



TLC The Land Conservancy

Meeting: ANNUAL GENERAL MEETING
Date: Saturday, September 23, 2017
Time: 2:00 pm
Location: Windsor Pavilion, 2451 Windsor Road, Victoria, BC
Voting members present: 35

Motions:

- i) **Motion:** That Grant Thornton be appointed as auditor for 2017/18. Moved by Lori Roter. 2nd Walter Meyer zu Erpen. Carried.
- ii) **Motion:** To ratify the election of Tom Watson and Andrew Stewart to the Board for three year terms. Moved by Mel Lehan, 2nd Peta Alexander. Passed

1. CALL TO ORDER:

Meeting Called to order 2:10 pm. 35 members present.

Board Present: Fran Sloan Sainas, Frances Pugh, Lori Roter, Tom Watson and Mel Lehan.

Executive Director: Cathy Armstrong

Staff/Contractors: Andrew Wilkinson, Connie Pedersen, Dianna Stenberg, Lisa Cross, Sherry Beauvais, Susan Shortill, Torrey Archer

2. WELCOME AND INTRODUCTIONS (Fran Sloan Sainas)

3. APPROVE/AMEND AGENDA: (Fran Sloan Sainas) – Addition to the agenda under 13. New business; To ratify the board members up for election.

Motion to approve the agenda. Moved Mel Lehan 2nd Peta Alexander. Carried

4. MINUTES of Previous AGM (Fran Sloan Sainas) **Motion** That the AGM minutes of September 24, 2016 be approved. Moved Anne Underhill 2nd Walter zu Erpen. Carried.

5. BUSINESS ARISING FROM THE MINUTES (Fran Sloan Sainas) No business arising.

6. 2016 CO-CHAIR'S REPORT (Tom Watson)

Thank you staff, board members and above all membership who continued to support TLC through the CCAA process. Appreciation to organizations that assisted TLC: Nature Conservancy of Canada, Friends of Maltby Lake Watershed Society, Ross Bay Villa Society, Farm Folk/City Folk, and the Ecoforestry Institute who have received properties and continue to be excellent stewards, preserving the values reflected in their acquisition.

TLC is only the second non-profit in Canada to successfully complete the CCAA process, the other being the Canadian Red Cross.

There are two very special partners with TLC who remain in spirit but left us far too soon. Vic Derman was a founding member of TLC in 1007. Vic was principled, ahead of his time, and a strong believer in conservation, supporting solar power, electric vehicles, and cycling to minimize greenhouse gases. John Shields was Director of Operations at TLC from 2013 to 2015. John quietly and skillfully navigated the turbulent waters TLC found itself in, he was the best person during the worst of times.

TLC now moves forward debt free, with the books balanced, and excited about the future.

AGM Minutes

Minutes: Cathy Armstrong

Agenda: Cathy Armstrong

7. 2017 CHAIR'S REPORT (Fran Sloan Sainas)

We do have a lot to celebrate in 2017! On February 20, 2017, Justice FitzPatrick issued the Certificate of Completion which terminated the Companies Creditors Arrangement Act also known as the CCAA Process. As Tom mentioned, this took time, effort and a lot of money.

We will not forget the past, there have been many lessons learned, but the time to move forward is now.

TLC continues to own eight properties and holds 240 covenants through BC.

The first priority of our Board is to advise and help staff execute an operational plan that will ensure a sustainable financial future for TLC. We have heard from many of you, our members, that it is most important to follow the original principles and values of TLC. We have heard you. How we do this is what the Board is focused on.

In February, the Board and staff participated in a full day planning session facilitated by an outside consultant. From this starting point, I would like to describe a few of TLC's projects that illustrate TLC's current direction.

Firstly, an initiative to partner with a like-minded conservation organization to protect and secure land at risk. TLC is working with The Galiano Conservancy Association on the "Chrystal Cove Campaign". In February Cathy Armstrong and myself went to Galiano Island to meet with staff and board members of the Galiano Conservancy. This initial meeting was followed up with a board-to-board conference call that resulted in a letter of mutual agreement to work together. This money will be used to secure the remaining section of land that will be integral to enabling the Galiano Conservancy to execute its vision of the Ken Millard Learning Centre.

Another major project The Board is considering is the Clearwater Wetlands & Wildlife Corridor Project that began in 2010. In this project, the Board is looking at partnership models and various models of property ownership. However, at this early stage of TLC's new direction, The Board is moving forward cautiously. We are seeking a balance between fiscal responsibility and protection of land at risk. We recognize that TLC's past has been focused on the CCAA process and now we need to get back into the business of land conservancy.

8. REPORT FROM EXECUTIVE DIRECTOR (Cathy Armstrong)

It has been a momentous year. This time last year we were struggling to finalize property deals and seeking creditor support to exit CCAA (Companies Creditor Arrangement Act). We are deeply grateful to the creditors who worked with us to bring closure to a lengthy and expensive process. Last February the Supreme Court issued our certificate of completion, and since that time we have been enjoying a renewed focus on conservation. Deep gratitude to our Board for keeping the vision, and working diligently to ensure that properties were protected. Six of the Board members are part way through their terms, one is standing for re-election (Tom Watson) and one new Board member was appointed in February, and is beginning a first term (Andrew Stewart).

TLC staff worked together with a common purpose, coped with uncertainty and stayed focused on integrity in our operations. For the first time since 2006, our auditors have removed the note in the financial statements that refer to a 'going concern'. This note was a result of the high debt load. Compare that to this year's financials and it is clear that the financial health of TLC has perhaps never been better.

Staff and Board have been involved in strategic planning and we remain committed to our focus on conservation covenants as a cost effective way to protect habitats and ecosystems. We recognize the need to ensure connectivity between protected areas, while at all times staying aware of climate change and the impact that has on flora and fauna. We developed consensus on an approach that encourages partnerships and fosters community building. We share a strong interest in finding ways to support first nation's reconciliation efforts in any projects we undertake. We value cross generational teaching, and increasing opportunities for people to connect with and

learn about the natural environment.

We are meeting with federal, provincial and local governments to find ways to work together to achieve these goals. We are seeking science based solutions, and our focus is on long term projects that can be monitored over time to achieve lasting results.

Thank you to our members who kept the faith. We are deeply grateful. The feeling of optimism that has been washing over the organization in the past months is joyous to behold. Thank you for standing by our side every step of the way.

9. COVENANT MONITORING REPORT (Torrey Archer)

This has been a tremendously busy and uplifting season for us. With the intense CCAA process behind us now, our sights are set on the future and how best to achieve our conservation goals. As always, staff at TLC know that nothing great can be accomplished on our own, and this year more than ever partnerships with various regional districts, other land trusts, universities, community members and students helped us fulfil our goals of protecting nature and getting people out into it.

Our work never stops. In November, dedicated volunteers braved chilly temperatures to help remove St. John's Wort and Himalayan blackberry from one of our covenants that borders Millstream Creek. Approximately 20m³ were removed that day alone! In January we returned and together with volunteers from the Greater Victoria Green Team and the CRD, we removed 55 pounds of garbage and another 20 m³ of invasives, helping to protect the salmon-bearing stream and it's surrounding Garry-oak and Doug-fir forest.

One of our most ambitious restoration projects so far started in March at Ayum Creek, another beautiful salmon-bearing stream located in Sooke. A beautiful garden escapee, periwinkle or Vinca minor, has blanketed a large portion of the forest, drowning all other native vegetation in it's path and only allowing shrubs and sword ferns to persist. We have combatted the periwinkle using a technique adapted from permaculture known as lasagna gardening, where soil is built up by adding layers of different materials that all contribute different nutrients, eliminating the need to till the soil which breaks up crucial connections made by mycelium and soil microbes. These complex relationships in soil are what give us literally everything and their importance cannot be overstated. By adding nutrients in layers and not tilling, you work with nature rather than forcing synthetic fertilizers and mechanical means upon it. Lest we forget, nature knows best!

First, we cut down the periwinkle and left it where it was to reduce the possibility of spreading it elsewhere, letting it rot underneath a thick layer of cardboard. Then, a few inches of bark mulch was added to effectively smother out any remaining plants and their roots. We chose this strategy as periwinkle can sprout again from even the smallest root fragment, so removing it by hand not only requires multiple treatments over many years, it might not ever do the trick. By smothering it with organic materials that will break down over time and feed the soil, we are attempting to wipe the slate clean and let nature plant again. We have obtained a research permit from the CRD to carry out this work, as it is deemed "experimental restoration" and are monitoring the results which so far are quite promising. We are hopeful that native species will recolonize the area but are prepared to plant native seedlings should this not happen naturally.

This work wouldn't have been possible without a grant from the TD Friends of the Environment Foundation, and especially the volunteers who came from the GVGTT as well as SendWithUs, a local technology organization who reached out to find meaningful volunteer work for their staff. We're especially grateful to the folks from the Juan de Fuca Community Trails Society who have been involved in Ayum Creek restoration for many years, and the neighbours who participated and keep a close eye on the park always. The periwinkle removal project has seen 60 people contribute a total of 204 volunteer hours so far.

In April and May TLC again joined forces with the GVGTT and held two broom bashes in the Highlands at Gowlland Tod Provincial Park and in Langford on a covenant adjacent to Mill Hill. This covenant is home to

Garry oaks and their beautiful wildflowers, so removing the broom not only lets Garry oak seedlings have a chance for sunlight, everyone can also see the flowers in spring. In total, 22 volunteers spent a combined 110 hours removing approximately 36m³ of broom, clearing an area of about 2000 square meters.

In addition to restoration, our volunteer covenant monitoring program saw us travel to many islands this season: Cortes, Salt Spring, Galiano and Clayoquot. We saw many old covenants and even a new one: the recently signed covenant with Hollyhock on Cortes Island. While on Cortes, we attended the AGM of Siskin Lane, at which we hold 23 residential covenants. It was very satisfying to put names to faces with so many people I had been conversing with over the phone or email. This kind of face-to-face communication is so important in developing actual relationships with people, and although I'd like to say that most of our conservation work involves trees and plants, it actually involves a LOT of people. Thankfully, most of the people we work with are dedicated to protecting the ecosystems on their land, so relating to them is fairly easy.

One of the best parts of this summer was receiving funding from the Canada Summer Jobs program which enabled us to hire a summer student. Karen Iwachow is in her final year of the Environmental Technology diploma program at Camosun College and spent the entire summer with us (and I really mean the entire summer, we worked and travelled a lot!) applying all the wonderful skills and knowledge she's gleaned from her program. One thing you need to understand about Karen is that she loves moss. I don't mean a simple "oh look how pretty it is", I mean that moss has a death grip on her heart and this passion is absolutely infectious. I now know about 15 different kinds of moss thanks to Karen! Her enthusiasm was evident in her interview and persisted despite the long hours and days that we spent together this summer. That attitude also infected the hundreds of volunteers we spent time with, as well as the staff who all fell in love with her. It didn't hurt that Karen has about 10 years of professional photography experience under her belt, and you can see the fruits of her labours on the slideshow behind me. I'd say 99% of these photos are from Karen, and our new professional headshots and staff pictures are also thanks to her. I could go on and on about the wonderful things that Karen contributed this summer but the best part is her research project.

For a number of years, TLC has been collecting ecological data at our covenants to understand how systems may be transitioning. A major question that always comes up with volunteers is "what do you do with this data?" While it helps guide our understanding of the covenant, we wanted to do more with it and that is why Karen has begun work on TLC's multi-year research project aimed at investigating how different plant and animal species can indicate the health of an ecosystem. Believe it or not, currently there is no regional, national or global standard on how species can be used as indicators to predict or determine ecosystem health. There is a good reason – it is incredibly complex. I'm talking Master's level complex, where many facets need to be acknowledged and woven into a web of understanding. Karen took this research on with gusto, pouring over countless documents on the Coastal Douglas-fir BEC zone and synthesized it into a list of species found in the area and their significance and relevance to old-growth forest systems. Using biodiversity as a measure of ecosystem health, where the more biodiverse the region is the greater the health is expected to be, Karen has outlined what we hope to see in our covenants as time goes on. Biodiversity is an excellent measure of health as the more diversity there is, the more options nature has in the face of the unknown. You can think of it as security: as climate change brings unknown effects, we may see certain species die off. By having a multitude of species, there is a greater chance that one or more of them may find a niche and persist. Options give resiliency and resiliency is our best foot forward in this unknown future.

Our next steps for this project include seeking peer review of the research so that we are sure we're not missing anything, and I highly encourage you to get in touch with me if you know of anyone that would be interested in this. After we feel confident that we have done our best, we will establish permanent monitoring plots in various covenants to measure how biodiverse they are now and what their trends are. We hope that by establishing these plots we can be alerted to changes when they occur and attempt to track down their cause, which will inform us on how to effect more desirable changes if need be. Rather than be reactive, which is what many invasive species

removal programs are about, we would like to be proactive, understanding where a system is moving towards before negative effects occur.

Another reason this type of research is necessary is the need to know whether conservation measures are truly effective. A lot of conservation projects rely on experience based decision making rather than evidence based decision making. Of course, this is necessary to a point, but we need to know if what we are doing is working. We're hopeful that Karen's research is a starting point towards this.

We didn't make Karen sit behind a computer the entire time. In July, we travelled to the Vancouver Island University campus in Nanaimo with the Nanaimo Area Land Trust to provide a guest lecture for a first year environmental science course, educating students on what land trusts do and our standardized ecological data collection methods that they might encounter in their careers. We then took students on a full day hike up Mt. Benson, recently protected by NALT and the regional district, to practice the methods we taught them previously in the week. There is truly no better way to learn something than by doing it. Mt. Benson is not for the faint of heart, but the students and professors climbed it anyway, including the chair of the Geography department who didn't have to come but chose to anyway as she had joined last year and knew what a good time it was. Along the way, unusual species such as pine drops and gnome plants were seen, as well as exceptional views of the Nanaimo region.

The Mt. Benson session went so well that the professor of the course invited us back to spend another class with their science teachers in training, educating them on citizen science and the role of land trusts in conservation. 27 students who are about to be elementary science teachers joined us at Stoney Hill Regional Park in the Cowichan Valley Regional District to learn about fun things they can share and do with their students. Things like the role of soil in ecosystems and how to hand texture soil using nothing but dirt, water and their hands, how to use a clinometer to determine the slope of a hill or how tall a tree is, and how to ID common native species. We hope to continue to be a resource for these burgeoning teachers and continue to run sessions through VIU.

It can be hard at times to gauge the impact these types of excursions have but thankfully the course professor asked the students for reflections on our Mt. Benson trip. With permission she has shared one exceptional reflection with us and I will share an excerpt from it now:

“As an encapsulation of the course - the connections between the living and nonliving world around us, the water and nutrient cycles, ecosystem services, the impact of human activities and human population growth, and the potential for a shift to a truly sustainable future by using alternative energy sources like sunlight and learning to minimize our environmental footprint... the covenant monitoring day pretty much provided it all. The actual covenant monitoring itself led to a more intimate understanding of the Mt. Benson environment, an increased understanding of the scientific process, including its strengths and limitations, and the ways in which science contributes to our understanding of and relationship with the environment. All in all a successful, and enjoyable, experience.”

It filled my heart to the brim to hear the impact we had made on this one student – if only one person takes this away with them, our work is worth it.

Overall, this season saw us engage with 219 volunteers who gave a combined total of 975 volunteer hours towards ensuring our covenants are well looked after by removing 60 pounds of garbage, 136m³ of invasive species and restoring an area of approximately 2500m². If you would like to get involved, please don't hesitate to get in touch with me. Our next event will be continued restoration of the Atkins Park Reserve later this fall. And if the covenant program doesn't sound quite up your alley, we have many volunteer positions that could be filled, including those at Abkhazi Garden.

Thank you so much for your continued support. I feel honoured to celebrate 20 years of conservation with you.

10. TREASURER'S REPORT (Lori Roter)

TLC is actively working on the drafting and adoption of policies on financial management, whistleblowing and conflict of interest to create mechanisms to enhance stewardship of TLC's financial resources and provide increased transparency of our operations.

We continue to monitor monthly expenses, revenues and cashflow, comparing them with the budget to apprise the Board and Management of TLC's current financial status so that adjustments can be made as required throughout the year.

11. PRESENTATION OF FINANCIAL STATEMENTS (Grant Thornton)

Larry Beatty presented the 2016/17 Financial statements. Of note is \$2.3 Million extinguishment of debt, and \$523,853 current cash and cash equivalents. For this reason the note that was inserted in previous financial statements in regards to a 'going concern' has been removed. Question: What is note 11 about Abkhazi densities? Cathy explained that in CCAA a commitment was made to creditors to distribute the proceeds from the sale of the densities from Abkhazi Garden. Abkhazi Garden is currently zoned for multiple townhomes, and once those are removed the property carries much reduced development potential. A local developer has signed an agreement with TLC to utilize these surplus densities on another project, and once successful, TLC will receive compensation.

12. APPOINTMENT OF AUDITOR (Lori Roter) Motion that Grant Thornton be appointed as auditor for 2017/18.
Moved by Lori Roter. 2nd Walter Meyer zu Erpen. Carried

13. NEW/OTHER BUSINESS

The Board nominating committee presented their recommendations to the membership 77 days prior to the AGM and members had the opportunity to nominate further board directors. None were received, hence the Board is seeking ratification of the two recommendations: Tom Watson to be re-elected to a three year term and Andrew Stewart to be elected for a three year term. **Motion** to ratify the election of Tom Watson and Andrew Stewart to the Board for three year terms. Moved by Mel Lehan, 2nd Peta Alexander. Passed.

14. ADJOURNMENT: Moved to adjourn by Joan Thomas. Meeting adjourned at 3:30 pm.