



Provincial Board of Directors' Meeting
May 27, 2013

MINUTES

Elected Board	Present	Regional Representation	Present	Appointed Reps	Present
Kylene Mellor (C)	X	Cape Breton & Victoria	NN	Barry McCarthy (DNR)	X
Charl du Plooy (T)	X	Hants & Kings	Daphne Moore-McKnight	Dr. Troye McPherson (NSVMA)	Regrets
Sarah Oliver (S)	X	Lunenburg & Queens	NN	Dr. Leighann Hartnett (DOA)	X
Pat Lee	X	Yarmouth & Digby	Cathy Hole-Smith	Staff Reps *	Present
Judy Layne	X	Cumberland & Colchester	Leah MacDonald	Kristin Williams (ED)	X
Jim Kochanoff	X	Guysborough & Pictou	Lori Sutherland	Kristine Tonks (PO)	X
Vacant Director		Inverness & Antigonish	Betty O'Neill		

* 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

Additional Non-voting guests: Gail Melanson (LaBaie), Pat Baisley (Hants).

Welcome and round table check in: Jim was offered welcome to his first meeting as a returning director at large. Judy was also offered welcome to her first regular meeting as a new director at large.

Confirmation of the agenda: COMFIT update and by-monthly branch meetings added to the agenda.

Motion to approve agenda by Sarah, seconded by Judy. None opposed and none abstained. Motion carried.

Confirmation of voting privileges: Branches were reminded of geographic representation for voting per bylaws. Daphne agreed to represent Hants and Kings. Cathy and Gail could not agree who would represent and it was determined that if there was a disagreement regarding a motion, it would be dealt with on a case by case basis. Note: Gail excused herself from the meeting prior to adjournment, so voting transferred to Cathy.

Consent agenda:

- o Read in of email motions:
 - o Email motion to appoint Sarah Oliver as Secretary (motioned April 25);
 - o Email motion to approve draft AGM minutes (to stay as draft until next AGM);
 - o Email motion to accept minutes of April 13, post AGM meeting;
 - o Email motion to accept minutes of March 5, 23 and 25 BOD meetings;
 - o Email motion to accept minutes of May 13 BOD meeting;
 - o Email motion to appoint Jim Kochanoff as Director at Large (motioned May 23).

Motion to accept consent agenda by Pat, seconded by Charl. None opposed and none abstained. Motion carried.

Executive Director Report:

- o Report submitted to the board. The following highlights were shared:
 - o Fundraising efforts of the last period include success of Animal Wellness Conference (80 delegates and \$12,500 in sponsorship), Alley Cat Bowl (at capacity, raising \$10,000), Cup Cake Day (\$11,000 provincially), Scotia Charity Challenge (\$5,000), Purina Infrastructure grant (\$5,000).
 - o Reallocation grant application submitted to PetSmart to apply savings to other clinic equipment. HRM approved one time funding of \$40,000 for infrastructure costs. PetSecure has been approached to kick off naming opportunities for clinic sponsorship.
 - o Task force to develop industry standards for humane organizations has been assembled. Sandra sitting on ASV review subcommittee and ED representing East Coast (tbd replacement).
 - o New animal protection bill announced April 22, regulations tbd. Continuing to provide feedback to government regarding gaps, specifics for regulations and penalty considerations. Have inquired with Premier's Office the

protocol for law amendments committee submissions. David will lead future conversations with government regarding legislation.

- LAE invited ED to present on “Organizational Risk” for “Skills On Line” – new on line training tool for non-profit and labour market development.
- Over 125 media interviews conducted so far this year.
- WOOF program named to represent Atlantic Region at International Summit for Urban Animal Strategies. Program has graduated 45 dogs, 8 offenders and 12 staff since launch of pilot.
- Art contest winners notified. Over 400 applications from around the province in both French and English.
- Branch operational changes scheduled with roll out plan over next 6 months. Expectations and key dates communicated regarding shelter audits, regulatory audits, branch operational meeting and reporting and transition from shelter manager to branch manager roles. Pet Point rollout set to coincide along with HR performance surveys and governance and volunteer engagement meetings.
- Approved loan of \$42,000 to address CB shelter payables. Currently over \$60,000 in debt. Media interest has resulted in opportunity to communicate to the community ongoing operational needs. New budget set with reduced capacity to care, increased transports and increased fundraising.
- Q1 statistics for animal care and investigations were finalized and posted.
- New controller position expected to be in place next week.
- ED transition plan with critical file transfer developed and shared with SMT. Future meeting with Executive tbd prior to departure.
- Final shelter clinic shareholder and accompanying agreements in place. DOL insurance application submitted this week. WOOF agreement expected to be complete in next two weeks. Wind agreement not expected before summer/fall.
- Final regulatory NSVMA audit conducted at the clinic and was approved. Grand opening event planned for June 5.
- Pat noted that Girl Guide Challenge ‘Pawprints on your Heart’ has seen 500 girls participate so far in 2013.

Wind Update:

ED provided an update on the project. ED and Executive met with developer prior to the board meeting:

- Attempted to meet with wind advocate group earlier this month, but meeting deferred. Awaiting list of questions from group’s spokesperson which has been requested by the ED and developer, at which time a new meeting time will be set. Timeline for project has been extended 6-8 months. Community meetings continue to be met with great support. Project revenues are going to have a set guaranteed minimum and maximum over the lifecycle of the project. Considerations around maintaining COMFIT eligibility and CRA status remain at the forefront. ED will resend presentation of Wind project to branches to address any questions they have regarding the project. A FAQ is also in development. Additional questions should be forwarded to the developer.
- ED with Executive approval put forward the following for consideration by the board:
 - Reuben to continue to act as a volunteer advisor to the board of directors in the area of funding strategies associated with wind development;
 - The directors of Affinity Renewables remain Charl, Reuben and Kristin. Kristin has agreed to remain an advisor/consultant to the project (any associated expenses to be addressed by Affinity);
 - Reuben to act as the sole contact for community engagement and media requests;
 - Reuben to prepare a letter of intent to outline understanding of the project (until the forthcoming shareholder and partnership agreement is put in place).

Motion to accept wind project management components by Jim, seconded by Gail. None opposed, Leighann and Barry abstained. Motion carried.

Governance:

1. Voting Committee Report (review and motion)

- Lori and ED presented findings of the voting committee report (herein posted with the minutes). The committee was comprised of Maggy Burns of Ecology Action Centre who was also involved in developing the newly formed Community Sector Council, and Grant MacDonald, an associate professor with Dalhousie University who teaches non-profit leadership and governance.
- Discussion was initiated around each of the four recommendations. Particular emphasis paid to moving board activities to be more strategic and maintaining current composition of voting per bylaws vs. returning to a larger

composition, which was viewed by some as taking a step backwards in the context of the desired future model. It was also suggested that branches engage in branch community meetings with elected involvement separate from provincial meetings as an avenue for round table discussions and sharing session on topics that need not necessarily be discussed at the provincial table. Examples of topics, include: fundraising and community engagement.

- Four recommendations:
 1. Establish greater consistency of board member participation (one person representing the regions and maintain current voting model)
 2. Increase strategic focus of provincial board deliberations (set strategic agenda)
 3. Broaden the job requirements of volunteer director selection (use of strategic ad hoc committees)
 4. Move away from formalized branch representation (recruit based on strategic needs, not based on branch composition)

Motion to accept recommendations with a view towards incorporating changes over time by Judy, seconded by Pat. None opposed and none abstained. Motion carried

2. Review of affected policies per recent motions (review and motion)

Item deferred due to time. It was agreed to position items as an email motion as they are incorporating pre-approved changes. Any notes can be tabled for discussion at the next meeting.

3. Financial updates from Branches (reports from branches)

Branches were reminded to report on financial condition to avoid surprises as recently experienced in Cape Breton. New controller position is also expected to be able to provide reports on branch financials in the coming weeks/months.

4. New board member orientation (report from new directors)

Deferred due to time.

5. Appointment of new Director at Large (discussion/plan)

Executive will be working on recruitment for current vacancy. Stephen has resigned due to professional changes and commitments.

6. Review of transition plan and ED/CEO recruitment (plan and motion)

Recruitment method options reviewed and Knightsbridge Robertson Surette was tabled as recruiter of choice by the Executive:

- Professional services include 6 month probationary period and replacement guarantee
- \$15,000 non-profit fee, plus \$5,000 in kind (which would be covered with ED wages during vacancy)
- Executive will serve as selections committee and Kristin has agreed to also participate
- Provincial Board and SMT will be involved in final selection
- CEO title to remain as a reflection of how the job has grown
- Job profile already drafted by Kristin
- Wages set at current approved budget

Motion to approve the selections committee of Kylene, Sarah, Charl and Kristin and to use Knightsbridge in the recruitment for the new CEO approved by Sarah, seconded by Daphne. None opposed. Leighann and Barry abstained. Motion carried.

Matters Arising

Kristin was thanked on behalf of the board, members and animals across the province for her tireless efforts as ED. Farewell gathering planned and date to be determined in consultation with branches and staff.

Motion: Meeting adjourned at 9:08 pm

Next regular meeting scheduled for July 29 at 7 pm.