

**Meeting:** BOARD OF DIRECTORS (Regular Meeting)  
**Date:** August 29, 2009  
**Time:** 11:00 am  
**Location:** TLC Head Office, 1195 Esquimalt Road, Victoria

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## **MINUTES**

**In attendance:** Alastair Craighead (Chair), Briony Penn, Elspeth McVeigh, David Merner, Magnus Bein, Cheryl Bryce, Ken Millard, Carol Pickup, Frances Pugh, Todd Wong

**By Phone:**

**Regrets:** Magnus Bein, Cheryl Bryce, Barry Glickman

**Staff & guests:** Bill Turner, Ian Fawcett, Kathleen Sheppard, John Keller

### **1. CALL TO ORDER:**

Meeting called to order at 11:00 am. Alastair Craighead in Chair.

### **2. IN CAMERA SESSION**

Moved (Carol Pickup) / seconded (Todd Wong) that the meeting move in Camera to discuss several items pertaining to finance and governance. CARRIED.

The meeting reconvened in Open Session at 1:00 pm.

### **3. AGENDA:**

Approved as circulated.

### **4. MINUTES OF PREVIOUS MEETINGS**

Moved (Carol Pickup) / seconded (Fran Pugh) that minutes be posted immediately following their approval by e-mail by a majority of the Board and then we will give members a second chance to review minutes at the next board meeting. CARRIED.

### **5. CHAIR'S REPORT:**

#### **a) Correspondence**

- A letter from Walter Latter regarding TLC operations was received and circulated. The Chair will provide a response.
- A letter from Denise Savoie, MP for Victoria, offering her support for TLC's work was received and circulated.

#### **b) Meetings**

- The Chair reported that he attended an event at Craigflower regarding a donation of Federal and Provincial Government funding for fire restoration work. Good press reports ensued from the event.
- The Chair reported on his meeting with Abkhazi Garden staff and volunteers, indicating that there seems to be a lot of misinformation circulating, particularly about the availability of funds for the Garden. There was also an opportunity to follow up with some of the staff and volunteers present on the availability of funds for supplies.

### **6. HONORARY DIRECTORS:**

The consensus of the Board was that honorary directors should be invited (as with other members) to attend Board meetings, but should not be included in camera sessions as that role should be restricted to elected directors.

- Elspeth McVeigh suggested that we consider some sort of Senate or "brains trust" for TLC, consisting of people who have been deeply involved. This would be an honorary role. They might meet four times per year, in appropriate circumstances.
- Bill Turner indicated that TLC currently has an advisory panel of eminent professionals, who do not meet as a group but are consulted as appropriate on matters relating to their expertise.
- Bill Turner also indicated that the David Suzuki Foundation has a Council of Elders, and that this may be appropriate for TLC as well.

Moved (Elspeth McVeigh) / Seconded (Todd Wong) that ideas relating to an honorary council be referred to the HR committee, and further discussed at the Board retreat. CARRIED.

#### **7. INSURANCE:**

Ian Fawcett circulated a document regarding TLC's insurance coverage and reviewed the main points, indicating that Directors' & Officers' liability coverage is at \$1 million, and that TLC's general liability coverage is \$5 million.

Elspeth McVeigh raised the issue of insurance coverage relating to the financial obligations of TLC, and it was agreed that Derek Ashurst be invited to speak to Directors at the retreat about this matter.

#### **8. E-MAIL ACCESS:**

Ian Fawcett reported that all Board members will be provided with a TLC e-mail addresses, to be used for all Board purposes. He also encouraged the Board to use the "List Serve" distribution list to ensure that all Directors are included in e-mails.

#### **9. CLIMATE CHANGE DECLARATION:**

Bill Turner circulated and reviewed the penultimate version of the Dublin Declaration on Climate Change (prepared on behalf of the International National Trusts Organization) that will be carried forward to the Copenhagen conference on climate change.

Moved (Briony Penn) / Seconded (Carol Pickup) that The Land Conservancy endorses and supports INTO's Dublin Declaration on Climate Change.

- Bill Turner indicated that TLC will be hosting the INTO conference in 2011, in partnership with the Heritage Canada Foundation. He stated that the conference is expected to be self-funding and organizing work will be covered by grants.

#### **10. PRIVACY POLICY:**

Ian Fawcett proposed that the Board amend its Privacy Policy to reflect more accurately the situation resulting from the decision of the Supreme Court of British Columbia regarding access to membership information.

Moved (Ken Millard) / seconded (Carol Pickup) that the Privacy Policy be amended by removing the last paragraph of the existing policy, naming Ian Fawcett as TLC's Privacy Officer, and appending the Ten Principles of privacy adopted by the Canadian Standards Association. Carried.

#### **11. DECLARATION OF INALIENABILITY:**

Kathleen Sheppard reported that TLC has 20 properties that have never been declared inalienable. By making the property inalienable, TLC cannot place mortgages on or dispose of the property unless the membership agrees. This provides a greater level of protection for our conservation properties.

Moved (Briony Penn) / seconded (Fran Pugh) that the property identified as the Fort Shepherd Conservancy Area be declared inalienable. CARRIED.

Moved (Briony Penn) / seconded (Ken Millard) that the property identified as the Peach Cliff be declared inalienable. CARRIED.

Moved (Briony Penn) / seconded (Fran Pugh) that the property identified as Phases 3 and 4 of the Wycliffe Wildlife Corridor be declared inalienable. CARRIED.

## **12. DEVELOPMENT REPORT**

John Keller (Director of Development) reported on recent and upcoming development team activities, including:

- A tour of Madrona Farm will be held on Saturday, September 26 at 9:30 am
- A donors' social event will be held at Abkhazi on Sunday, September 27 at 5:30
- A Legacy Tea for potential planned givers will be held at Abkhazi on Monday, September 28, at 2:00 pm
- A donors' social event will be held at Baldwin House on Tuesday, September 29 (time to be determined).
- Alison Spriggs has been assigned to working on the Madrona campaign.
- A fundraising appeal letter will be going out to members this week, and a Landmark will be sent in ten days
- Discussions are underway with Public Outreach regarding door-to-door membership sales in the Vancouver area. It is anticipated that up-front cost will be recovered in about 6 – 8 months.
- TLC will have a booth at the Saanich Fair, next weekend, and volunteers are needed.
- A "Chefs Survival" fundraiser will be held at Madrona Farm on October 4, tickets are \$75 each.

Bill Turner reported that:

- the fundraising goal by the end of the fiscal year has been set at \$2.5 million.
- the remaining target for the Madrona campaign is approximately \$1 million. Deadline date is January 15, 2010.
- Teck-Cominco has signed the \$400,000 gift for an endowment fund for the Fort Shepherd property. The Audit and Finance Committee will review how to invest the funds.
- Board members may want to give TLC gift memberships for Christmas. We will sell around 1,000 gift bears and cougars at Christmas.
- TLC members understand the need for core funding and for retiring old debt, and our fundraising efforts should address that need directly.

Alastair Craighead and Alison Spriggs raised the idea of Board Members committing to raise or donate \$5000. He indicated that he will call each Board Members regarding their involvement in fundraising.

## **13. PROPERTY ACQUISITIONS:**

Elspeith McVeigh indicated that we need to take a very judicious look at all acquisitions before they go ahead, and stressed that all acquisitions should come before the Board, as they have in the past. She also stressed that TLC must also carefully assess ongoing financial obligations relating to new properties.

It was agreed that this matter, as well as a briefing on (a) the due diligence conducted by staff relating to acquisitions, and (b) the Board's role in acquisitions be referred to the retreat.

## **14. HUMAN RESOURCES COMMITTEE:**

Carol Pickup circulated and reviewed a draft mandate for the Human Resources Committee.

It was agreed that the H.R. Committee would meet and report back to the Board on its discussions regarding the draft mandate.

## **15. IN CAMERA MEETINGS:**

The Board discussed the pros and cons of holding in Camera sessions, both with and without staff. It was agreed that the criteria for in Camera meetings should be clear, that the reasons for in Camera

meeting are understood and that, where possible, matters should be reported back to an open meeting as appropriate.

It was agreed that Ken Millard and Briony Penn will consult with staff, further develop the criteria, and report back to the Board on the appropriate approach.

#### **16. NEXT MEETING**

The next scheduled meetings are the Board Retreat and the AGM, to be held in Victoria on the weekend of September 25-27.

- The plan for the weekend is as follows:
  - Friday, September 25 at Abkhazi Garden: working dinner
  - Saturday, September 26, morning: working session
  - Saturday afternoon: AGM at St. Stephen's Church
  - Saturday evening: social event
  - Sunday: retreat 9 to 1 in camera and open board meeting in the afternoon.
- The AGM agenda is set in the by-laws
- Issues to be addressed at the retreat include: governance, standards of practice, campaign commitments and how we act on them, strategic planning and legal issues.
- An ad hoc committee of Alastair Craighead, Carol Pickup and Ian Fawcett will organize the retreat agenda.

#### **17. ADJOURNMENT**

Moved (Fran Pugh) / seconded (Carol Pickup) that the meeting be adjourned.

Meeting adjourned at 5:10 pm.