



Landscape of Grand Pré Inc. – le Paysage de Grand-Pré inc.

Meeting of the Board of Directors

August 9, 2019 at 11:00 AM

By teleconference

In attendance:

Beverly Palmeter, Vice Chair

Gérald Boudreau

Anne Curry

Géraldine Arsenault

Yvon Fontaine

Marilyn Perkins

Emily Lutz (attended in camera parts of the meeting)

Other attendees:

Steven Gaudet, Executive Director (attended all but the *in camera* sessions of the meeting)

Gerald Walsh, Gerald Walsh & Associates (attended the *in camera* portions of meeting)

Regrets:

Andrew Murphy

Mark Bannerman

1. Welcome, and call to order

The Vice Chair welcomed the attendees and called the meeting to order having a quorum of six of nine directors in attendance.

2. Review and approve the agenda

The agenda was reviewed. The amended agenda was set as the following (with the updates noted in italics):

- Welcome, call to order,
- Review and approve the agenda
- Election of the officers of the Board
- *Resignation of a director*
- Selection of banking signing officers
- Set dates of next Board meetings
- In camera session – human resources related
- In camera session – human resources related
- Adjournment

RESOLUTION 19BOD.AUG09001: Through a motion by YVON FONTAINE duly made, seconded by ANNE CURRY and carried, that the meeting agenda is approved as amended.

3. Election of the officers of the Board

GÉRALD BOUDREAU assumed the position of meeting chair for the business of electing a new Board Chair.

Election of Board Chair: GÉRALD BOUDREAU invited the directors to propose candidates for the position of new Board Chair. YVON FONTAINE made a motion nominating BEVERLY PALMETER as Board Chair. BEVERLY PALMETER accepted the nomination. GÉRALD BOUDREAU asked three times if there were any other nominations. There were none.

RESOLUTION 19BOD.AUG09002: Through a motion by YVON FONTAINE duly made, and carried by acclamation, BEVERLY PALMETER is elected as Board Chair.

BEVERLY PALMETER, newly elected Board Chair, took over as meeting chair.

Election of Vice Chair: BEVERLY PALMETER invited the directors to propose candidates for the position of new Board Vice Chair. YVON FONTAINE made a motion nominating GÉRALD BOUDREAU as Vice Chair. GÉRALD BOUDREAU accepted the nomination. BEVERLY PALMETER asked three times if there were any other nominations. There were none.

RESOLUTION 19BOD.AUG09003: Through a motion by YVON FONTAINE duly made, and carried by acclamation, GÉRALD BOUDREAU is elected as Vice Chair.

Election of Secretary: BEVERLY PALMETER invited the directors to propose candidates for the position of new Board Secretary. GÉRALD BOUDREAU made a motion nominating GÉRALDINE ARSENAULT as Secretary. GÉRALDINE ARSENAULT accepted the nomination. BEVERLY PALMETER asked three times if there were any other nominations. There were none.

RESOLUTION 19BOD.AUG09004: Through a motion by GÉRALD BOUDREAU duly made, and carried by acclamation, GÉRALDINE ARSENAULT is elected as Secretary.

Election of Treasurer: The Board chose to defer the election of Board Treasurer to a future Board meeting.

4. Resignation of a director

The Chair indicated that the Corporation received a letter dated July 25, 2019 from CLAUDE DEGRÂCE resigning from his position as director on the LGPI Board.

RESOLUTION 19BOD.AUG09005: Through a motion by GÉRALD BOUDREAU duly made, seconded by MARILYN PERKINS and carried, the Board accepts the resignation of Claude DeGrâce as director.

5. Selection of banking signing officers

The Board chose to defer the selection of bank signing officers to a future Board meeting. Current bank signing assignments stand as is until new ones are selected.

6. Set dates for next Board meetings

RESOLUTION 19BOD.AUG09006: Through a motion by GÉRALD BOUDREAU duly made, seconded by ANNE CURRY and carried, the dates chosen for the next meetings of the Board are October 10, 2019 and December 5, 2019.

7. In camera – human resources topic

RESOLUTION 19BOD.AUG09007: On a proposal duly presented by GÉRALD BOUDREAU, seconded by MARILYN PERKINS and adopted, it is resolved to continue the meeting in camera.

RESOLUTION 19BOD.AUG09008: On a proposal duly presented by YVON FONTAINE, seconded by ANNE CURRY and adopted, it is resolved to end the in camera session of the meeting.

RESOLUTION 19BOD.AUG09009: On a proposal duly presented by GÉRALD BOUDREAU, seconded by MARILYN PERKINS and adopted, it is resolved to accept the recommendation of the selection committee to appoint Claude DeGrace to the general management of the Landscape of Grand Pré Incorporated from September 16, 2019, according to the proposed conditions of employment.

8. In camera – human resources topic

RESOLUTION 19BOD.AUG09010: On a proposal duly presented by ANNE CURRY, seconded by GÉRALD BOUDREAU and adopted, it is resolved to continue the meeting in camera.

RESOLUTION 19BOD.AUG09011: On a proposal duly presented by EMILY LUTZ, seconded by GÉRALD BOUDREAU and adopted, it is resolved to end the in camera session of the meeting.

RESOLUTION 19BOD.AUG09012: On a proposal duly presented by EMILY LUTZ, seconded by GÉRALD BOUDREAU and adopted, it is resolved to call upon the services of McInnes Cooper to examine a temporary employment contract in accordance with discussions held in camera.

9. Adjournment

GÉRALD BOUDREAU proposed the adjournment of the session.

N.B. The Board made two decisions in e-mail during the period between their meetings on June

21, 2019 and August 9, 2019 that are documented here so as to be preserved within the Corporation's meeting minutes: Please see next page

- 10 of the 10 Board directors participated and unanimously approved by e-mail on July 17, 2019 the recommendation by the Board's Nominating and Governance Committee's that Andrew Murphy be a director-nominee for a 3 year term, and that nomination would be tabled for a vote by Members at the annual meeting of members.
- RESOLUTION 19BOD.JUL17001: Through a motion by BEVERLY PALMETER duly made by e-mail the Board, seconded by ALLISTER SURETTE and carried unanimously, Landscape of Grand Pré Inc.'s financial statements audit report for fiscal year 2018/2019 (dated June 13, 2019) by Kent & Duffett Chartered Professional Accountants is approved.