



Provincial Board of Directors' Meeting
 March 25, 2013
 Provincial Office, Dartmouth, NS

MINUTES

Elected Board	Present	Branch Reps	Present	Appointed Reps	Present
Andrea Carew (C)	Regrets	Lori Sutherland – Pictou	X	Barry McCarthy (DNR)	X
Charl du Plooy (T)	X	Pat Baisley – Hants	Proxy	Dr. Troye McPherson (NSVMA)	X
Kylene Mellor (S)	X	Daphne More-McKnight – Kings	X	Dr. Leighann Hartnett (DOA)	X
Pat Lee	X	Brian Kenefick – Lunenburg	X		
William Colson	X	Barb Tyron – Cape Breton	X		
Cassandra Hanrahan	NN	Martin Hilliard – Queens	Proxy	Staff Reps *	Present
Sarah Oliver	X	Betty O'Neill – Antigonish	X	Kristin Williams (ED)	X
		Cathy Hole-Smith – Yarmouth	NN	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 or Kings representing Hants) / SMT – Senior Management Team / PO – Provincial Office

Guests & Additional Branch Representatives (non-voting):

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)

- Kylene offered Andrea's regrets
- Agenda confirmed with additions
- Voting privileges confirmed

NSVMA Report

- Troye presented a letter from the NSVMA requesting that the SPCA change the promotional language around the clinic to refrain from using the term "endorsement" due to possible confusion about the NSVMA regulatory role. The ED will confirm in writing back to the NSVMA receipt and acknowledgement to conform with this request.
- Troye also offered her regrets to sit on new board associated with clinic which requires two vets and one SPCA rep. ED and Dr. Steele will determine another representative mutually per the shareholder agreement.

Consent Agenda

1. Read in of email motions: Minutes of Jan 28, Feb 2 and Mar 5 (previously approved and posted)
2. Acceptance of the ED's operational reports: Periods ending Feb 25 and Mar 18 (previously circulated)
3. Audit overrun: ED and Treasurer approved an overrun of auditing costs to address additional entries and a tax opinion for the clinic.

Motion: Motion to accept the consent agenda by William, seconded by Pat. None opposed. Appointed representatives abstained.

Governance

1. Update re Cape Breton:
 - a. Two of three board members have resigned. Currently a board under our governance model requires four members. Therefore the provincial board will act as the Cape Breton board in an interim capacity.
 - b. ED is meeting with remaining board member to discuss her interest in being an advisor to the provincial board and provincial office. There is currently no precedent to permit for non-branch board members to have voting privileges on the provincial board; however following the ED's meeting an email motion may be sought for the provincial board to make an exception in light of having no local representation with voting privileges.

- c. ED will also work to present a new board slate for approval.
- d. ED and Director of Animal Care have regular engagement with the shelter manager.
- e. ED presented a proposal for auditors for the CB branch for approval by the provincial board. The audit would be carried out with either the assistance of the outgoing treasurer or the newly hired provincial controller.

Motion: to approve selection of auditor for Cape Breton by Sarah, seconded by Charl, None opposed. Appointed representatives abstained.

2. Review of draft audited statements (to be presented at AGM):

- a. ED and Treasurer reviewed the audited statements with the board.
- b. Treasurer noted that gross expenses, even if donated, do not appear as net figures because of the accounting standard and this may cause some confusion about actual expenses incurred by the Society (i.e. legal fees which appear as high as \$63,319, but were actually \$15,116 after donated services and restitution. The same applies to office rent which is entirely donated, but appears as costing the Society \$30,720 yearly). Yarmouth and CB debts also appear as incremental administrative fees.

Motion: to approve audited statements with any required additional edits by ED and treasurer to be presented by the Treasurer at the AGM made by Pat, seconded by Gail. None opposed. Appointed representatives abstained.

3. Review of annual report template (to be presented at AGM)

- a. ED reviewed content and layout.
- b. Pat offered editing assistance to ED.

4. Review of new budget proposal:

- a. Review of revenues and expenses presented by ED. Changes noted from November include new funding by government. New expenses include additional FTE for investigations to reduce case load for inspectors and address retention issues. 2013 deficit would be \$142,045 vs. \$239,311 as originally presented and approved in November for Q1 only. ED also offered that with anticipated continued support from government and revenues projected from clinic and COMFIT, the 2014 budget would be balanced.
- b. Discussion included questions around clinic staffing and operations, branch levies and investigations support.

Motion: to approve budget for 2013 as presented made by Pat, seconded by William. None opposed. Appointed representatives abstained.

5. Review of draft constitution (to be presented and motioned at AGM):

- a. ED presented additions to constitution which more properly reflect scope of mission and mandate, vs. just legislated responsibilities. Legal opinion was sought regarding these additions.
- b. ED will highlight these additions and post on line. The constitution draft will be voted on at the AGM.

6. Review of draft bylaws:

- a. ED presented proposed changes suggested by branches. Three changes were discussed and agreed to and include (under meetings, page 5):
 - i. The anniversary date for the branch for the purpose of scheduling the AGM will refer to either the anniversary date of the formation of the branch or the anniversary date of the prior AGM.
 - ii. The quorum for an AGM shall be 10% of the membership or 20 members, whichever is the lesser (*this change addresses branches with large and small memberships and does not dully inhibit the ability to conduct an AGM*).
 - iii. Branches may seek approval to change the date of an AGM through the provincial office.

Motion: Motion by Gail, seconded by Betty. None opposed. Appointed representatives abstained.

- b. Department of Agriculture representative requested that the section regarding the composition of the Board of Directors for the Provincial Society be reviewed (page 3 section (d) and (e)).
- c. It was suggested that the "Minister of the NS Department of Agriculture or delegate", or the "Minister of the Department of Natural Resource or delegate" be changed to directly reflect what is laid out the in the legislation (per section 7 (5) of the Act): "the Board of Directors of the Society includes two members appointed by the Minister [Agriculture], who are employed in civil service of the Province."

Motion: Motion made to revise section pertaining to government appointed representatives to reflect language in the Act made by Leighann, seconded by Gail. None opposed and none abstained.

7. Status of elections:

- a. Committee Chair (Kylene) presented an update that two applications for the two director at large positions were received by the deadline. Both of the current board members in two these positions have not re-applied and therefore both new applicants will be acclaimed at the AGM (no election). Kylene will notify applicants in advance and invite them to stay for the afternoon sessions.

8. Review and approval of AGM agenda:

- a. ED presented the proposed agenda. Registration begins at 9:30; the AGM commences at 10 am and continues until 11:45 (public meeting ends). At 1 pm, the board resumes to meet for strategic discussions and continues until 4 pm. Meeting will be held at the Super 8 in Dartmouth on Saturday April 13.
- b. Discussion about membership numbers and status of renewals. Currently the Provincial Society has approximately 900 members.

Motion: Motion to accept the agenda by Pat, seconded by Charl. None opposed. Appointed representatives abstained.

9. Review of Golden Paws Nominations and selections:

- a. ED presented nominations submitted.
- b. Kylene also noted the need to recognize parting board members (to be added to the agenda and to receive parting gifts)

Motion: Motion to approve current and forthcoming nominations to receive Golden Paw Awards by Sarah, seconded by Brian. None opposed. Appointed representatives abstained.

Matters Arising

1. Status of branch levies:
 - a. 1. \$2,000 per branch as motioned in November to support expenses incurred by provincial in support of branches and 2. \$2,000 per branch to support hiring or new controller position.
 - b. ED and Treasurer reminded branches of outstanding payments due to PO.
2. Review of need for branch financial audits with new accounting role:
 - a. ED and Treasurer offered that the current policy that requires all branches to be audited starting 2013 should be revisited given the new role of provincial controller which provides arms-length review of branch financials and bookkeeping/accounting support.
 - b. Discussion regarding current branch practices, costs of auditing services, benefits, goals of achieving conformity and consistency in reporting and compliance with accounting standards.
 - c. It was noted that this would not affect Provincial's requirement to be audited or CB's requirement to be audited for 2012.

Motion: Motion to change current policy to not require future audits unless prompted by the branch, the controller, or the Provincial Board made by Charl, seconded by Sarah. None opposed. Appointed representatives abstained.

Meeting Adjournment

Motion: Motion to adjourn: Motion by Sarah. Meeting adjourned at 8:57 pm.

Next meeting is the AGM scheduled for April 13 starting at 10 am (registration at 9:30).