

Meeting: BOARD OF DIRECTORS (Inaugural Meeting of New Board)
Date: August 8, 2009
Time: 12:30 pm
Location: St. Stephen's Church Hall, Saanichton

MINUTES

In attendance: Alastair Craighead, Briony Penn, Carol Pickup, Cheryl Bryce, David Merner, Elspeth McVeigh, Frances Pugh, Ken Millard, Todd Wong

By Phone: Magnus Bein

Regrets: Barry Glickman

Staff & guests: Derek Ashurst, Bill Turner, Ian Fawcett, Kathleen Sheppard, Nichola Walkden; TLC staff & TLC members

1. CALL TO ORDER:

Meeting called to order at 12:45 pm. In the absence of a current chairperson, Derek Ashurst (TLC legal counsel) called the meeting to order.

2. INTRODUCTIONS:

Derek Ashurst reported that, as the result of the mail-in ballot, concluded on August 7, that the following Directors had been elected, effective immediately, for terms of one, two or three years, to be determined at this meeting: Magnus Bein, Cheryl Bryce, Alastair Craighead, Barry Glickman, Elspeth McVeigh, David Merner, Briony Penn, Carol Pickup, Frances Pugh, Ken Millard, Todd Wong. The Directors introduced themselves.

3. AGENDA:

The agenda was adopted as circulated.

4. ELECTION OF OFFICERS:

a) Eligibility

Carol Pickup asked for an explanation of the eligibility rules relating to the election of officers. Bill Turner explained that a Director must have served on the Board for a period of one year in order to serve as Vice-Chair, Treasurer, or Secretary. To be eligible for the office of Chair, the Director must have served for at least two years as an Officer. However, if all eligible Directors decline an Officer position, then the Board may waive the eligibility requirements.

b) Election of Chairperson

Derek Ashurst called for nominations for the position of TLC Chair, making the request for nominations three times.

Alastair Craighead was nominated by Carol Pickup for the position of Chair, seconded by David Merner. Alastair was acclaimed as Chair.

Alastair Craighead assumed the Chair for the meeting, with thanks to Derek Ashurst.

c) Election of Vice-Chairperson

Alastair Craighead called for nominations for the position of Vice-Chairperson, making the request for nominations three times.

Briony Penn was nominated by Ken Millard for the position of Vice-Chair, seconded by Elspeth McVeigh. Briony was acclaimed as Vice-Chair.

d) Election of Treasurer

Alastair Craighead called for nominations for the position of Treasurer, making the request for nominations three times.

Elspeth McVeigh was nominated by David Merner for the position of Treasurer, seconded by Briony Penn. Elspeth was acclaimed as Vice-Chair.

e) Election of Secretary

Alastair Craighead called for nominations for the position of Secretary, making the request for nominations three times.

David Merner was nominated by Ken Millard for the position of Secretary, seconded by Elspeth McVeigh. Briony was acclaimed as Secretary.

5. TERMS OF OFFICE FOR DIRECTORS:

The Directors discussed their respective preferences as to their terms of office and agreed on the following terms.

Directors who will serve a one year term: Carol Pickup, Cheryl Bryce, Frances Pugh, and Magnus Bein.

Directors who will serve a two year term: Barry Glickman, David Merner, Ken Millard and Todd Wong.

Directors who will serve a three year term: Alastair Craighead, Briony Penn and Elspeth McVeigh.

6. EXECUTIVE DIRECTOR POSITION:

Moved (Briony Penn) / Seconded (Ken Millard) that the Board of Directors reaffirm TLC's commitment to fulfilling the terms of its contract with Bill Turner (as TLC's Executive Director) and that the Board will review the terms of the contract at a subsequent meeting of the Board. Carried (unanimous).

7. LEGALLY BINDING AGREEMENTS:

Moved (Ken Millard) / Seconded (Briony Penn) that any two Directors, or the Executive Director and any Director, may sign legally binding agreements (such as Conservation Covenants) on behalf of TLC. Carried.

8. SIGNING AUTHORITY WITH FINANCIAL INSTITUTIONS:

Moved (Carol Pickup) / Seconded (Elspeth McVeigh) that any two of the four Officers of TLC and the Executive Director will have the authority to sign any documents required by financial institutions. Carried.

9. OTHER BUSINESS:

a) David Merner proposed that at its next meeting the Board consider the creation of an Audit Committee and a Strategic Human Resources Committee.

b) Magnus Bein proposed that the Board consider using "Google Docs" as a tool for sharing and reviewing documents.

c) Elspeth McVeigh proposed that the Board set a date for a Board retreat and all Board members agreed to consult by e-mail regarding the best date for a retreat.

10. NEXT MEETING:

The next scheduled meeting is a regular Board Meeting to be held on Saturday, August 15 at 11:00 am at Head Office.

11. OPEN FORUM DISCUSSION WITH MEMBERS:

TLC Members were invited to provide comments, ask questions and/or provide suggestions for the Board. The following points were raised:

- Derek Ashurst expressed his delight at the Board's reaffirmation of the TLC's contract with Bill Turner.
- Don Caverley noted the Meeting's presence on Coast Salish territory. He also reported on his experience as a scrutineer during the ballot-counting for the August 7 election, stating that the election was very well run, that TLC staff had performed admirably throughout the day, and that David Cubberley (Election Commissioner) ran an "A plus" process. He also suggested that the Board consider whether annual elections are necessary. He concluded by stating that the Board will be watched by members and donors, and that it is important for the Board to adhere to the Constitution and Bylaws of TLC
- Ian Fawcett, also a scrutineer during the August 7 election, suggested that David Cubberley's tremendous contribution as Election Commissioner be formally recognized by the Board. Ian also recognized the presence in the audience of Gary Holman, an election candidate.
- Ramona Scott indicated that various staff members "put in hours and hours and hours" in preparing for the election and she named, Wendy, Valerie, Jane, Beth and Will in particular. She also indicated that Linda Hannah performed admirably as an excellent TLC manager under very difficult circumstances.
- Moved (Briony Penn) / Seconded (Carol Pickup) that (a) the Board acknowledge and send our "thank yous" to David Cubberley, the scrutineers, the volunteers, and the staff for a job well done on the election and (b) the Chair meet with the staff on Monday morning to express the Board's appreciation. Carried.
- Nathalie Chambers recognized David Cubberley for his role as Elections Commissioner, as a donor to Madrona Farm, and as a Saanich mayoral candidate. She also thanked all those who contributed to fundraising for Madrona Farm.
- Alastair Craighead thanked all the volunteers, led by Nathalie Chambers, who prepared the food for the meeting.
- Bob Turner identified himself as Bill's brother and thanked everyone for all their hard work over the past four months. He indicated that successful Boards act like functional families where the members talk a lot and treat each other respectfully. He indicated that it takes time for Board members to really get to know each other, but the effort will be worth it.
- Magnus Bein mentioned that TLC members in BC's Interior have specific concerns and interests regarding communications, the situation in the Kimberley office and the Teck Cominco lands.
- Briony Penn said it was very important to reach out to members of the former Board and to candidates who were not elected. She mentioned the importance of Board outreach, characterizing it as a key Board function and concluding "This Board is up to it!"

12. ADJOURNMENT:

Moved (Carol Pickup) / Seconded (Todd Wong) that the meeting adjourn. Carried. Meeting adjourned at 2:10 pm