

Meeting: BOARD OF DIRECTORS (Regular Meeting)
Date: August 15, 2009
Time: 11:00 am
Location: TLC Head Office, 1195 Esquimalt Road, Victoria

MINUTES

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

By Phone: Magnus Bein, Briony Penn

Regrets: Barry Glickman

Staff & guests: Bill Turner, Ian Fawcett, Kathleen Sheppard, John Keller; TLC staff & TLC members.

1. CALL TO ORDER:

Alastair Craighead called the meeting to order at 11:05 am.

2. AGENDA:

Moved (Carol Pickup) / Seconded (Todd Wong) that the agenda be adopted as circulated. Carried.

Alastair Craighead reported that Vicky Husband, former Board member, had requested an opportunity to speak with the Board *in camera*.

Moved (Carol Pickup) / Seconded (David Merner) that the Board agrees to the request to hear from Vicky Husband *in camera*. Carried.

3. CHAIR'S REPORT:

Alastair Craighead indicated that the past week has been very busy and that the Board will be addressing the key issues today.

- He circulated a letter from Walter and Carol Latter for the Board's review, relating to the election campaign, the election results, and the way forward for TLC.

Moved (Frances Pugh) / Seconded (Ken Millard) that the Board formally express thanks, on behalf of TLC, to the staff, scrutineers, volunteers and to David Cubberley. Carried unanimously.

4. MINUTES OF PREVIOUS MEETINGS:

David Merner summarized the process agreed to by the Board as to how it wants to handle the Minutes:

- a) David will send Minutes to Board members by e-mail, together with a short summary of the Minutes for TLC's web site and a summary of the key action items.
- b) The approval process will take place by e-mail, with the objective of posting our Minutes on the TLC web site within three or four days of the Board meeting, if possible.
- c) The Board will replace "Review of Minutes" on its standard agenda with "Review of Action Items from the Last Board Meeting".

Moved (Ken Millard) / Seconded (Carol Pickup) that the Minutes of the meeting of August 8 be approved. Carried.

5. BOARD COMMITTEES:

Board members discussed the importance of using committees to reach out to the TLC community: including TLC members, staff, volunteers, donors, people who ran for election but were not elected, and members of the previous TLC Board. The Save TLC team also campaigned on the basis that it

would serve as an active board, taking on the financial issues facing TLC and addressing other such challenges in an active way.

Carol Pickup indicated that the function of the Board is to oversee all TLC activities. This does not mean it should interfere in day-to-day management; however, it does mean TLC's Board must take ultimate responsibility for TLC.

Moved (David Merner) / Seconded (Carol Pickup) that TLC create two Board advisory committees, an Audit and Finance Committee, and Human Resources Committee. Carried.

6. PRIVACY ISSUES:

a) Supreme Court of British Columbia Decision

Alastair Craighead explained one of the important concerns raised at Monday's staff meeting, that the names and addresses of TLC members should not have been released during the recent Board election, given the importance of privacy principles and confidentiality rules to TLC and its reputation.

The Board then discussed the principles at stake. On one hand, TLC highly values privacy interests and confidentiality obligations to members. On the other hand, the first founding principle of TLC is that it is a democratic organization. Democratic election campaigns, whether federal, provincial, municipal, or for volunteer agencies depend on access to a proper list of voters. The Supreme Court of British Columbia weighed these principles and found that the list of members should be released for the purpose of an open and fair Board election campaign. While TLC has not yet been provided with the written reasons of the Supreme Court judge, the judge rendered an oral decision from the Bench to the effect that the release of TLC members' names and addresses was not only appropriate and fair in a TLC Board election campaign, it was required by law.

Carol Pickup pointed out that we must continue to keep our membership list confidential in other contexts and that the list must only be used for legitimate Society purposes.

7. LOGISTICAL INFORMATION:

- Ian Fawcett explained that the TLC Expense Claim form will be on the web site and Board members must keep receipts to justify any claims they make. Board members can also put in a claim, and then donate back the reimbursement. That way Board members receive a charitable tax benefit and TLC earns revenues.
- Bill Turner explained to Board members who require lodging when they travel to Board meetings that TLC can arrange for accommodation that does not cost anything to TLC. We also have air miles travel cards that can help to pay for travel costs incurred by Board members who must fly to a Board meeting from remote parts of the province.
- Ian Fawcett will circulate TLC's guidelines on travel costs by e-mail. Ian asked that the Board verify the contact information on the contact sheet and the complete version will be sent around.

8. INFORMATION BINDER:

- Bill Turner provided an overview of the package's documents, including:
 - a) a staff list
 - b) a confidential list of contact information
 - c) TLC's financial obligations as of July 15
 - d) unaudited Consolidated Financial Statements, date April 30, 2009 (Note: a meeting will be held with the auditors on the statement this coming Friday, and the final version will be presented to the AGM)
 - e) briefing notes on Priorities for the Board, Keating Farm, Squamish Gravel Pit, Madrona Farm, Use of Covenants to Protect Fee Simple Properties, Staffing in the Vancouver Island Region, Okanagan, Discounts of Cottage Rentals, IT infrastructure Maintenance, Staff Position Request, Liability of Directors in Non-Profit Societies, Liability Issues and Board Responsibilities
 - f) Twenty Questions About Governance

g) the current Constitution and By-Laws of TLC

- Carol Pickup made the suggestion that confidential documents be printed on coloured paper.
- Bill Turner indicated that the Board will receive information by e-mail on the level and type of insurance coverage.
- Ian Fawcett indicated that the Board web site will also contain an up to date version of the Board binder.
- Bill indicated that the package was put together by Linda Hannah and TLC staff. The Board indicated its thanks to all the people who helped pull it together.

9. PROPOSED MEETING SCHEDULE:

- The Board agreed to meeting on the Fourth Saturday of every month, beginning with a meeting in two Saturdays from today. Comments included the fact that face to face, open board meetings are important especially in this time of transition.
- The AGM on Saturday, September 26 is an opportunity to hold a Board retreat and also to hold meetings with members, donors and others.
- The first meeting in Vancouver will be held on October 24. Todd Wong will be inviting people to the open meeting and there may be an opportunity to meet with donors.

10. FUNDRAISING REPORT:

Bill Turner and John Keller, Manager of Donor Relations, reviewed the current fundraising situation.

- Key people on the fundraising team include:
 - Wendy Innes, Manager, Member Care
 - Anne Armstrong, Planned Giving Coordinator and Manager, Okanagan Region
 - Heather Skydt, Manager, Communications
 - Jennifer Hobson, Graphic Design Specialist
 - Valerie Jane Watkins, Production CoordinatorThe fundraising team also has some positions to fill.
- TLC's challenge is to raise \$2 million over the next 6 months. This is a very daunting target, and will require a concerted effort, beginning with the contacting of historical donors who were waiting to see how TLC's Board election turned out.
- As part of our fundraising plan, we need to grow our membership, including growth in Vancouver and the Okanagan. We may use a professional firm to help generate new memberships. In the past, we have had good success with door-to-door membership sales in Vancouver. We are in the public eye now and this constitutes an opportunity. If each Board member sells 50 memberships, and half of those new members each sell a membership that will drive our memberships up above 1,000. A membership target will be brought to the Board at its next meeting.
- We need to expose people to what we do as an organization -- we need to spend time with members, donors, bequesters face to face. This includes the Board: Board members should be acting as fundraising ambassadors for TLC, especially with the people we meet in our daily lives. We can host a "friendraiser" at our house. We can also gift memberships to family and friends.
- The Saanich Fair is being held on September 5 to 7. A sign up sheet will be circulated to Board members
- The next Landmark is being prepared. The TLC newsletter brings in \$15,000-\$20,000 per mail out. It costs around \$8,000.
- Much work is going into internet and web based tools.
- Heather Skydt's Briefing Note on "Reasons" Membership was circulated to the Board.
- Board members who want to set up a "friendraiser" should contact Bill in Victoria, John in Vancouver, or Anne in the Okanagan.
- Briony Penn will be hosting 500 people at an Eco Home tour on Sunday, August 16 and will use it as a TLC member sign-up opportunity.

The Board moved in Camera to discuss several items.

11. REPORT FROM IN CAMERA SESSION

a) Human Resources Committee

The Board approved a motion that Cheryl Bryce, David Merner and Carol Pickup report at the next meeting of the Board on a proposed mandate and membership for the TLC Board Human Resources Committee.

b) Finance & Audit Committee

The Board approved a motion determining that the membership of the TLC Board Finance and Audit Committee would include Elspeth McVeigh (as Chair of the Committee), Alastair Craighead, and Bill Turner. Frances Pugh agreed to serve as a substitute for Alastair if he is unable to attend a meeting. The first meeting of the Finance and Audit Committee will be held on Friday and the Committee will meet with the auditors on Friday.

c) Governance

The Board agreed that it should review governance issues at a Board retreat in September, and it will invite a governance expert to speak with the Board at the retreat.

12. NEXT MEETING

The next scheduled meeting is a regular Board Meeting on Saturday, August 29 at 11:00 am, to be held at Head Office.

13. ADJOURNMENT

Moved (Todd Wong) / Seconded (Elspeth McVeigh) that the meeting adjourn. Carried. Meeting adjourned at 4:45 pm.