neuter. Vet costs have been greatly reduced by keeping animal numbers down and bringing them into HRM but not many gains have been made in finding a local solution. Looking at sending HRM surgical team down to Yarmouth once clinic is operational and performing surgeries on specific days in collaboration with local facilities. Transportation and related stress remains an issue. Mobile unit has been discussed but there are by-law restrictions through the NSVMA. Compliant solutions are being sought. Noted that Yarmouth remains largest gap. Other branches have established veterinary relationships or are close enough to the HRM that they can take advantage of provincial relationships and the new clinic at PAS.

Governance

1. Policy Edits

There are two policies which were eliminated by virtue of approving the 2013 budget. These include the branch training budget and the branch stipend budget. Additionally, a new policy is proposed to address post-service communications restrictions. Specifically, asking that volunteers and staff are prohibited from discussing any SPCA business without express permission from the SPCA provincial office for a period of two years. New policy is standard practice within government and many corporations.

- Noted that Animal Wellness Conference discounts and free passes will remain. The budget eliminated will be for other training hosted by branch or sought out externally by branch board members.
- Noted that new communications policy will strictly centre on communications and will not restrict future employment or volunteer activities.
- Noted that new policy, as with all provincial policies, would be applicable to branches.

Motion: Motion to accept policy changes and the elimination of branch training and stipend policy: Motion by Cassandra, seconded by William. None opposed.

Motion: Motion to add new communications policy, stating that volunteers and staff are prohibited from discussing any SPCA business without express permission from the SPCA provincial office for a period of two years post service: Motion by Brian, seconded by Joyce. None opposed. One branch abstained.

2. Divestment Resolution

For 2012 YE by Jan 15, there was an estimated \$74,600 due in payables and \$45,000 due in credits with a cash balance of \$5,731. The variance is calculated at -\$23,369.

Draws to date for 2012 = \$120,125

Budgeted draws for 2012 = \$188,928

Revised budgeted draws for 2012 at the last quarter were re-projected due to performance = \$146,046

Variance against revised budgeted draws = \$25,851

Therefore, provincial expects to meet budget for 2012. As a reminder, the budgeted deficit was approved to continue to support the enforcement program, which does not have adequate donor support and for which the Society receives no core funding. Due to cash flow needs, and YE demands, the ED will be making a withdrawal to meet the above budgeted shortfall as previously approved to do by previous motion.

The value of investments is currently \$348,709. With the budget approved for the first quarter of 2013, resulting in a status quo for the enforcement program, nearly \$60,000 was approved for drawing on investments. The ED is looking for board approval to withdrawal at her discretion in the first quarter to meet operating needs.

Motion: Motion to support drawing on investments within the confines of the approved budget: Motion by Sarah. Seconded by Lori. None opposed. Government reps abstained.

3. Appointment of the Auditor

Two proposals were presented to the board to consider for appointment of the auditors for 2012, 2013, 2014. The first proposal was from Dockrill Horwich and Rossiter and the second was from Collins Barrow Nova Scotia. The former has provided auditing services for the last several years and the latter is a new prospect.

The ED recommended the proposal from Collins Barrow Nova Scotia for two reasons: 1. Cost and 2. Outlined strategy in view of new accounting guidelines for non-profit organizations. Collins Barrow's proposal is much more specific and detailed and identified time-saving mechanisms compliant with new accounting standards while removing unnecessary narrative and details. It was also noted that they are a more experienced firm with non-profit sector work.

It was noted that three year commitment seeks to amortize heavier up-front costs associated with, research, setting up templates and mapping revenues and expenses.

It was noted that Collins Barrow Nova Scotia is currently the employer of a spouse of a board member. Said board member has recused himself from the appointment decision accordingly and the auditors have removed the spouse from the account, thus isolating both from any perceived conflict of interest.

It was noted that PO will look into possible savings through a single tender for all shelter based branches for 2013 audits. The concept of a single controller for all branches and PO for unified accounting and reporting was also raised again with a view to streamline and ease reporting and accounting pressures on the branches and PO. Further discussion deferred to Feb 2.

Poll held to vote on auditor for next three years. Government reps and NSVMA rep abstained. All others in favour of Collins Barrow Nova Scotia.

Motion: Motion to appoint Collins Barrow as the auditors for 2012, 2013 and 2014: Motion by William, seconded by Deb. None opposed. Three abstained.

4. Appointment of the Election Chair and Committee

It was shared that per the bylaws, the Chair must appoint an Election Chair. Andrea has appointed Kylene as Election Chair for the 2013 election year. Two director at large positions are up for election and applications will be sought. Should a committee be required, board members were advised to let Kylene know of potential interest to sit on the Elections Committee.

It was also noted that the next branch election year is 2014. It was noted that while branch vacancies can be filled at any time, it remains an appointment, whereas at an AGM members are elected officially. Terms will not officially begin until members are elected in at the next AGM. It was noted that two branches in particular must fill vacancies immediately. Kylene can be contacted with any technical questions.

In order to vote at the provincial AGM membership must be purchased by April 1. Provincial AGM must be held by April 30. Branch AGMs must be held by their anniversary date.

Provincial AGM is scheduled for April 13. It was noted that the Society will be looking for nominations for Golden Paw awards, which is a chance for the Society to recognize community partners and volunteers for their contributions and support. Details to be forwarded in the weeks to come. Branches are encouraged to nominate.

5. Final Agenda for Feb 2 (Extraordinary Meeting of the Provincial BOD)

This meeting is a special, in-person meeting. It was noted the meeting is extremely important and attendance is crucial. Executive branch board members are invited to bring other branch board members who may have suggestions and wish to contribute. The three key agenda discussions are: the future of the enforcement program; reconfiguring shelter operational support; and financial viability and overall sustainability. All ideas are welcome and need to be identified. It was noted that the organization has reached a critical point and that this strategic session is to address current challenges in a positive and collaborative way. The collective intellectual power of network is required to generate a solution so that the Society can effectively adapt to current financial and resource restrictions. Additional meetings may need to be required in future.

6. Update from Yarmouth

Cathy was confirmed to attend tonight's meeting but Yarmouth Branch meeting was also held tonight and may have run late. Yarmouth President Jason has taken a leave of absence for personal reasons and Cathy is currently filling the role.

ED provided brief update from earlier discussion with Cathy. Yarmouth revenue improved in December, and expense control is working. Yarmouth board currently has four active members and is working to recruit three more. Branch is also working to bring financial management back to the branch, which is currently being facilitated by PO and provincial treasurer. Noted that Cathy and Natalie will be in attendance at February 2 meeting.

7. Update from Kings (in camera)

Action items outlined from the in-camera discussion included producing a chronology of events and activities to date to be provided by Daphne and meetings to be scheduled for ED to participate in with Daphne and legal counsel.

8. Update from Cape Breton

Update provided by Carmen and Lori on year-end financial statements. Currently showing a loss of \$65,000 for 2012, with payables at \$72,000. Each month is generating a short fall that ranges between \$5000 and \$7500. Currently payables have been brought down to \$45,000 approximately, but there are over due accounts, no overdraft protection, lending options or investments.

Discussion included fundraising strategies, financial management strategies, and operational management strategies under new shelter manager including adoption strategies, labour resourcing, and capacity for care considerations. Concern was raised about sustaining positive relations with vendors based on current payables and overdue accounts. It was noted that the branch can easily slip into being three months behind on payables, which may result in suspended services to the shelter.

It was noted that when similar problems emerged in Yarmouth the action plan was to bring expenses in line with revenues within 30 days. ED recommended that the branch bring expenses into line within three months (noting that the operations are more complex) with a view to resolve the debt by the end of the year through the aforementioned strategies. Concern noted about the Society's inability to offer another bailout similar to Yarmouth. ED and SMT will continue to work with branch on operational challenges including looking at a more sensible capacity for care to ensure that the number of animals accommodated fit within the financial resources available.

It was stated that branches need to operate within their means and approach operations like a business. Animal flow needs to be analyzed for costs and revenue potential. Capacity for care and physical capacity can increase without increasing load if the emphasis is on throughput. Valid data shows that it is possible to have a higher animal flow and adopt out more animals with less physical space and a smaller number of animals in care. There is a need to look at new approaches that will enable branches to help more animals more efficiently, thereby improving efficacy and financial condition. The organization has made a strategic commitment to increase intake but this can be done by keeping a modest number of animals in the shelter, while increasing flow and adoptions.

It was emphasised that operational changes must always reflect mission critical SPCA programs contracted obligations, such as animal control, which would reduce donor support. The Society must continue to focus on the most vulnerable animals to properly reflect core values of the mission. It was strongly advised that all branches review financial and capacity trends to develop an estimated capacity for care to adhere to.

Points made relating to humane education and prevailing regard for animals within the Cape Breton region especially as indicated by the low reclaim rates witnessed through animal control contract. Education could help reduce intake pressure and could be performed by volunteers.

Chair sought a motion to support the ED's recommendation. No member offered. ED gave the branch an operational directive to bring expenses in line with revenues within three months and resolve debt load by end of 2013, while adjusting capacity for care accordingly.

9. General Branch Financial Condition and Implications (all branches)

Item to be moved to February 2 meeting as it is in line with sustainability discussions.

Matters arising

Meeting Adjournment

Motion: Motion to adjourn: Motion by William.

Next regular meeting scheduled for March 25, 2013 at 7 pm. Next extraordinary meeting scheduled for February 2, 2013 at 11 am.