

Meeting: BOARD OF DIRECTORS (Regular Meeting)
Date: March 27, 2010
Time: 1:30 pm
Location: TLC Head Office, 1195 Esquimalt Road, Victoria

BOARD MEETING MINUTES

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

Absent: Barry Glickman, Briony Penn

Staff: Bill Turner, John Keller, Ian Fawcett, Kathleen Sheppard, Lorelle Posten

1. CALL TO ORDER

At 10:15 am, Alastair called the meeting to order.

Moved (Carol Pickup) / Seconded (David Merner) that the agenda be adopted.

2. MINUTES

Moved (Carol Pickup) / Seconded (Fran Pugh) that the Board approve the Minutes for the February 27, 2010 Board meeting. The Motion carried.

3. MONITORING REPORTS

The monitoring report on the Financial Planning and Budgeting Policy was presented to the Board. TLC is currently not in compliance with the policy as the current year's draft budget was rejected by the former Board. The former Board voted to spend 90 per cent of revenues on operating expenses and ten per cent on debt pay down. TLC was not able to follow those guidelines (either during the period the previous Board was in office or during the period following the election of the current Board). A new budget for the coming fiscal year will be presented at the next Board meeting in order to bring the Board into compliance with the policy. The Finance and Audit Committee will meet on Wednesday, April 14 at noon to discuss the draft budget.

Gary asked about a phrase in the monitoring report that referred to "critical deficiencies in operations". Ian indicated that severe pressures exist on some properties where critical maintenance work has not been completed over the past two years. Also, no staff salary increases have occurred over the past two years. Salaries are currently at the low end of the market and the idea is to move into the mid-range of the market with the proposed new budget.

4. MEMBERSHIP UPDATE

John Keller indicated that a team of canvassers is recruiting about 39 members per month in Victoria. A second team will be starting in May and will cover Sidney, Sooke and surrounding

areas. A team is also working in the Lower Mainland. Two thirds of the new members are signing up annually and one third are signing up on a monthly basis.

The third annual fundraising dinner will be held at Spinnaker's in the Spring. On the 22nd, TLC will be holding a film festival at UVic. A picnic will be held at the Potholes in the Spring as well.

5. BC HERITAGE TRUST

Bill and Ian met with Minister Krueger regarding the creation of a BC Heritage Trust that would include the BC Museum and 12 historic properties. Bill and Ian met with the Minister to share concerns in the heritage community about this development. An endowment fund of over \$150 million would be required in order to sustain the 12 heritage locations across the province at a minimum level.

6. MADRONA FARM

Fran met with Ed Johnson and Barbara Souther regarding a variety of issues, including the charitable status of the Farmlands Trust. The FLT is interested in working with TLC on the development of a covenant for Madrona once it becomes a charity. Fran indicated that TLC would be able to assist on the charitable status application, if FLT felt that would be helpful. On co-management, FLT is interested in working with TLC, as well as David and Natalie Chambers, on events at the farm, community outreach, and sustainable agriculture. Fran indicated that the meeting was very positive.

7. FINANCIAL UPDATE

Lorelle provided an update on her work, indicating that all tax payments are up to date, bank reconciliations are almost up to date, and work is beginning with Grant Thornton on the annual audit. In terms of reporting, some of the Finance and Audit Committee recommendations are now incorporated into this month's report. Lorelle continues to work on meeting the reporting requirements of the Board.

The Board reviewed a Summary Income Statement and Balance Sheet. We have \$557,000 available and \$1.4 million in payables. The Board discussed the "how close to the line are we" question. We have about one month of "unencumbered" cash reserve – approximately \$256,000. We also have the line of credit that is not drawn on. (Salaries amount to \$130,000 per month and a normal month includes additional month end payments of approximately \$40,000 – for mortgage interest, etc.) Gary thanked staff for the efforts to obtain this information and for refining the information the Board is receiving.

Moved (Gary Holman) / Seconded (Carol Pickup) that TLC hire Deloitte's to conduct a control risk assessment and mandate Gary Holman, David Merner, and a staff member to negotiate the terms of the retainer with Lisa Ethans of Deloitte's. Cheryl Bryce will be asked to participate as well. The Motion carried.

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9. ADJOURNMENT

Moved (Frances Pugh) / Seconded (Carol Pickup) that the meeting be adjourned. The Motion carried at 4:15 pm.