



Meeting: **BOARD OF DIRECTORS (Regular Meeting)**
Date: April 24, 2010
Time: 1:30 pm
Location: TLC Head Office, 1195 Esquimalt Road, Victoria

BOARD MEETING MINUTES

In attendance: Alastair Craighead, Briony Penn (by phone), Cheryl Bryce, Gary Holman, Ken Millard, Todd Wong

Regrets: Barry Glickman, David Merner, Carol Pickup, Frances Pugh

Staff: Bill Turner, Ian Fawcett, Kathleen Sheppard, Nichola Walkden

1. CALL TO ORDER

Meeting called to order at 1:30 pm. Alastair Craighead in Chair.

2. MINUTES

Approval of Minutes from the meeting of March 27, 2010 was postponed until the next meeting.

3. BUSINESS ARISING FROM MINUTES

There was no business arising from the Minutes.

4. CHAIR'S REPORT

Alastair Craighead reported that:

- a) The fundraising dinner at Spinnaker's was a great success, with many new contacts made.
- b) He has spoken with Ken Farquharson regarding the delay in responding to his letter.
- c) A letter has been received from the Farm Lands Trust regarding the ongoing relationship with TLC and, in particular, with Madrona Farm. He reminded the Board that Frances Pugh had been asked to meet with FLT representatives on behalf of the Board, and that she reported a back that a good meeting had transpired, reflecting a different tone than this letter. He recommended that a further meeting be held, including himself, Bill Turner and Frances Pugh meet again with a delegation from FLT to discuss further issues.

5. FINANCIAL UPDATE

Bill Turner reported that fundraising is proceeding appropriately but that cash flow remain extremely tight, and is expected to remain so during the coming weeks as we focus on closing the Madrona Farm acquisition.

6. MEMBERSHIP UPDATE

Bill Turner reported that the Membership Canvass teams are starting to find their feet and be productive. Membership is currently 7,346, an increase of 209 since last month.

7. HUMAN RESOURCES COMMITTEE REPORT

Alastair Craighead reported that the following committee recommendations have been approved by the Board:

8. FINANCE & AUDIT COMMITTEE REPORT

Gary Holman reported that:

- a) A special account will be set up to handle the Wild Hills and Beaches campaign.
- b) The Finance & Audit Committee reviewed in detail the budget proposed by TLC management, and recommended that it be approved by the Board. The Budget proposes operating expenditures of \$4.99 million, with revenues of \$5.04 million. At its in Camera meeting, the Board passed the following motions:

Moved (Gary Holman) / Seconded (Carol Pickup) that the 2010-11 operating budget proposed by staff be adopted in principle, subject to ongoing review of TLC's financial circumstances on a monthly basis. The Board will revisit the 2010-11 budget if the ongoing budget review indicates a significant divergence between actual and projected revenues, grants and expenditures for the fiscal year.

Moved (Gary Holman) / Seconded (Carol Pickup) that further to the TLC Board motion on March 27, 2010, which requested the Finance and Audit Committee to document measures being undertaken in response to the April 30, 2009 Auditor's notes, be it further resolved that the (F&A) Committee also work with staff to develop a contingency budget in the event of a significant revenue shortfall in the 2010-11 fiscal year.

- c) The committee has been discussing its terms of reference and recommends that they be approved in principle.

Moved (Gary Holman) / Seconded (Cheryl Bryce) that the Board adopts in principle the terms of reference for the Finance & Audit Committee as distributed and discussed at the last Finance & Audit Committee Meeting (Committee of the Whole). CARRIED.

9. NOMINATING COMMITTEE REPORT

Ken Millard reported that the committee has not formally met over the past month, but have several prospective candidates and are seeking more.

It was agreed that Briony Penn and Todd Wong also be appointed to the committee.

10. PROPERTY UPDATES

Bill Turner reported that the Board of the Capital Regional District has confirmed the restriction of motorized vehicles in CRD Parks.

11. NEXT MEETINGS

Alastair Craighead reported that the next scheduled meeting for the Board is on May 29. Any agenda items are to be provided to Ian Fawcett by May 22.

It was agreed that future regular meetings of the Board will begin at 10 am, rather than 11:30 am, unless otherwise specified. The open (public) component of the meetings will continue to start at 1:30 pm, unless otherwise specified.

It was suggested that we begin to identify gaps in policy that the Board wants to address, and that we begin to develop a process for policy review at the next meeting.

Ian Fawcett also reported that the Bylaw Review Committee will need to conclude its work by the next meeting, in order to meet required deadlines for notice to be provided to the membership in advance of the AGM.

Ian Fawcett was asked to send a memo to all Directors seeking input on both policy review and Bylaw review, and that any input be provided to Ian prior to the next meeting.

Todd Wong indicated that his 50th Birthday Party on May 15 would be a fundraiser for TLC and for the Historic Kogawa House Society.

Bill Turner reminded the Board that a Member's Picnic would be held at the Sooke Potholes Campground in the afternoon of May 15.

12. ADJOURNMENT

Moved (Gary Holman) / Seconded (Todd Wong) that the meeting be adjourned. CARRIED.
Meeting adjourned at 2:30 pm.