



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

Minutes approved by the Board on October 10, 2019

Meeting of the Board of Directors

June 21, 2019, from 9:00 AM to 2:00 PM

Landscape of Grand Pré Inc. office, Suite 8, 189 Dykeland Street, Wolfville, NS

In attendance:

Allister Surette, Chair
Beverly Palmeter
Gérald Boudreau
Anne Curry
Géraldine Arsenault
Emily Lutz
Yvon Fontaine
Mark Bannerman
Marilyn Perkins

Other attendees:

Steven Gaudet, Executive Director
Gerald Walsh, Gerald Walsh & Associates (attended the *in camera* portions of meeting)

Regrets:

Claude DeGrâce

1. Welcome, and call to order

The chair welcomed the attendees and called the meeting to order having a quorum of directors in attendance.

2. Review and approve the agenda

The agenda was reviewed. The amended agenda was set as the following (with the updates italicized):

1. Welcome, and call to order,
2. Review and approve the agenda
3. In camera – a human resources topic – Gerald Walsh & Associates' update on the executive search and a discussion on the preferred profile of candidate
4. *In camera – a human resources topic – set initial priorities of the Executive Director*
5. Plan governance next steps
 - a) Board governance refresher
 - b) Policy development status review
 - c) Board master calendar
 - d) Financial resource boundary setting
 - e) Consideration of member involvement process
6. Approve the minutes of the meeting held April 11, 2019
7. Financial reporting as at May 31, 2019
8. Executive Directors Report for the period April 5 to June 14, 2019
9. *Plan next meeting dates, and plan for annual meeting of Members*
10. Adjournment

RESOLUTION 19BOD.JUN21001: Through a motion by GÉRALD BOUDREAU duly made, seconded by ANNE CURRY and carried, that the amended agenda be accepted.

For their in camera sessions, the Executive Director provided the Board with the 2017 Job Listing for the Executive Director position, the Executive Director Job Description, and the action list from the Strategic Plan.

The Executive Director left the meeting. Gerald Walsh joined the meeting.

RESOLUTION 19BOD.JUN21002: Through a motion by BEVERLY PALMETER duly made, seconded by MARILYN PERKINS and carried, that the meeting go in camera.

3. In camera – human resources topic

4. In camera – human resources topic

RESOLUTION 19BOD.JUN21003: Through a motion by YVON FONTAINE duly made, seconded by GÉRALD BOUDREAU and carried, that the Board's search committee stays on until the completion of the selection process for a new Executive Director.

RESOLUTION 19BOD.JUN21004: Through a motion by MARK BANNERMAN duly made, seconded by GÉRALD BOUDREAU and carried, that the Board end the in camera session.

5. Board governance next steps

The Executive Director rejoined the meeting. Gerald Walsh left the meeting.

5a. Board governance refresher:

In advance of the meeting the Board was provided for their review the document “Landscape of Grand Pré Governance Review” by Cheryl Hodder and Danielle Daigle, McInnes Cooper dated June 6, 2017. At the meeting, the Board discussed the highlights of the document. It was noted that it is the intention of the Board to operate as a “policy board”.

5b. Policy development status review:

The Executive Director provided a draft of the Board’s tracking of their “Report on Governance of LGPI”. It was noted that the open actions that remain are to keep, amend, or terminate the Member Memorandum of Understanding, establish a Promotion & Marketing Committee, complete the draft Terms of Reference for the Promotion & Education Committee, establish a Finance & Audit Committee, draft a Finance & Audit Policy, create a more formal Board orientation, and develop a Board evaluation process.

RESOLUTION 19BOD.JUN21005: Through a motion by YVON FONTAINE duly made, seconded by GÉRALD BOUDREAU and carried, that the “Report on Governance of the Landscape of Grand Pré” tracking list update be accepted as amended.

ACTION: The Board will undertake to complete the remaining governance projects including drafting the remaining recommended policies and committee terms of references, as well as a third party review of all new and existing policies and committee terms of references.

ACTION: Directors having membership in ICD will provide the Board and the Executive Director with ICD policy samples to assist with the completion of new policies remaining in the Board governance project.

5c. Board master calendar:

The Executive Director presented a draft Board Calendar for consideration by the Board. It was discussed and some minor edits were made.

ACTION: The Chair will see that the Board Calendar is distributed at each Board meeting so as to aid in planning work and setting the agenda for the subsequent Board meeting.

5d. Financial resource boundary setting:

The Executive Director indicated the following longer term financial highlights given our organization’s commitment to UNESCO and Canada to preserve the World Heritage Site in perpetuity through monitoring, protecting and reporting:

- The Municipality of Kings County’s grant, subject to annual application and annual proof of stewardship, is intended to end in three years.
- The Landscape of Grand Pré UNESCO funding trust (LGPI’s largest funder) closes in three years, with any remaining funds to be transferred to the beneficiary.
- The projected remaining principal from the trust would likely yield only \$50,000 to \$60,000 per year from annual growth, if principal was preserved and investment was done at a conservative approach.
- In order to support an annual budget of \$250,000, then a major capital campaign yielding \$8,000,000 would be needed (net of fundraising, charity setup, and funder management costs) if conservative investment was the approach for the principal.
- Alternatively, the Corporation could plan to spend no more than \$60,000 annually unless an annual fundraising goal up to \$190,000 could be achieved before annual budget setting.

ACTION: The Executive Director will send to the Board the 2012 report on World Heritage Site management fundraising written by Red Letter consultants.

ACTION: The Board will assess and plan a fundraising initiative and plan LGPI spending accordingly.

ACTION: The Board will inform the Funding Trust of its plan to resource and fund the UNESCO World Heritage Site management into the future.

5e. Consideration of member involvement process:

The Executive Director provided the Board with the document “What is the Spectrum of Public Participation?” by G. Stewart (blog), February 14, 2017, for consideration in further improvements on LGPI’s engagement with its publics and stakeholders.

6. Approve minutes of meeting(s) held on April 11, 2019

It was agreed that the Meeting Actions decided within the meetings will remain within the minutes under the appropriate section of the minutes, and repeated within the actions log sheet. The completed actions will be updated in the appropriate minutes before being removed from the action log.

RESOLUTION 19BOD.JUN21006: Through a motion by YVON FONTAINE duly made, seconded by EMILY LUTZ and carried, that the minutes of the meeting held on April 11, 2019 be accepted as presented.

7. Financial reporting as at May 31, 2019

The Executive Director presented the financial statements.

RESOLUTION 19BOD.JUN21007: Through a motion by GÉRALD BOUDREAU duly made, seconded by ANNE CURRY and carried, to receive the financials as at May 31, 2019 as presented.

8. Executive Directors report for period April 5 to June 14, 2019

The Executive Director presented the report on operations. It was noted that, under Administration and business management, the budget was not changed. The Executive Director was simply changing the format of the income / expense report to reflect depreciation in a straight-line manner throughout the year and within future reports of income / expense.

RESOLUTION 19BOD.JUN21008: Through a motion by GÉRALD BOUDREAU duly made, seconded by MARILYN PERKINS and carried, to receive the Executive Director Report as presented.

9. Plan next meeting dates, and plan for annual meeting of Members

The Board set the date of the next Board meeting as July 19, 2019.


ACTION: The Governance & Nominating Committee will convene to consider if they recommend a new director-nominee of the Board of Directors to the Board, and if so, then to recommend a candidate in time for consideration at the annual meeting of members on July 19, 2019.

ACTION: The Chair, Executive Director, and Directors will take extra communication efforts to encourage all Members to be represented at the annual meeting of members.

10. Adjournment

The Directors expressed to Allister Surette their thanks and a hearty “merci beaucoup” for his service to Landscape of Grand Pré Inc. It was noted that Allister has served as the organization’s first director and served as chair of the Board of Directors since the inception of the Corporation.

Through a motion by GÉRALD BOUDREAU duly made, the meeting was adjourned.

Signed 
Géraldine Arsenault
Secretary

Date 23/01/2020