

**NS SPCA Board of Directors Meeting
March 26, 2018
Minutes**

Elected Board	Present	Regional Directors	Present	Appointed Reps	Present
Jim Kochanoff (C)	X	Halifax & Lunenburg Region (David Phillips)	NN	Barry McCarthy (DNR)	X
Charl du Plooy (T)	Regrets	Kings Region (Lynne Riguse)	Regrets	Dr. Jennifer MacKay (NSVMA)	Regrets
Sarah Oliver (VC)	Regrets	Yarmouth Region (Jill Grafton)	X	Department of Agriculture (Laura Buckland)	Regrets
Judy Layne	X	Cumberland & Colchester Region (Leah McDonald)	X	Staff Reps *	Present
Cara Boston	X	Antigonish Region (Linda Williams)	Regrets	Elizabeth Murphy (CEO)*	X
Jessie Irving	X				
Virginia Jones	Regrets				

* Non-voting / NN – No Notice / C - Chair / T – Treasurer / VC – Vice Chair / CEO – Chief Executive Officer/Proxy - when a regional representative is represented by another regional representative per the governance model (ie. Lunenburg representing Queens)/SMT – Senior Management Team/PO-Provincial Office)

I. Welcome & Check-In (7:05pm)

II. Confirmation & Approval of Agenda and Past Minutes

- Review of Financial Information to be included as a standing item on all future agendas
- Audited Financial Reports added after III. AGM
- Approval of January 29, 2018 minutes deferred to next meeting

III. Business Arising:

a) Elections

- The Elections Committee presented its report to the Board
- Two applications were received for the Director-at-Large position that required a CPA designation.
 - One application was late and was held pending interviews
 - The Committee is recommending Alex Bauld (CA/CPA), a Senior Tax Manager with PwC in Halifax.
- One application was received for the other Director-at-Large position
 - It was determined that the candidate was not a good fit for the Board’s requirements
 - With this in mind, Virginia has agreed to stay on the Board with previously noted caveats
- No applications were received for the Cape Breton Regional Director position.

- P.O. is continuing to advertise this position/engage with the community
- Sarah is willing to assume the Treasurer's role for the coming year.
- Jessie is willing to assume the role of Vice-Chair for the coming year. A P.O. admin staff member will take minutes at future Board meetings.
- The two acting Regional Directors need to be formally elected at the AGM.
- There was no quorum so an email vote on the committee's recommendations will be sent to the Board.
- It was suggested that the Call for Applications be sent to the Board in future for shoulder-tapping of potential candidates

Regional Director Role

- Given the challenge filling Regional Director positions, it was asked if there is an alternate structural model that would still include liaison with the regions
- It was noted that:
 - our structure, including FSCs and Regional Directors, is relatively new and we are still transitioning. Not every region has an FSC; needs of each region are unique
 - Regional Director responsibilities have not yet been clearly defined. This is to be a collaborative process with FSCs
 - It was agreed that it may be premature to discuss an alternate model

Annual Self-Assessment Tool for Board Members

- The Elections Committee feels it would be beneficial to have a self-assessment tool whereby individual Board members can reflect on their contributions over the year.
- The tool could also be used as the basis for annual discussion with the Chair
- Judy agreed to draft a tool

b) AGM

- The AGM will be held on April 28th at the 7 Scarfe Court auditorium
- A pop-up appears on the SPCA website about the AGM. Info was also included in the recent direct mail piece.

c) Draft 2017 Audited Financial Statements

- The Board needs to approve these statements for inclusion in the 2017 Annual Report and to present at the AGM
- Elizabeth and Charl will meet with the auditors this week
- There was no quorum, so an email motion will be sent to the Board to approve draft statements

d) Summary Operating Statement for the Period Ending Jan 31/18

- A brief discussion was held. It was agreed that the reporting format is good. It was noted that Thrift Stores are doing well with Courtney's oversight; Cape Breton is scheduled to open in April

e) SPCA Campus

- Elizabeth provided a brief update

f) Strategic Plan Review

- Completed transcriptions of the fall 2017 strategic planning session are now available on the Board intranet
- It was agreed to discuss one strategic pillar at each Board meeting. It would be timely to discuss TNR at our next meeting. Heather will attend and Linda Felix (Spay Day HRM) will be invited.

IV. Standing Items

a) CEO Report

- The report was accepted for information, with discussion of several items

b) Development & Communications Committee

- A new staff member, Wendy, is responsible for digital marketing strategies, including the website. Innovative funnels and pop-ups have been created to drive traffic from adoptions to ways to help (ex. Chase the Ace, Donate). As the website evolves, we can track how these strategies impact our bottom line.
- Emily and Taylor have made significant inroads in creating partnerships with many companies in the community (ex. IKEA, East Coast Lifestyle, Chapters)
- Jim will send emails to Courtney, Taylor and Emily acknowledging their contributions. They will be invited to attend a future Board meeting.

c) Investment Committee

- The committee met with our financial advisor and is satisfied with how our investments are performing. Our investments are considered less volatile/lower risk.

IV. Next Meeting

- AGM to be held: April 28, 2018
- Next regular Board meeting to be held: May 28, 2018.

V. Adjournment

- Meeting adjourned at 9:05 PM.