



Draft Minutes  
Landscape of Grand Pré Inc. Board Meeting  
9:00 a.m. – March 10, 2023  
Via Zoom

**In attendance:**

Géraldine Arsenault	Emily Lutz
Mark Bannerman	Beverly Palmeter
Gérald Boudreau	Ernest Thibodeau
Cally Jordan	

**Regrets:**

Yvon Fontaine  
Marilyn Perkins

**Others:**

Claude DeGrâce, Executive Director (ED)  
Helen Woodward, Financial Support Services  
Tami McEvoy, Administrative Support Services

**1. Welcome, verify quorum, call to order**

Beverly Palmeter, Chair of Landscape of Grand Pré Inc. (LGPI), welcomed the attendees and called the Board of Directors (BOD) meeting to order at 9:10 a.m. having a quorum of directors in attendance.

**2. Review and approval of the agenda**

1. Welcome, verify quorum, call to order
2. Review and approval of the agenda
3. Approval of the minutes of the meeting held on November 30, 2022
4. Actions arising from the minutes

5. Review the financial statements to January 31, 2023
6. Executive Director report
7. *In-camera session*
8. Standing committee reports
  - a. Education and Marketing
  - b. Executive
  - c. Finance and Audit
  - d. Governance and Nominating
  - e. Technical Advisory
9. Former Funding Trust financial records
10. Board Calendar
11. Round Table
12. Set the dates for the next Board meetings
13. Adjournment

It was agreed to move the Executive Director report (item number 7) before the *in-camera* session (item number 6) on the agenda (as shown in italics).

**MOTION:** To approve the agenda as amended.

Moved by Gérald Boudreau, seconded by Ernest Thibodeau

Motion carried; **Resolution 23BOD.Mar.10.001**

### **3. Approval of the minutes of the meeting held on November 30, 2022**

The following points were raised regarding 2 lines from item 5 beginning on page 6 of the minutes:

- 1) “ask for and receive annual reports” should read: “ask for an accounting of the Funding Trust.”
- 2) “that the beneficiary has always been the ultimate owners of the Funding Trust” should read: “the beneficiary is the ultimate owner of the assets of the Trust.”

A discussion followed regarding the reporting of individual directors’ comments in the minutes. The Chair confirmed the administrative best practice for recording the minutes of BOD meetings is to provide a summary of the discussions along with outcomes and actions. The Chair noted that directors are not usually recorded individually, unless a director were to request that their specific point of view to be recorded in the minutes.

Cally Jordan suggested that this is a question of liability and if a Board director disagrees with a proposed action, it should be recorded.

It was suggested that when directors wish to have specific actions adopted by the Board, it should be done in the form of motions.

Cally Jordan recommended that a formal accounting of the Funding Trust be requested, and asked that this recommendation be recorded in the minutes.

As per Mark Bannerman's suggestion, the Chair noted that the Board would have further discussions regarding how to record minutes of Board meetings.

**MOTION:** To approve the minutes of the November 30, 2022, Board of Directors meeting as modified.

Moved by Emily Lutz, seconded by Mark Bannerman

Motion carried; **Resolution 23BOD.Mar.10.002**

#### **4. Actions arising from the minutes**

The ED summarized actions resulting from the November 30, 2022, Board meeting.

##### **Item 5: Review the financial statements to October 31, 2022**

The ED has contacted the Chair of the Funding Trust to request the banking records for the past 10 years. The ED confirmed that the bank account will be closed after the Funding Trust completes an audit for the final year of operation and forwards the remaining bank balance of approximately \$10,000 to LGPI.

Cally Jordan noted for the record, that the finalized information will be helpful to support future funding requests from the province of Nova Scotia.

The ED informed the BOD that a portfolio history has been provided by RBC Dominion Securities and shared with the Treasurer and members of the Finance and Audit Committee.

Cally Jordan agreed for the record that the transfer of the funds from the Funding Trust to Landscape of Grand Pré Inc. is a significant event for the Corporation, and formally suggested that the financial/investment records should be requested as well as the portfolio history.

The ED informed the BOD that Helen Woodward will not be renewing her financial

support services contract with LGPI. The Chair thanked Helen Woodward for her support over the years to both the Landscape of Grand Pré Society and Landscape of Grand Pré Inc. The ED has updated the terms of reference for the financial support services contract and has begun a search for potentially qualified candidates.

#### **Item 7. a) Report of the Education Marketing Committee**

The ED informed the BOD that a contract has been awarded to KA Social Media as approved by the BOD on November 30, 2022: **Resolution 22BOD.Nov.30.007**

#### **Item 9. Executive Director Report - Proposal for updating the Corporation's Strategic Plan**

A Memorandum of Understanding was signed between Acadia University and LGPI to guide the review and update of the Corporation's Strategic Plan.

### **5. Review the financial statements to January 31, 2023**

Helen Woodward, Financial Support Services Contractor, presented the financial statements to January 31, 2023.

- The profit and loss statement is normal and proceeding as expected;
- Staff expenses will be moved to the salaries column instead of staff training;
- Extra lines added into the balance sheet and font size will be increased for next report;
- Funds received from the Funding Trust are now included in the balance sheet;
- The auditor has suggested recording the transfer of funds from the Funding Trust as deferred income and only valuing the account once per year, as of March 31.

**MOTION:** To receive the financial statements to January 31, 2023, as presented.

Moved by Cally Jordan, seconded by Mark Bannerman

Motion carried; **Resolution 23BOD.Mar.10.003**

### **6. Executive Director Report**

Presented by the Executive Director (ED) of the LGPI, Claude DeGrâce.

#### **Corporate Governance**

The ED noted that if it was the wish of the Board, McInnes Cooper could keep records of the

BOD meeting minutes, Members' meeting minutes, and annual audited financial statements, for an annual fee of approximately \$1,000. Most of the minutes have been signed by the Secretary and the ED is in the process of forwarding them to McInnes Cooper.

Cally Jordan suggested that the ED investigate McInnes Cooper's document management procedures to determine who has access to the data.

The ED confirmed that LGPI must file annual reports to Corporations Canada but not to the Province of Nova Scotia.

Copies of all approved invoices are sent to the Treasurer as requested and the ED has instructed RBC Dominion Securities Inc. to distribute all reports to the Treasurer and to the Executive Director.

Other matters such as whether the ED should be an officer of the Corporation with fiduciary responsibility, the question of the role of Treasurer as compared to the mandate of the Finance and Audit Committee will be reviewed by the Chair of the Governance and Nominating Committee when meeting with McInnes Cooper. The results of these discussions will be brought forward to a meeting of the Governance and Nominating Committee and, if necessary, recommendations will be made to the Board.

### **Visitor Experience Concept**

The ED continues to work with Parks Canada regarding the implementation of modified components of a visitor experience concept for the Landscape. The status of this initiative is provided as part of the Education and Marketing Committee's report to the Board.

### **Extension of Harvest Moon Trailway from Grand Pré to Hortonville**

As suggested by participants during public engagement sessions held in Grand Pré in the spring of 2022, the Municipality of the County of Kings is proceeding with plans to extend the Harvest Moon Trailway from Grand Pré to Hortonville. The estimated cost of the project is \$230,000 plus an annual rent of \$8,455. While the Municipality is prepared to pay for the annual rail rental fee, Landscape of Grand Pré Inc. has been asked to consider an investment of \$30,000 in the project. An additional \$5,000 has been budgeted to cover the cost of wayfinding from the end of the trail extension to Horton Landing.

The ED recommends that Landscape of Grand Pré Inc. approve this request. The extension of

the Harvest Moon Trailway to Hortonville will enable pedestrians and cyclists to have easier access to Horton Landing, one of the sites identified by UNESCO as having particular significance.

Cally Jordan asked the ED to clarify the public engagement that led to the request for the extension of the trail. She noted that some members of the Grand Pré & Area Community Association Road Safety Committee had expressed concerns about the extension of the trail and that some landowners have stated they were not consulted. The ED informed the Board that the extension of the trail had been recommended during the public engagement sessions led by Brighter Community Planning and Consulting. The ED remarked that no negative concerns about the extension of the trail were raised from within the community during the community consultation sessions. The Chair explained the process regarding the community consultations held during the summer of 2022.

Cally Jordan felt that the dyke road could be more suitable than extending the trail. The ED explained that the Grand Pré Marsh Body does not support using the dyke roads for recreational purposes and suggested that the extension of the trail would provide more options to protect the landscape and provide access to Horton Landing which has considerable historical value and particular significance to UNESCO inscription.

The Board requested that a detailed breakdown of project costs be provided. Cally noted that with the speed of traffic on Grand Pré Road, a safe road crossing will be required.

### **Strategic Plan Review**

The ED noted that interviews were conducted with members of the communities by the 24 students participating in the project. The Chair and the ED made a presentation to the students at Acadia University on January 30, 2023, and on January 31, 2023, the ED guided the students on a field visit to the Landscape, including a visit to Grand-Pré National Historic Site. On February 9, 2023, the ED participated in the adjudication of the 5 group presentations. The students provided interesting new ideas for consideration by the Corporation such as increased focus on providing experiences of the Landscape and considering environmental considerations. Each of the five groups is in the process of completing a 40–50-page report which will be submitted to LGPI.

The Chair noted that LGPI is now ready to proceed with the review of its strategic plan. The ED suggested that LGPI should retain the services of a facilitator to review the 5 reports and prepare a synthesis of the findings for consideration by the Board.

The Chair noted that this had been a very successful project and suggested the ED write a thank you letter to Professor Glyn Bissix and the students. Cally Jordan agreed that this had been a great initiative.

**ACTION:** ED to write a thank you letter for Dr. Glyn Bissix and the students of Acadia University.

## **Reports**

The ED prepared and submitted end of project reports to the Nova Scotia Department of Communities, Culture, Tourism and Heritage, to the Department of Canadian Heritage and to the Municipality of the County of Kings relative to funding awarded to LGPI for the anniversaries celebrated in 2022.

## **Correspondence**

As per the Board's recommendation, the draft letter to the Nova Scotia Minister of Communities Culture, Tourism and Heritage has been revised and approved by the Finance and Audit Committee. Cally Jordan requested that any future correspondence of this nature be circulated to the BOD to make comments before being mailed. The Chair explained the process that was followed and confirmed that the BOD had in fact been involved in this correspondence.

LGPI received a letter from Colin Weaver, NSDA, regarding the Dykeland System Upgrades Project (DSUP). Email correspondence was exchanged with NSDA to schedule a presentation to the Technical Advisory Committee regarding DSUP.

A letter of condolences was sent to Marilyn Perkins on the passing of her sister and nephew. A letter was sent to Jean-Pierre McLaughlin to thank him for his contribution to the Education and Marketing Committee.

The Chair and ED received an email from a resident of the Landscape suggesting that a former railcar used by the Windsor Rail Company be acquired and installed on the rail tracks close to Grand-Pré National Historic Site.

**ACTION** - ED to solicit input from the Educating and Marketing Committee regarding the proposed acquisition of the abandoned railcar.

## Periodic Report

The ED prepared responses for the UNESCO Periodic Report and met with representatives of the Nova Scotia Department of Agriculture; Communities, Culture, Tourism and Heritage, and Municipality of the County of Kings to verify that the input was relevant. A meeting is scheduled with Nova Scotia Mi'kmaq Rights regarding the periodic report. The preliminary input has been sent to Parks Canada for review.

The periodic report will need to be completed by March 31, 2023. It is recommended that the Chair sign the report on behalf of LGPI.

**ACTION:** ED to send the periodic report to the BOD for information purposes.

**MOTION:** That the Board receive the report of the Executive Director as presented.

Moved by Gérald Boudreau, seconded by Cally Jordan

Motion carried; **Resolution 23BOD.Mar.10.004**

**Break at 10:38 a.m. - 10:45 a.m.**

## 6. In-camera session

**MOTION:** To continue the meeting *in-camera* at 10:58 a.m.

Moved by Gérald Boudreau, seconded by Emily Lutz

Motion carried; **Resolution 23BOD.Mar.10.005**

**MOTION:** To continue the meeting out of *in-camera* at 12:11 a.m.

Moved by Gérald Boudreau, seconded by Ernest Thibodeau  
seconded by

Motion carried; **Resolution 23BOD.Mar.10.006**

**Motion:** That the Executive Director be authorised to renew LGPI's contract with Tami McEvoy for Administrative Support Services for one additional year.

Moved by Ernest Thibodeau, seconded by Géraldine Arsenault

Motion carried; **Resolution 23BOD.Mar.10.007**

**Motion:** That the Chair be authorised to sign the modified ED telework agreement beginning January 1, 2023.

Moved by Gérald Boudreau, seconded by Mark Bannerman



Motion carried; **Resolution 23BOD.Mar.10.008**

The Chair noted that in the future, the Board should make efforts to receive and review the reports more efficiently. Mark suggested that a specific amount of time be allocated for each item.

The Chair asked the ED to reach out to the Board to set a date to conclude this meeting.

**Motion:** To suspend the meeting and resume at another date before the end of March 2023.

Moved by Gérald Boudreau, seconded by Ernest Thibodeau

Motion carried; **Resolution 23BOD.Mar.10.009**

**The meeting resumed at 9:00 a.m. on March 22, 2023, via Zoom.**

**In attendance:**

Mark Bannerman

Emily Lutz

Gérald Boudreau

Beverly Palmeter

Cally Jordan

Ernest Thibodeau

**Regrets:**

Géraldine Arsenault

Yvon Fontaine

Marilyn Perkins

**Others:**

Claude DeGrâce, Executive Director (ED)

Tami McEvoy, Administrative Support Services

Amy MacDonald, Chair, Education and Marketing Committee

**1. Welcome, verify quorum, call to order**

Beverly Palmeter, Chair of Landscape of Grand Pré Inc. (LGPI), welcomed the attendees and called the Board of Directors (BOD) meeting to order at 9:15 a.m. having a quorum of directors in attendance. The Chair offered condolences to Gérald Boudreau, for the loss of his brother-in-law. The Chair confirmed that the BOD meeting on March 10, 2023, was correctly adjourned with a privileged motion.

The Chair explained the time constraints and suggested working to a timeframe for each

remaining agenda item suggested below.

## **2. Review and approval of the agenda**

8. Standing committee reports
  - b. Education and Marketing (15 min.)
  - c. Finance and Audit (15 minutes)
  - c. Executive (1 min.)
  - d. Governance and Nominating (10 min.)
  - e. Technical Advisory (10 min.)
9. Former Funding Trust financial records (5 min.)
10. Board Calendar (5 min.)
11. Round Table (10 min.)
12. Set the dates for the next Board meetings (5 min.)
13. *In-camera* session
14. Adjournment (1 min.)

## **8. Standing committee reports**

### **a. Education and Marketing**

Amy MacDonald, Chair of the Education and Marketing Committee (EMC), was invited to join the meeting to present the report to the Board.

#### **Dykelands awareness**

The subcommittee supports the development of bike and walking tours using the Harvest Moon Trailway. The subcommittee will also reach out to the NS Federation of Agriculture to develop a farm safety workshop in conjunction with a Landscape sponsored event in 2023. The subcommittee will reach out to Parks Canada to seek information about compliance initiatives and messaging.

#### **Visitor Experience Concept**

Amy informed the Committee that the VEC would be brought forward to the management committee of the Parks Canada Field Unit for direction. She informed the Board that Parks Canada supports LGPI proceeding with the next phase of planning for:

- enhanced interpretive elements for the View Park;
- the development of a multi-use trail from the View Park to the Harvest Moon Trailway;
- the development of an WHS orientation node close to the Grand-Pré NHS visitor centre;

- the extension of the Harvest Moon Trailway to Hortonville.

The EMC was informed that Parks Canada is ready to explore the development of a UNESCO immersive experience (construction of an extension to the south side of the existing visitor centre) and the development of a small service building to address operational needs for both Parks Canada and LGPI provided that an agreement for the long-term maintenance and operation of both buildings can be agreed upon between Parks Canada and LGPI.

It was also noted that Mi'kmaw themed accommodations and a peace circle could also form part of the project if the Mi'kmaq of Nova Scotia agree with this approach.

The ED shared information regarding former Wolfville artist Alex Colville use of the area and the Landscape more specifically to produce many of his prized paintings. Amy suggested that we could look at producing an exhibit of Colville's work at the visitor centre.

### **Social media audit**

It was agreed that some recommendations identified in the social media audit were of a "housekeeping" nature and should be implemented.

The EMC noted that there had been a marked increased presence of LGPI on social media and that the work of the consultant should be extended beyond March 31, 2023.

### **Development of a video - Devour Studios**

The EMC expressed support for the proposal of a 3–5-minute video and suggested reaching out to Acadia University's Music Department for the creation of original music for the video.

### **Landscape event in 2023**

The EMC suggested that the event could be held in late summer/early fall. It was suggested that a subcommittee would be put in place to help organize and coordinate the event.

### **Harvest Moon Trailway extension to Hortonville**

The Municipality has requested a letter of support from LGPI. It was suggested that Parks Canada could also express support for the project. The need for a formalized crossing for the trail on Grand Pré Road was discussed. It was suggested that the former apple warehouse site across the NHS visitor centre should be developed to provide for a trailhead, vehicular parking and interpretive panels about the significance of the rail, the apple warehouses, etc.

It was also suggested that interpretive panels could be developed along the trail to provide information about the peoples and the land.

If Parks Canada were to be open to possibly leasing the site of the old apple warehouse for this project, the costs of improving the site could be included in the funding request to the province of Nova Scotia.

### **Bike tours**

The ED will be setting up a meeting with Parks Canada and the Town of Wolfville's recreation department regarding the development of bike tours from Wolfville to the Landscape of Grand Pré in 2023.

### **Commemoration of John Frederic Herbin**

As 2023 marks the 100th anniversary of Mr. J.F. Herbin's passing, it has been suggested that a nomination to the Historic Sites and Monuments Board of Canada be developed for the designation of J.F. Herbin as a person of national significance. The ED will be seeking a motion from the Board to proceed with a nomination.

### **Landscape publication**

A book about World Heritage Sites in Canada was on sale at the Grand-Pré NHS boutique. The book in question further undermines the Landscape's efforts to dispel the perception that the NHS is the WHS. The ED will contact the book's publisher and recommend that an insert be added to correct the misleading information.

Gérald Boudreau suggested that the BOD read all of the committee reports prior to the BOD meetings in order to save time and allow for more discussion. Cally Jordan felt that it was necessary for the chairs of each committee to present their report in full at the BOD meeting.

Cally Jordan asked for clarification regarding the deliverables of the KA Social Media contract. The ED indicated that the social media consultant had developed a social media audit and social media strategy for LGPI and that had increased LGPI's presence on social media. This will be measured throughout the contract.

**MOTION:** That the existing contract with KA Social Media be extended by a period of six months to September 30, 2023, to allow for the implementation of the proposed social media strategy and help promote summer events and activities taking place in the Landscape.

Moved by Gérald Boudreau, seconded by Ernest Thibodeau

Motion Carried: **Resolution 23BOD.Mar.22.001**

**MOTION:** That Landscape of Grand Pré Inc. proceed with the allocation of the required budget of \$15,000 to produce a video which will be featured at Devour Studios and for short social media promotions as per the project details developed by the ED.

Moved by Cally Jordan, seconded by Gérald Boudreau

Motion Carried: **Resolution 23BOD.Mar.22.002**

**MOTION:** That Landscape of Grand Pré Inc. proceed to engage the Mi'kmaq, key stakeholders, and partners to organize a Landscape event during late summer/early fall 2023.

Moved by Cally Jordan, seconded by Ernest Thibodeau

Motion Carried: **Resolution 23BOD.Mar.22.003**

**MOTION:** That Landscape of Grand Pré Inc. proceed to submit a nomination to the Historic Sites and Monuments Board of Canada for the recognition of John Frederic Herbin.

Moved by Gérald Boudreau, seconded by Mark Bannerman

Motion carried: **Resolution 23BOD.Mar.22.004**

Gérald Boudreau suggested contacting the Town of Wolfville for additional support for the Herbin nomination.

**ACTION:** ED to reach out to the Town of Wolfville to request support for the Herbin nomination.

**MOTION:** That the Board receive the report of the Education and Marketing Committee as presented.

Moved by Cally Jordan, seconded by Gérald Boudreau

Motion carried; **Resolution 23BOD.Mar.22.005**

#### **b. Executive Committee Report**

As there were no meetings of the Executive Committee, no report was submitted.

#### **c. Finance and Audit Committee Report**

The ED presented the report of the Finance and Audit Committee.

#### **Review investments with RBC Dominion Securities Inc.**

Paul Lannan, Senior Portfolio Manager at RBC Dominion Securities Inc. (RBC DS), was invited to join the FAC meeting to provide an overview of the Corporation's investment portfolio. Mr. Lannan indicated that \$1,953,593 had been transferred to the LGPI account in December. He said that the funds are predominantly fixed income with the possibility of having up to 30% in stocks. Mr. Lannan indicated that the investments are intended to generate income with moderate growth and that, as per RBC DS guidelines, it was not possible to hold more than 10% in any one income holding and not more than 15% in any equity holding. Paul indicated that dividends generate at least \$50,000 annually and that funds can be drawn as required as they have currently \$200,000 held in money market funds.

Reports are produced every 3 months and separate quarterly reports are generated. Paul indicated that the investment policy is similar to the previous investment guidelines; that there may be slight differences with LGPI's Investment Policy but that it would not take very long to align the investments with LGPI's Investment Policy.

Paul suggested that LGPI should inform RBC DS as soon as we know the amount of funds that will be drawn from the investments to support operations.

The Committee reviewed the modified draft letter to Minister Dunn and it was suggested to extend an invitation to the Minister to visit the Landscape and meet with the Board.

#### **Review the Draft budget for 2023/2024**

The Committee reviewed the draft budget with the ED and suggested to modify the payroll expenses in accordance with increased salaries. It was also suggested to add \$1,500 to the financial support services budget to account for the transition with a new financial support services contractor.

The ED noted that he had only identified a nominal amount of funding (\$15,000) for the Visitor Experience Concept (VEC) under strategic projects as LGPI is waiting for a decision from Parks Canada regarding the possibility of implementing components of the VEC resulting from the latest round of public and stakeholder engagement.

The ED also indicated that he had maintained a budget for the fundraising study (\$30,000) but that following the Board's discussion regarding this matter it may be decided not to pursue a fundraising initiative. This item is also linked to the upcoming decision regarding the VEC. Cally Jordan asked if a budget could be allocated to replace the Covenanter Church signs. The Chair agreed to add this topic for further discussions. Gérald Boudreau suggested reaching out

to the Covenanter Church for further discussion.

The ED provided details of new budget items:

- \$35,000 budgeted for the extension of the Harvest Moon Trailway wayfinding signage.
- \$5,000 for legal fees regarding governance questions and records keeping.
- \$12,000 for consultant fees related to updating LGPI's strategic plan.
- \$15,000 for the visitor experience concept.

**MOTION:** That the Board approve the proposed budget for 2023/2024 as modified.

Moved by Gérald Boudreau, seconded by Cally Jordan

Motion carried; **Resolution 23BOD.Mar.22.006**

Cally Jordan asked that the ED contact RBC Dominion Securities to determine the rate of return of the Funding Trust investments for the past 10 years. She also requested that information regarding the fees charged by RBC Dominion Securities should be provided. The ED agreed to seek this information and provide it to the Treasurer.

Cally Jordan requested it be formally noted that the Treasurer should be at the meetings of the FAC. The Chair enquired if the FAC could invite the Treasurer to the meetings. The ED suggested that the terms of reference for the committee could be amended to include the Treasurer as an ex-officio member of the committee. Gérald Boudreau stated that the FAC should decide if the Treasurer should be part of that committee. Cally Jordan wanted it noted for the record that there is inconsistency between the Corporation's by-laws and the structure of the Finance and Audit Committee. The Chair agreed to investigate this matter and suggested contacting McInnes Cooper for legal advice.

**ACTION** - ED to investigate with McInnes Cooper having the Treasurer as an ex-officio member of the FAC and provide an update to the BOD at the next meeting.

**MOTION:** That the Board receive the report of the Finance and Audit Committee as presented.

Moved by Gérald Boudreau, seconded by Cally Jordan

Motion carried; **Resolution 23BOD.Mar.22.007**

#### **d. Governance and Nominating Committee Report**

Presented by Gérald Boudreau, Chair, Governance and Nominating Committee (GNC).

Since the last report to the Board on November 30, 2022, the Governance and Nominating Committee (GNC) held one meeting on December 8, 2023. A second meeting was scheduled for

February 16, 2023, but was postponed because of a lack of quorum.

### **Board self-evaluation**

The summaries of the self-evaluations of the Board were shared with the BOD as directed by the GNC.

### **New director recruitment – Board nominee**

The Committee noted that it had been agreed to set up a roster of potential new directors for nomination by the Board and that the ED would keep a list of names and qualifications. It was noted that Cally may have found someone from Hortonville who would be interested to become a director of LGPI. Gérald indicated that he may soon also have someone to recommend.

It was suggested that the recruitment of new directors should be subject to a formal process whereby the current composition, skills and expertise of the Board would be assessed and the missing skills and abilities would be identified so they could be filled with new directors. Such a competency and attributes matrix could be useful for member organisations that are in the process of nominating a new director.

### **Review and update the GNC terms of reference**

The GNC noted that some of the provisions that currently form part of terms of reference and policies of the Corporation should be more appropriately placed in the by-laws of the Corporation. In order to follow good governance practices, it would be an opportune time to consider tweaking the by-laws to reflect the evolving needs of the Corporation. Cally Jordan volunteered to prepare a list of items that should be considered for inclusion in the by-laws. This list will be provided to the ED who will reach out to McInnes Cooper for their advice.

### **Draft role description for the Treasurer**

The GNC reviewed the draft role description for the Treasurer. It was noted that a statement to the role description could be added to reflect that, as the Corporation has retained the services of a financial services support contractor, many of the specific duties listed in the role descriptions are being carried out by the contractor or by the ED.

It was noted that there is currently an overlap between the draft role description for the Treasurer and the approved terms of reference for the Finance and Audit Committee (FAC). It was suggested that the FAC should be an oversight committee performing an audit role and independent of the financial operations. It is important to have clear separation between oversight responsibilities and financial operations to provide good checks and balances. It was



noted that officers of the Corporation do the actual work, have fiduciary responsibility, and are accountable.

The fact that the FAC was mandated to oversee the investments of the Corporation was questioned. It was suggested that while the Corporation sought and obtained the advice of McInnes Cooper regarding the addition of investments to the terms of reference of the FAC, there may be a more efficient way to proceed. It was suggested that one avenue for separating the financial operations and oversight responsibilities would be the creation of a finance and investment committee. It was agreed that it would be a good idea to review the terms of reference for the FAC in conjunction with an assessment of the potential responsibilities of the Treasurer. The Committee noted that it would also be an opportune time to review the responsibilities of the support services contractors to determine if they are still relevant or if modifications need to be made.

#### **Draft role description for the Secretary**

The GNC reviewed the draft role description for the Secretary. It was suggested that there is a need to compare the responsibilities of the administrative support services contractor and the draft role description for the Secretary. The Committee is not ready to make a recommendation to the Board.

The GNC agreed that a new secretary should have at least one year of previous experience on the Board. It was noted that the Board should always have an officer involved in the operations of the Corporation so there is clear accountability. It was suggested that while the Municipality of the County of Kings operates under a different statutory regime it may be useful to check with Emily to find out about their arrangements for their treasury and secretarial responsibilities.

Cally Jordan requested to be a part of meetings with McInnes Cooper, pointing out that she could save the LGPI money on legal fees by being able to succinctly pose correct questions to McInnes Cooper, also suggesting that she would be able to come up with solutions to governance problems. Gérald Boudreau acknowledged the request and informed Cally that her request would be brought up at the next meeting of the GNC.

**MOTION:** That the terms and reference of the GNC remain as previously approved by the Board.

Moved by Gérald Boudreau, seconded by Cally Jordan

Motion Carried; **Resolution 23BOD.Mar.22.008**

**MOTION:** To receive the report of the Governance and Nominating Committee as presented.

Moved by Gérald Boudreau, seconded by Cally Jordan

Motion carried; **Resolution 23BOD.Mar.22.009**

**Break 10:50 to 11:00 am**

#### **e. Technical Advisory Committee Report**

Presented by Ernest Thibodeau, Chair of the Technical Advisory Committee (TAC). The TAC Committee meeting was held on March 9, 2023, with another planned for April 13, 2023.

#### **Nova Scotia Dykeland System Upgrades Project (DSUP)**

The TAC was informed that construction design consultant work was progressing and that the pre-design report with a minimum of 3 options was expected to be available in early February 2023. Following a review by NSDA, drawings will be completed and in preparation for stakeholder consultations to take place possibly in February 2023. The ED informed the TAC about a Radio-Canada news item which focused on the impacts climate change and sea-level rise are having on the Grand Pré dykelands.

#### **Strategy for the Management and Conservation of Archaeological Heritage in the Landscape of Grand Pré**

Heather MacLeod-Leslie informed the TAC that the subcommittee had not finished its work but expected that the review would be completed within three to four weeks.

Beverly thanked Heather and the members of this subcommittee for all their work. Heather indicated that the revised document would be stronger and more resilient.

#### **Financial support for landowners – Archaeological assessments**

The ED noted that an additional project had been completed and that the report was quite comprehensive including phases 1 and 2 work. The TAC discussed the importance of providing continued support to landowners for conducting archaeological assessments and the following motion was adopted:

Cally Jordan asked for clarification regarding the TAC being focused on agriculture. The ED replied that the role of the TAC is to focus on matters regarding the protection and preservation of the Outstanding Universal Value of the Landscape including its archaeological sites and agricultural heritage

**MOTION:** That the Board extend the LGPI initiative to provide financial support to landowners for conducting archaeological resource impact assessments (ARIAs) in the Landscape and its buffer zone.

Moved by Ernest Thibodeau, seconded by Gérald Boudreau  
Motion carried; **Resolution 23BOD.Mar.22.010**

**MOTION:** To receive the report of the Technical Advisory Committee as presented.  
Moved by Ernest Thibodeau, seconded by Gérald Boudreau  
Motion carried; **Resolution 23BOD.Mar.22.011**

**MOTION:** That the Board authorise the Chair to sign the Periodic Report.  
Moved by Gérald Boudreau, seconded by Ernest Thibodeau  
Motion carried; **Resolution 23BOD.Mar.22.012**

Cally Jordan asked that it be noted in the minutes that the periodic report be brought to the BOD prior to submission every 6 years.

## **9. Former Funding Trust Financial Records**

Cally Jordan asked for this agenda item to discuss obtaining the financial records of the former Funding Trust.

The ED informed the Board that he had contacted the Chair of the Funding Trust to seek the banking statements for the previous 10 years. He noted that if these are not available a 10-year audit may be required.

ED prepared cash flow chart to show financials for the last 10 years to cover the full time of the funding trust.

## **10. Executive Director Report**

As some directors had to leave before having addressed all the proposed agenda items, it was suggested that the following motions be sent to the full Board for a vote via email.

- a) That Landscape of Grand Pré Inc. send a letter to the Municipality of the County of Kings to support the extension of the Harvest Moon Trailway to Hortonville.
- b) That the Board approve a contribution of \$30,000 to the Municipality of the County of Kings for the extension of the Harvest Moon Trailway to Hortonville.
- c) That the Board approve the ED's Goals and Objectives for 2023/2024.
- d) That the Board receive the Board calendar as circulated.
- e) That the Board approve the award of a one-year contract to Thomas Deal, beginning April 1,

2023, for the provision of financial support services to Landscape of Grand Pré Inc.

The ED confirmed that the terms of office for Directors Gérald Boudreau, Ernest Thibodeau and Emily Lutz are expiring at this year's Annual Meeting of Members.

**ACTION** - ED to contact the member organisations to request nominees.

### **11. Set the dates for the next Board meetings**

The Board suggested an in-person meeting during the week of May 15 – 19. The ED will send a note to the directors to select a suitable date.

The Board will hold a virtual meeting in July to review audited financial statements and recommend an auditor to the Annual Meeting of Members (date to be determined).

The Annual Meeting of Members will be held in September followed by a Board meeting.

### **13. Adjournment**

**MOTION:** To adjourn the Board of Directors meeting at 11:40 a.m.

Moved by Ernest Thibodeau, seconded by Cally Jordan

Motion carried; **Resolution 23BOD.Mar.22.013**

Approved by the Board on March 9, 2023; **Resolution 23BOD.May.24.004**

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Géraldine Arsenault

Secretary