



Provincial Board of Directors' Meeting
 March 23, 2013
 Extraordinary Meeting
 Art Gallery of Nova Scotia, 1723 Hollis Street

MINUTES

Elected Board	Present	Branch Reps	Present	Appointed Reps	Present
Andrea Carew (C)	Regrets	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 More-McKnight – Kings	X	Dr. Leighann Hartnett (DOA)	Regrets
Pat Lee	X	Brian Kenefick – Lunenburg	X		
William Colson	NN	Barb Tyron – Cape Breton	Regrets		
Cassandra Hanrahan	NN	Susan Chinard – Queens	Proxy	Staff Reps *	Present
Sarah Oliver	Regrets	Betty O'Neill – Antigonish	NN	Kristin Williams (ED)	X
		Cathy Hole-Smith – Yarmouth	NN	Kristine Tonks (PO)	X
		Gail Melanson – LaBaie	X		
		Leah McDonald – Colchester	Regrets		

* 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): Arnold LeBlanc (LaBaie), Jeff Dursi (Cape Breton), Kelly Welsh (PO), Sandra Flemming (SMT), Bev Mahon (SMT), David Ross (SMT)

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 (1:00)

- Charl offered Andrea's regrets
- Agenda confirmed

Branch Governance

- It was outlined that the role of branch boards in supporting animal care and operations has and continues to be problematic for the majority of branches. Several serious incidents were cited involving HR, financial, legal and policy risks and compliance issues.
- The aim of this discussion is to clarify reporting and responsibilities of branch boards and provincial staff, develop conformity and thereby address deficiencies in local governance including fund development and outreach.
- It was noted with emphasis that branch boards could provide incremental value to the branch communities if their duties were non-operational and thus contribute to their own financial sustainability.
- ED presented a possible model for discussion based on current governance model with clarification and adjustments.
- The following draft motion was developed following discussions:

Motion Draft: Vision for Change

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 (thought 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.

Instructions

Branch boards are invited to share this motion with their boards with a view to conclude the motion on the afternoon at the AGM. There will not be time set aside for additional discussion. This motion will be shared with the background documentation for context. The Branch Manager job profile will be developed and circulated next week with a key focus on business acumen highlighted. The description will be circulated for a brief period of input by the branches before being finalized. Alternative motions are welcome, though this motion will be voted on as is. Alternatives will be considered if the motion does not pass.

This motion acknowledges that the status quo is not working and that we need to redirect energy to more positive work growing and building vs. crisis management.

Alternatives to consider: branches may wish to consider their status as a branch if these changes do not suit them. Disassociation is an option and would result in the branch becoming an independent humane organization.

Meeting Adjournment

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

Next regular meeting scheduled for March 25 at 7 pm.