



**BOARD OF DIRECTORS MEETINGS and MINUTES
OCTOBER 1, 2008 to JUNE 25, 2009**

Date: November 29, 2008

Time: 12:01 pm

Location: BC Binning House, West Vancouver

In attendance: Brent Nichols (Chair), Henry Ellis, Colin Gabelmann, Michelle Ellison, Peta Alexander, Richard Hankin, Lindsay Jones, Karin Lengger, Jean McIntosh, Colin Rankin, Murray Rankin

By Phone: Deborah Griffiths, David Zehnder

Regrets: Judith Brand, Chris Hamilton, Sue Morhun, George West, Iona Campagnolo, Bob Peart

Staff & guests: Bill Turner, Ian Fawcett, Tim Maloney, Kathleen Sheppard, Bob Macdonald

1. Meeting called to order at 12:01 pm. Brent Nichols in chair

2. AGENDA

Moved (Peta Alexander) / Seconded (Lindsay Jones) that the agenda be adopted as circulated.

CARRIED.

3. CHAIR'S REPORT

Brent Nichols reported on discussions he has had with the Chair of the Board of the Nature Trust of British Columbia regarding the two organizations working more closely together.

4. MINUTES OF PREVIOUS MEETINGS

Moved (Richard Hankin)/seconded (Michelle Ellison) that the minutes of the Board of Directors Meeting of September 21, 2008 be approved as circulated. **CARRIED.**

5. CASH MANAGEMENT STRATEGY

Bill Turner outlined the current circumstances facing TLC and many other charities as a result of the economic downturn and reported that TLC is experiencing a reduction in anticipated revenues. He outlined a strategy to address the current situation over the next 3 to 4 months, that includes: reduction in expenditures, some new fundraising targets, renegotiation of some commitments, debt refinancing and some additional borrowing if necessary.

MOVED (Colin Gabelmann)/seconded (Richard Hankin) that the plan put forward by the management be endorsed in principle with the exception of the second bullet regarding borrowing, and that the board will meet in early to mid January to consider a set of options to be put forward by management at that time that will address the full range of considerations and consequences facing the organization.

CARRIED.

MOVED (Colin Gabelmann)/seconded (Henry Ellis) that the Board authorize new borrowing of up to \$300k to meet TLC's current obligations. **CARRIED.**

MOVED (Colin Gabelmann)/seconded (Peta Alexander) that a hiring freeze be instituted, and that any exceptions that are urgently required be approved by the Chair. **CARRIED**.

6. ADVANCEMENT REPORT

Tim Maloney outlined current advancement activities. John Keller outlined the current campaign to raise funds for BC Binning House.

7. CHIEF GOVERNANCE OFFICER'S REPORT

Michelle Ellison provided a report on the status of TLC's governance policy development.

- She indicated that she wants to bring forward a review of the Governance Process (GP), Board-Executive Director Linkage (BEL) and Executive Limitations (EL) policies for the May board meeting, and asked that any comments or suggestions with respect to this review be provided to her by the end of January.
- She also indicated that she will bring forward a revised board work plan to assist in addressing issues relating to Ends Policies.

8. NOMINATING COMMITTEE REPORT

Brent Nichols reported that Jim Wyse has submitted his resignation from the Board, due to family commitments, and that it is effective as of today.

Murray Rankin reported that the committee has discussed a number of options and is suggesting that the Board appoint a new Director to fill the vacancy created by the resignation. The committee will follow through on recommendations.

9. EXECUTIVE LIMITATIONS POLICY DISCUSSIONS

The Board moved in Camera to discuss a number of property-related matters.

10. BOARD INFORMATION ITEMS

a) Staffing

Tim Maloney, Director of Advancement, informed the Board that he will be resigning from TLC in early January. Brent Nichols thanked Tim, on behalf of the Board and the Membership, for the work he has done at TLC.

11. NEXT MEETING

The next scheduled meetings are the Board Information Session (conference call) on December 17 and the regular Board Meeting on Saturday, January 24, to be held at Head Office. (Note: consideration will be given to moving the January meeting earlier in the month).

12. ADJOURNMENT

Meeting adjourned at 4:30 pm.



Date: January 24, 2009

Time: 11:35 am

Location: TLC Head Office, 1195 Esquimalt Rd., Victoria

MINUTES

In attendance: Brent Nichols (Chair), Henry Ellis, Colin Gabelmann, Judith Brand, Michelle Ellison, Peta Alexander, Richard Hankin, Karin Lengger, Jean McIntosh, Colin Rankin, Sue Morhun, George West

By phone: Murray Rankin, David Zehnder

Regrets: Lindsay Jones, Deborah Griffiths

Staff and guests: Bill Turner, Ian Fawcett, Kathleen Sheppard, Iona Campagnolo, Bob Peart

1. Meeting called to order at 11:35 am. Brent Nichols in chair.

2. **AGENDA** adopted as amended.

3. **MINUTES of PREVIOUS MEETING:**

MOVED by Richard Hankin and seconded by Karin Lengger that the minutes of the Board of Directors Meeting of November 29, 2008 be approved as circulated. **CARRIED**

4. **CHAIR'S REPORT:** Brent Nichols reported that, because of a taking a new job, Chris Hamilton has resigned from the board, which leaves two vacancies. A conference call meeting for board members was held in December 23 to discuss the current situation. Members are encouraged to speak up at meetings. Brent discussed general finances and the society's sustainability.

5. **IONA CAMPAGNOLO** commented on her past year's experience at board meetings, stressing the importance of board-staff team work.

6. **TLC MANAGEMENT STRUCTURE:** Ian Fawcett presented an organization chart and outlined how the senior management team now shares the responsibilities that Bob Macdonald and Tim Maloney had. Beth is now Manager of Financial Services.

Ian also described recent events at two heritage sites:

- Fire broke out at Craigflower Manor early Friday evening, January 23, and damaged the kitchen, hallway, and staircase. Water damage was kept to a minimum, but smoke damage was extensive. View Royal firefighters will be formally recognized for their work. Thanks go to the staff and volunteers who assisted on Friday afternoon at the Manor.
- The oak floor at Abkhazi Garden was recently removed due to water damage from a burst pipe in the bathroom ceiling on December 23. The Garden and restaurant may open on March 1 or March 15. Usual winter events have been cancelled. Thriftys have donated \$6,000 to help cover deductible and lost revenue.

7. PROCEDURE RE BOARD MEETINGS

a) Board only meetings: Brent Nichols explained that a board-only conference call meeting had been held due to numerous concerns that directors had contacted him about. It was agreed that such meetings can be called at the chair's discretion, but staff will be receive prior notice and minutes will be taken. The board email list will be checked to ensure that all members receive communications.

b) Informal or social time: This is important for team building but difficult to arrange due to different schedules. Something will be planned as part of the next meeting, the two-day retreat.

c) Members attending board meetings: No announcement is required because members have always had the right to attend meetings, but the board always retains the right to move in camera.

8. FINANCIAL STATUS AND PLANS: Bill Turner provided an update on end-of-year donations, expenses, seasonality of revenue, and the effect of the economy. Property acquisitions were completed at Fort Shepherd and the Squamish wetland. He reviewed the three strategic options provided by senior management.

9. FINANCE COMMITTEE REPORT: Colin Gabelmann reported on the committee's recent discussion re projected revenue, debt reduction, and monitoring of finances.

MOVED by Colin Gabelmann and seconded by Henry Ellis that TLC operate by spending no more than 90% of its revenue on operational expenses, and the remainder on debt reduction. **CARRIED.**

Discussion re monitoring going through the finance committee before being reported at the next conference call.

Discussion on fundraising around acquisitions and those with no obligations.

10. TLC FUNDRAISING ACTIVITIES: Ian Fawcett referred the board to the handout on the new website and Internet presence.

11. PROPERTY ACQUISITIONS: The board moved in camera to discuss property acquisitions.

12. NEXT MEETINGS: The next scheduled meetings are the Board Information Session (conference call) on Wednesday, February 25, and the Board Retreat March 28 and 29 at Head Office.

13. ADJOURNMENT: Meeting adjourned at 4:45.

February 25, 2009: Conference call meeting (all in camera minutes)



BOARD OF DIRECTORS, REGULAR MEETING

Date: March 28, 2009

Time: 10:10 am

Location: TLC Head Office, 1195 Esquimalt Rd., Victoria

MINUTES

In attendance: Brent Nichols (Chair), Lindsay Jones, Judith Brand, Peta Alexander, Richard Hankin

By phone: David Zehnder

Regrets: Colin Gabelmann, Karin Lenggger

Staff and guests: Linda Hannah, Mike Lambert, Bob Peart

1. Meeting called to order at 10:10am. Bob Peart acting as chair.

2. BOARD CHAIR'S REPORT

Reported in camera.

3. **AGENDA:** Agenda prioritized and accepted.

4. **RECENT MOTIONS:** Recording of motions carried by directors via email.

Reported in camera.

5. MINUTES of PREVIOUS MEETING

MOVED by Judith Brand and seconded by Richard Hankin that the in camera minutes of the Board of Directors meetings of January 24, 2009 and February 25, 2009 be approved as circulated. **CARRIED**

6. BOARD EXECUTIVE

MOVED by Brent Nichols and seconded by Lindsay Jones that Richard Hankin be elected as vice-chair. **CARRIED.**

7. TRANSITION ISSUES

MOVED by Lindsay Jones and seconded by Richard Hankin that the board affirm the current constitution and bylaws of the society. **CARRIED**

Other issues reported in camera.

8. SENIOR MANAGEMENT

Reported in camera.

9. FINANCES

Reported in camera.

10. NOMINATION COMMITTEE

Current Directors' Terms

Dave Zehnder	3 rd term ends Sept 09
Lindsay Jones	3 rd term ends Sept 09
Judith Brand	3 rd term ends Sept 09
Peta Alexander	elected to 3rd term 2008
Richard Hankin	elected to 2nd term 2007
Brent Nichols	elected to 2nd term 2007
Colin Gabelmann	elected to 1st term 2006; up for re-election Sept 09
Karin Lengger	elected to 1st term 2007

Deadlines leading up to AGM on September 26, 2009:

May 29 (120 days): Deadline for slate from nominations committee sent to HO with profiles and consents

June 28 (90 days): Deadline for notifying members of slate, and call for further nominations. They must be at HO not later than 30 days after mailing.

August 12: Deadline for mailing ballots, etc.

Committee will appoint chair and contact board members for referrals.

11. NEXT MEETINGS

Wednesday, April 8 conference call 7:30

Wednesday, April 22 conference call 5:30

Saturday, May 23 board meeting, venue TBA

TLC conference call numbers to be confirmed

Discussion re possible Extraordinary General Meeting, but no decision made.

12. ADJOURNMENT: Meeting adjourned at 4:30.



Date: May 23, 2009

Time: 1:00 PM

Location: En'Owkin Centre, Penticton, BC

In attendance: Brent Nichols (Chair), Richard Hankin, Colin Gabelmann, Judith Brand, Lindsay Jones, Peta Alexander, Karin Lengger

Regrets: David Zehnder

Staff: Linda Hannah

1. Call to Order, 1:00.

2. AGENDA: prioritized and accepted.

3. MINUTES of PREVIOUS MEETING

MOVED by Lindsay Jones and seconded by Richard Hankin that the minutes of the March 28 meeting be approved as circulated. **CARRIED**

4. 60-Day COMMUNICATION PLAN

Linda Hannah presented an update on the ongoing plan. Members' ideas from information meetings will be incorporated. Judith Brand will forward summary of notes by Wednesday. Summary will be posted on the website.

5. FUNDRAISING

All staff will work together on fundraising campaign starting Monday. Several high-profile people, have offered to help with public campaign. Suggestion to make a dramatic appeal for funding to members, with an update on the information meetings and mediation. Linda Hannah presented two options for getting through the crisis and planning for the near future.

6. MEDIATION with SAVETLC

Names of three mediators were submitted to Bill Turner. He rejected one but agreed on David Vickers, who can start Tuesday, May 26. Brent Nichols is not available next week. Richard Hankin and Judith Brand will be delegates. Rooms can be booked for no cost at the Union Club of BC in Victoria. Mediation could cost up to \$5,000. SaveTLC will be approached to share expense.

Colin Gabelmann proposed that we seek agreement on these common goals as a starting point: TLC is too important to lose; TLC is facing a financial crisis; We are in this together; We want Bill Turner to work in a capacity that advances the mission of TLC and builds upon his strengths. SaveTLC's eight principles provide a good starting position. Mediator's report on the process could be made public and

may not be totally favourable to TLC's position. Board is governing body and is not bound by mediator's recommendations.

Discussion re Bill Turner's potential role: support organization publicly, act as ambassador, work from an annual budget; report to Board, represent TLC with federal government, National Trust, and International National Trust Organization.

Discussion re SaveTLC's court actions pertaining to EGM, and membership list access, and Board paying court costs.

MOVED by Lindsay Jones and seconded by Peta Alexander that the Board authorize Brent Nichols to pursue making arrangements with David Vickers to mediate discussions.

CARRIED

7. NOMINATION COMMITTEE

Board reviewed potential nominees from list (Richard Hankin's email, May 15) and discussed additional names and board contacts. Ideally we need up to 14 candidates representing different interests, including financial expertise, and balancing geographic areas. Board members to make contacts and report to Peta Alexander by Wednesday to confirm candidates' interest. Board to consider interim appointments following successful mediated discussion with SaveTLC.

8. FINANCE COMMITTEE

Reported in camera.

9. PROJECT UPDATE

Reported in camera.

10. NEXT MEETINGS

June 24, 5:30-7:00	Board Information Session, Conference call
July 25, 11:30-5:00	Board Meeting, Head Office, Victoria
September 26, 1:00-5:00	Annual General Meeting (location TBA)
September 27	Board Meeting (time & location TBA)

11. ADJOURNMENT: Meeting adjourned at 2:45

Date: May 30, 2009
Conference Call

In attendance: Brent Nichols (Chair), Richard Hankin, Colin Gabelmann, Judith Brand, Lindsay Jones,
Peta Alexander, David Zehnder

Regrets: Karin Lengger, Bob Peart

Staff: Linda Hannah

Decision: Richard will be our main delegate, with Peta also attending talks on Tuesday and possibly Wednesday

MOVED by Peta Alexander and seconded by Richard Hankin that we accept the proposed offer to Bill Turner of the position of President and Director of Acquisitions, which will be presented in mediation commencing May 2. **CARRIED.**

Date: June 12, 2009

Motion passed by email:

MOVED by Peta Alexander and seconded by Richard Hankin that we adopt the mediation agreement dated June 12, 2009 between TLC The Land Conservancy of British Columbia, Save TLC and Bill Turner. **CARRIED**