

Meeting:	BOARD OF DIRECTORS
Date:	Saturday, Oct 17, 2020
Time:	1 pm
Location:	Zoom meeting

DRAFT MEETING MINUTES

1. Call to Order 1:04 p.m.

Board of Directors present included Fran Sloan Sainas, Tom Watson, Lori Roter, Mel Lehan, Marika Smith, Andrew Stewart, and Sara Wickham. Staff present included Cathy Armstrong, Dianna Stenberg, Cherie Miltimore, Karen Iwachow, and Connie Pedersen. Total TLC Members present: 18. Total non-members in attendees: 2.

Good afternoon and welcome to TLC's Annual General meeting from Board Chair Fran Sloan Sainas. Virtual AGM housekeeping detailed including muting, speakers, and raising hands for voting and asking questions.

The agenda, draft meeting minutes from TLC's 2019 AGM, current Financial Statements, and Annual Report available in the Zoom chat.

2. Adoption of Agenda

Motion to adopt the agenda.

Moved by Peta Alexander. Seconded by Lori Roter. Carried.

3. Welcome and Overview of Process by Fran Sloan Sainas.

Attendees will see TLC's new logo in the background of Board members' Zoom windows. You'll see it presented in the new LANDMark as well; we still have our harlequin duck, but have expanded to include trees and more environment. Thank you Dianna for your work on this update.

Acknowledgement of the Lekwungen (pronounced le-KWUNG-en) peoples, the Songhees (pronounced song-geez) and Esquimalt nations, on whose territory the City of Victoria stands and TLC has its office.

The world pandemic has disrupted all of our lives and this is offering us new opportunities. Fran thanked the TLC staff for being so flexible; working from home and now in our new offices. Thanked the board members, and donors for all of their support. We appreciate everything everyone is doing in these very different times.

4. Minutes of Previous Annual General Meeting – Sept 21, 2019

Motion to approve the AGM minutes of September 21, 2019

Moved by Mel Lehan. Seconded by Tom Watson. Carried.

5. Business Arising from the Minutes

6. Report from the Chair, Frances Sloan Sainas

In the 2019/2020 fiscal year the Board and staff have focused on the three goals of the new 2020-2023 strategic plan. This strategic plan is on our website. The three goals are to conserve areas through conservation covenants, to protect greenspaces and restore natural areas, and provide educational opportunities that deepen the connection to land and nature.

During the last fiscal year we were able to be out and about. Remember those days? Our Biologist and Land Manager, Torrey, and our Environmental Technician, Karen, travelled throughout the province monitoring our covenants. They also partnered with the Greater Victoria Green Team to coordinate a number of invasive species removals. On the educational front, TLC launched our first Deertrails Naturalist Program session in May 2019 in the Clearwater River Valley. We had 13 students and 6 expert naturalists who came together for a week long intensive course which discussed topics including climate change, biodiversity, land stewardship, educational programming, wildlife journaling, geology, and more. I was there for the first couple of days and I can't speak highly enough about the instructors. Andy MacKinnon, Briony Penn, Trevor Goward, Lyn Baldwin, Cathie Hickson, and Nancy Flood. Most of whom volunteered their time for this event despite busy schedules as authors, university professors, and naturalists.

Unfortunately we had scheduled two Deertrails programs this year that had to be cancelled due to COVID. They were going to be on Cortes Island, to have a coastal naturalist workshop and another one back in the Clearwater River Valley.

In the fall of 2019, TLC launched a fundraising campaign to protect a 28 acres property which will add to TLC's existing Clearwater wetlands and wildlife corridors. TLC members and donors raised 2/3 of this acquisition and endowment value, while the remaining 1/3 was covered by a grant from the Canadian government through the Heritage Conservation Program, part of Canada's Nature Fund. It was the first year that this fund was offered and TLC was successful in securing one of these grants. We're back in the game of land protection. As a result of this success, TLC now protects 141 acres in that Clearwater area. We have put a wildlife camera up along the corridor and posted on our website and social media some rather funny pictures of moose, grizzly, and other wildlife. It's been a great success.

I would be remiss to not mention our current land protection campaign. Hopefully you've seen this in the recent fall 2020 LANDMark. This project is located in the Millstream Creek Watershed in the District of Highlands. This property has a critical Coastal Douglas-fir ecosystem. One of our local conservation partners, Ian Bruce who is the Executive Coordinator for Peninsula Streams Society, has been working lower in the watershed and

sees great potential for bringing salmon up the whole watershed. This acreage would be part of that network. It's a very important potential property that protects the watershed. Luckily, we were successful with another federal grant to cover 1/3 of the acquisition.

Now, through the generosity of an anonymous donor, we have a matching opportunity to secure the remaining 2/3 of the funds required to complete this acquisition and create an endowment to protect it in perpetuity. So your gifts will be matched 4:1, up to \$75,000. This project must close before December 31st. Please consider donating as soon as possible online, by phone, or by mail and all gifts are eligible for 2020 charitable tax receipts. Working together we will make this a reality.

7. Report from the Executive Director, Cathy Armstrong

Behind me you'll see an image from the Millstream Creek Watershed featuring Earsmann Creek. Ian Bruce is interested in releasing fry into Mary Lake which connects into this creek. Today, I've just received a check for \$5,000 toward the acquisition from board member Tom Watson in memory of his mother. Which gets matched four times.

So here we are, in unprecedented times. Like you, we're dealing with things day by and day and figuring out things as we go.

In March when everyone was asked to cocoon at home, I decided to pull the plug on our office space as staff would be working from home. I terminated our lease to save funds. I'd like to thank the CRD for their support for many years in allowing us to stay in the Gonzales Observatory.

Staff and Board met by Zoom, and over the summer we toured potential office spaces. We were lucky to find a new spot on Cordova Bay Road for September 1st. We're now in and working on making it look presentable. We would love to do a big open house, but as you can imagine, we'll defer that until everyone can join us. WE welcome visitors one at a time. While Zoom had it's function, we're really glad to be back and meeting, socially distanced, but face to face.

The pandemic is having an impact on our bottom line, but we have mitigated that with savings on our office expenses, and with the support of the federal wage subsidy program. Our fiscal year ended April 30 with a surplus of \$362,000, and our cash reserves are in excess of \$800,000. TLC was well prepared for such rainy days as these. We can all take great pride in that.

TLC's field season has also been very impacted. We were forced to cancel our Passport to Nature events, but we have replaced some of these outdoor activities with online virtual tours and nature journaling instructional videos by Karen, our Environmental Technician and Land Manager. You can check these out on our website.

Abkhazi Garden closed in March for COVID precautions. But we reopened in June with

safety protocols so that our local community had a destination to uplift spirits. Volunteers were really wanting to get back to work. Thank you to our volunteers for making this happen. This year has felt very different at Abkhazi Garden because it is almost 100% local community. We're at about 2/3 in revenue at the gate from previous years. Fort Shepherd Conservancy, near Trail, reopened this year for non-motorized recreation. It's 2200 acres on the Columbia River and is available for walking, horseback riding, etc.

Planned restoration events were postponed, and the covenant monitoring season was curtailed as we worked out travel arrangements and factored in social distancing. However, a good portion of covenant monitoring has been completed. We're still trying to ensure that those required functions are completed.

Two of our planned Deertrails Naturalist sessions, one in Clearwater and the other on Cortes Island had to be cancelled. All I can say is "Heartbreak." After all the planning, discussions with instructors, building up a new cohort. It was hard for us to lose a year, but we hope conditions will allow for a session next year.

While everything is different, what remains the same is the urgency to protect our natural world. Perhaps many are feeling the same urgency, as there has been a dramatic increase in the number of projects being brought to our attention. I would like to outline to you our approach. First and foremost, we seek to understand the project, visit where possible, and support communities in their efforts. This may mean providing advice and helping hold the hands of the local community. This may mean partnering. Or it may mean jumping in to fundraise. What is happening right now globally is a transfer of wealth. The baby boom generation is coming to an age where legacy and inheritances loom large. For many, the next generation has set career paths and lifestyles that are not necessarily aligned with holding conservation lands. So as these properties come to market, local communities and individuals see opportunities and get active. Bless them. This is where the magic happens. Our Chair spoke of one of these, the Millstream Creek Watershed property, a Coastal Douglas Fir habitat located in the Highlands, about fifteen minutes from downtown Victoria. The Highlands community have done a remarkable job protecting our urban forest, this project builds on that effort. These greenspaces are the lungs of the surrounding more densely populated areas. Other projects we will be bringing forward in the New Year, projects that focus on partnerships with other land conservancies, and with local First Nations.

COVID has not impacted our effectiveness. TLC has remained vigilant, and has responded to the calls to action. With your support we can heed those calls, which makes us all feel proud. Which connects us all. To each other, and to our natural world.

I want to thank our Board for their dedication and commitment to TLC. We are fortunate to have a Board that is professional, passionate, and committed to our strategic goals. Remember everyone, these are volunteers. We are blessed to have a staff that go above and beyond every single day. We face everything as a team, and we celebrate as a team. We are grateful for the opportunity to work to make a difference. A meaningful difference.

We appreciate your support as we face challenges, and we want you to know that your messages of encouragement have a real impact. When little notes come in we all share those good wishes.

It is so good to see your faces today. We wish we could have chatted in person but are glad to see you virtually. Thank you, and I wish you all well as we navigate these challenging times.

Cathy opened the meeting for questions and comments.

Peta Alexander expressed how much she appreciated all of Cathy's report and the great job everyone is doing. It's great to be tuned in. Despite being socially distanced, it's far better than it might have been. Great job board and staff.

Mel Lehan thanked staff for their work during these tough times. They keep us alive and thriving.

8. Treasurer's Report from Lori Roter

Lori shared that all the good work we've been doing has already been presented. Her Treasurer's Report is available in the 2020 Annual Report. Larry Beatty will report on behalf of our auditors Grant Thornton later. We're in a very good financial position in thanks to grants and in-kind contributions from our membership. As she mentions in her report, those in-kind gifts are often work that TLC would have to expend money on. Last year, because it was at the beginning on COVID, we did see a small dip. Ongoing membership contributions provide financial stability for the organization and helps us project and plan. Moving forward, we are in the process of proper allocation of surplus funds. We wanted to defer until the fall due to COVID, but we will be looking at putting aside for dealing with long-term issues (e.g. covenant defense). In the past year, the board has gone to quarterly monitoring and pairing up fixed expenses and revenues.

9. Presentation of Financial Statements by Larry Beatty of Grant Thornton

Larry walked members through the financial statements at a high level, highlighting any variances or things of importance. Page 1 and 2 discuss the independent auditors report. Over the summer the audit process was completed remotely with management. A bit of a change, but it went smooth. This speaks to the solid accounting team and record keeping that TLC does have.

Page 3 is the Consolidated Summary of Operations. This is a summary of the revenue and expenses for the fiscal period ending April 30, 2020. This gives a flavour of the expenses and revenues for the year. Towards the top you'll see total revenues of just over \$1.1M. Fairly comparable to last year; up about \$70,000. Notice the different categories that management categorize revenue into – donations, memberships, grants, donations in-kind – are the bigger revenue items. A bit of fluctuation due to timing of gifts. Towards the

bottom you'll see total expenses broken up into categories as well. Total expenses of \$815,000. Taking the total revenue and subtracting the total expenses, you'll see a \$362,000 surplus for 2020 fiscal year end. A lot of this surplus is comprised of general revenue, so the money coming in doesn't have specific restrictions. This means it can go into cash reserves which is great.

Page 4 – the statement of changes and fund balances – gives the total of fund balances including the restricted and the general fund. The general fund is revenue coming in that doesn't have restrictions on it. The ending fund balance for the general fund is about \$874,000. That's money brought in that hasn't yet been spent. Anything in the restricted fund is anything that's already been spent on capital assets or covenant properties. It's money that is tied up and not really available for use.

The next page is the Consolidated Statement of Financial Position, we call this the balance sheet. You'll notice this documents the assets and liabilities. Focus in on current assets vs. current liabilities. This tells a good picture because we have a lot of liquid assets to deal with any liabilities. The rest of the statement breaks down long term investments but these include the valuation of conservation covenants at the time of protection.

The Consolidated Statement of Cash Flows really shows the inflows and outflows of cash for the year. You'll see a net increase of cash of about \$195,000. Added to the cash at the beginning of the year of \$636,000, and you end the year with cash and cash equivalents of \$832,000. A good, solid cash position.

The only new note is the last note title Impact of COVID-19. This gives a snippet of how COVID has impacted the organization as of year end. A bit of commentary that we don't know what will happen in the world and how it could affect the organization.

Open for questions and comments.

Fran thanked members, donors, staff, and board. Wonderful to be in a positive financial position.

10. Appointment of Auditor

Motion to appoint Grant Thornton as auditor for TLC's 2020/21 fiscal period.

Moved by Lori Roter. Seconded by Andrew Stewart. Carried.

11. Nomination of Tom Watson and Andrew Stewart to TLC's Board of Directors.

Two board members, Tom Watson and Andrew Stewart, have terms up for re-election.

Motion to ratify the election of Tom Watson and Andrew Stewart to TLC's Board of Directors for three year terms.

Moved by Mel Lehan. Seconded by Sara Wickham. Carried.

12. Election of Jeff Sheldrake

Fran Sloan Sainas shared that this was after our nominations period. Jeff is a neighbour of board member Andrew. Jeff is a fourth generation British Columbian, has a degree in geography from the University of Victoria, he has a diploma in urban land economics from UBC, and project management from York University. He's currently employed in the public service and the last four years he has held the position of Executive Director leading the BC team responsible for implementing the Province's comment on legislation that establishes the Great Bear Rainforest. He and his wife Catherine are the proud parents of two young adults. The board believe he will be a great asset to the board. Having Jeff come on will bring us up to eight board members.

Jeff Sheldrake shared that he felt it was a great honour to be considered for the position and that he's followed the work of The Land Conservancy for years. He hopes he can bring some of his experience to be of benefit to the three main goals that Fran outlined at the beginning of the meeting.

Motion to elect Jeff Sheldrake to TLC's Board of Directors for a three year term.
Moved by Fran Sloan Sainas. Seconded by Mel Lehan. Carried.

13. New/Other Business

14. Adjournment 1:55 p.m.

Fran Sloan Sainas thanked everyone for participating and ongoing support.