



TLC The Land Conservancy

Meeting: BOARD OF DIRECTORS (Regular Meeting)
Date: January 23, 2009
Time: 1:50 pm
Location: TLC Head Office, 1195 Esquimalt Road, Victoria

REGULAR MEETING MINUTES

Action Items

1. Human Resources Committee: The HR Committee mandate should include (a) a review of staffing levels (in collaboration with the Finance and Audit Committee) and (b) support to the Board in the conduct of a Board self-evaluation.

2. Retreat planning: Alastair, Ken and Elspeth agreed to work on a plan for the retreat, identify a facilitator and consulting the Board on discussion topics (set out below). Board and senior staff members might read the book "The Five Dysfunctions of a Team" by Patrick Lencioni before the meeting.

In attendance: Alastair Craighead, Briony Penn, Cheryl Bryce, David Merner, Elspeth McVeigh, Frances Pugh, Gary Holman, Ken Millard, Todd Wong (by telephone)

Regrets: Barry Glickman

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

Needs to have adoption of agenda, approval of minutes.

1. CALL TO ORDER

Alastair Craighead called the meeting to order at 1:50 pm.

2. PRESIDENT'S REPORT

Alastair reported on a zoning issue involving Ross Bay Villa and the adjustment of the lot line with the adjoining property. He has been in touch with the City of Victoria regarding the issue.

Alastair indicated the press conference on the extension of the Madrona Farm fundraising campaign deadline was held yesterday. TLC is getting closer to its fundraising objectives.

The TLC membership canvas is up and running. Alastair encouraged Board members to participate.

Alastair attended the last TLC staff meeting and reported that staff morale seems to be very high.

3. FINANCIAL UPDATE

Elsbeth reported on the Finance and Audit committee meeting held on Friday, January 22. Lorelle has provided very helpful information to the Finance and Audit Committee and the Committee is very thankful to Lorelle for all her great work. Elspeth indicated that TLC's financial situation remains tight.

Fran expressed her appreciation to Elspeth for her work. She noted that TLC has reduced its debt load, indicating that "we're not out of the woods, but finances are better than they were".

Carol thanked John and his team of fundraisers for continuing to raise very significant funds.

Gary indicated that the terms of reference of the Finance and Audit Committee are being developed and will be brought to the Board.

Ian indicated that the directors' and officers' liability insurance is being increased to \$5 million. Ian also indicated that our general liability insurance covers all TLC properties. Specific properties are also covered individually for property losses. Total cost will amount to approximately \$50,000 and will take effect on February 1. This insurance is not part of the group policy with the Land Trust Alliance.

4. HUMAN RESOURCES

Moved (Briony Penn) / Seconded (David Merner) that the mandate of the Human Resources Committee be endorsed, with the additions that (a) the Committee will be reviewing staffing levels (in collaboration with the Finance and Audit Committee) and (b) the Committee will provide support to the Board in the conduct of a Board self-evaluation.

The Board also discussed the type of reporting that would be useful to the Board. It would be good for the HR Committee to know "who's where" so that it can contribute to strategic planning, including contingency planning. The Board would be interested in knowing about staff changes (including maternity leaves). Also, the Board is interested in having a sense of staff morale.

The Board discussed the reporting relationship of the Chief Financial Officer. Lorelle is a member of the Finance and Audit Committee and that Committee is responsible for requests to Lorelle for information. The evaluation of Lorelle is Bill's responsibility, and Bill will consult the Finance and Audit Committee on that evaluation.

5. AGRICULTURE TASK FORCE

Fran reported that the set up of the task force is encountering some resistance as people are expressing concerns about excessive prices being paid by land trusts. The object of the task force is seek feedback on financially responsible models for TLC to follow in its agricultural mandate. Briony suggested the task force might look at identifying sources of funding to fill the TLC's agriculture positions.

6. GOVERNANCE AND RETREAT PLANNING

The Board discussed how it will follow up on governance issues at the March retreat. Issues that we should discuss include the following.

- A 15 minute overview of what TLC does and who does what.

- The role of the Board: is it just a policy board or is it something else? What do we think of the Carver model?
- The relationship between Board and staff: where is “the line” on micromanagement?
- How to build a “fun” environment that does not involve too many “athletic” events in which Board members and staff test their strength?
- A strategic discussion on the lands and whether there are properties that might appropriately be sold.

Alastair, Ken and Elspeth have agreed to work on a plan for the retreat, identify a facilitator and consult the Board. The Board and senior staff members might read the book “The Five Dysfunctions of a Team” by Patrick Lencioni before the meeting.

The retreat will be held on March 26, 27 and 28. Ian reported that in the past, the approach has been to take Friday evening (for a combination of work and social), all day Saturday (for work), Saturday evening (social) and Sunday (work) through to the early afternoon. The budget is often an important part of the retreat, as is a short board meeting.

Ken raised the option of holding an event at a farm on Galiano Island. This would possibly be for free, including meals. The consensus of the Board was to hold the meeting in Victoria.

8. INTERNATIONAL NATIONAL TRUSTS ORGANISATION REPORT

Bill reported that INTO is a very healthy organization with active participation from national trusts around the world. Following the earthquakes, INTO has been asked to help with Haiti’s work on the recovery of its culture, after the current work on the recovery of human health, safety and infrastructure. Prince Charles has asked to meet with INTO in the fall in London.

The 2011 INTO conference is being held in Victoria at the Empress Hotel from October 12 to 16. Wade Davis will speak about intangible culture issues, like loss of language. The Governor General may attend.

The Board discussed the cost of TLC’s involvement in the conference. It is likely that a consultant or staff will be involved in conference organization. Bill indicated that it is not yet clear how much this work will cost or whether the federal and provincial governments will contribute to the costs.

9. REVIEW OF UPCOMING REPORTS AND DOCUMENTS

Ian reported on the types of reports that will be presented to the Board, including monitoring, financial, and operational reports. Carol noted that HR reports should be included on the list.

10. STANDARDS AND PRACTICES

Kathleen reported on the document circulated to the Board. Once the Board has had a chance to review the document, it will be posted on the web site.

Carol suggested that certain items identified in the document should be reviewed with the HR Committee. For example, the HR Committee should be involved in the review of the personnel policy.

11. PROPERTY REPORTS

Bill reported that construction is under way on the property adjacent to the Ross Bay Villa. There is nothing we can do under the by-laws to prevent the building of a tall building next to the Villa.

Squamish Manquam-Blind Channel property is being transferred to the municipality of Squamish.

12. EVENTS

Gung Haggis Fat Choy is holding a fundraising dinner this coming Sunday in Vancouver for Kogawa House from 5:30 to 9:00. Cost is \$60.

Board members are welcome to join the staff meeting on February 1 and 2 to address work plans at the Saanichton Fair Grounds. Monday evening will include a staff dinner.

13. NEXT MEETINGS

The next meeting will be held on February 27, 2010 beginning at 10:00 am.

14. VOTE OF THANKS FOR GERRIE TURNER

The Board voted to thank Gerrie Turner for the lovely lunch she prepared for Board members.

15. ADJOURNMENT

The meeting adjourned at 4:35 pm.