



Provincial Board of Directors' Meeting

March 2, 2015

MINUTES

Elected Board	Present	Regional Representation	Present	Appointed Reps	Present
Jim Kochanoff (C)	X	Cape Breton & Victoria (Barbara Tryon)	X	Barry McCarthy (DNR)	NN
Charl du Plooy (T)	X	Hants & Kings (Daphne Moore-McKnight)	X	Dr. Troye McPherson (NSVMA)	Regrets
Sarah Oliver (S)	X	Lunenburg & Queens (Jill Grafton)	NN	Dr. Leighann Harnett (DOA)	X
Judy Layne	X	Yarmouth & Digby (Gail Melanson)	X	Staff Reps *	Present
Cara Boston	X	Cumberland & Colchester (Leah McDonald)	X	Elizabeth (CEO)*	X
Tom Wile	X	Guysborough & Pictou	N/A		
Susan Tate	X	Inverness & Antigonish (Raylene Dewan)	Regrets		

* Non-voting / NN – No Notice / C - Chair / T – Treasurer / S – Secretary / CEO – Chief Executive Officer / 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

Welcome and Check In (7pm)

- Agenda confirmed
 - Item added: Veterinary Hospital update in Cape Breton

- 5 year Strategic Plan
 - Review of comments/suggestions received from Board members by Lisa Tilley from Bluteau DeVinney
 - Focus to be placed on the number of animals that are now being helped and our 'No Kill' strategy and results
 - Priorities to be determined by the Board with specifics and tasks determined by staff
 - Edits to be completed by Daphne, Leah and Susan with input from Sandra on our history. Timeline – to be completed by March 13, 2015
 - Action items and specific tasks to be reviewed at the next Board meeting (to be provided by Elizabeth a week in advance of the meeting).

- AGM & Governance update – presented by Judy
 - Term limits:
 - Current – maximum of 2 consecutive 2- year terms (4 years)
 - Proposed - maximum of 3 consecutive 2-year terms (6 years) in any one position; maximum of 4 consecutive 2-year terms (8 years) overall. When maximum service has been reached, a member must sit out for a term (2 years) before re-offering for service on the Provincial Board.
 - Composition of Provincial Board:
 - Consider increasing the size of the Provincial Board Executive (Bylaws - Executive #6)
 - Include provision for a Vice-Chair
 - Include the requirement that a Vice-Chair must be on the Board for a minimum of 6 months prior to offering for this position.
 - Board Member Accountability:
 - Reduce the number of allowable absences at Board meetings (Governance Policy G/110/201111; Bylaws - Ineligibility and Removal of Board Members and Branches #12.c)
 - Current - 'If a Board member is absent from three consecutive meetings without sufficient reason, the Board member may be removed from the Board.'
 - Proposed - 'If a Board member is absent from two consecutive meetings or three meetings during the year without providing advance notice and without sufficient reason, the Board member may be removed from the Board.'
 - Election of Board Members:
 - Simplify the system for electing Board members (Policies - Governance G/106/201111; Bylaws - Election of Boards, #8)
 - Current - positions are identified for election, even when currently filled.... 'to ensure continuity on the Board, 2 Directors at Large (50%) shall be elected each election year. The Board Executive shall be elected every other election year.'
 - Proposed - nominations are held annually for vacant positions and new Board members are elected by the membership at the AGM. When vacancies occur throughout the year, Directors are appointed by the Board on an interim basis until they are formally elected.
 - Items to be circulated and motioned via email.

- Investment Committee
 - Elizabeth to circulate the draft terms of reference to interested members (Tom, Sarah & Daphne)
 - Committee to look at best approach to invest current PO investments and branch investments in order to maximize returns

- Cape Breton Hospital
 - Currently over budget by approximately \$80,000 due to changing from a clinic to a hospital to increase scope of services and potential future revenue.

- Motion to divest \$80,000 to pay for over budgeted amounts with repayment back to investments to be completed by December 31, 2015. Motioned by Sarah and seconded by Leah. None opposed, Leighann abstained.
- In-camera session held.
- Meeting adjourned at 9:09PM
- Next meeting date to be on April 13, 2015 at 7PM.