

Landscape of Grand Pré Inc. – Le Paysage de Grand-Pré Inc.

Meeting of the Board of Directors

November 15, 2017 from 10:00 AM to 4:00 PM

Université Sainte Anne, Halifax Campus, 1190 Barrington Street, Halifax, NS

In attendance:

Allister Surette, Chair

Géraldine Arsenault, Parks Canada

Gérald Boudreau, Société Promotion de Grand-Pré

Anne Curry, Grand Pré and Area Community Association

Claude DeGrâce, Société Nationale de l'Acadie

Beverly Palmeter, Grand Pre Marsh Body

Marilyn Perkins, Glooscap First Nation

Other attendees:

Steven Gaudet, Executive Director, Landscape of Grand Pré Inc.

Regrets:

Mark Bannerman, Province of Nova Scotia

Peter Muttart, Municipality of Kings County

1. Welcome and call to order

The Chair welcomed the directors and called the meeting to order at 10:10 AM.

2. Approval of agenda, and approval of minutes of prior meetings

The agenda was updated to include the review of the minutes of the August 3, 2017 meeting.

It was noted the meeting date, November 15, 2017, was inadvertently omitted from the agenda (although properly noted in the meeting announcement that was e-mailed).

MOTION BY GÉRALD BOUDREAU, duly made and seconded by ANNE CURRY, that the agenda be approved as amended. Motion carried.

To the minutes of June 6, 2017, the spelling of Director Anne Curry's name was corrected.

MOTION BY MARILYN PERKINS, duly made and seconded by CLAUDE DEGRÂCE, that the meeting minutes for June 6, 2017 be approved as amended. Motion carried.

To the minutes of August 3, 2017, add "Other Attendees: Gerald Walsh, President, Gerald Walsh Associates Inc."

MOTION BY GÉRALD BOUDREAU, duly made and seconded by MARILYN PERKINS, that the meeting minutes for August 3, 2017 be approved as amended. Motion carried.

ACTION: New business arising from review of minutes - confirm the minutes of the 2017 Annual General Meeting were duly documented and retained.

3. Introduction of new directors and employees

The Chair introduced the new Executive Director Steven Gaudet, and Steven provided a brief overview of his education and experience.

4. Executive Director's Report on operations and activity

Steven Gaudet presented the Executive Director's Report for the period from August 15 to November 8, 2017.

It was noted that Steven should give priority to acquiring Officers and Directors Insurance. It was noted strategic planning work for the Corporation should recognize that the most recent version of strategic plan documented by the Landscape of Grand Pré Society (separate entity from the Corporation) was most likely one dated March 2014.

The Board endorsed publication of the Corporation's By-laws onto the web site. The Board endorsed the Executive Director initiate the next disbursement request from the Funding Trust based on his estimate of expenditure to fiscal year end at March 31, 2018. The Board endorsed the Executive Director also initiate the application for the annual grant from the Municipality of the County of Kings.

MOTION BY GÉRALD BOUDREAU duly made and seconded by MARILYN PERKINS, that the Executive Director's Report be received by the Board. Motion carried.

ACTION: Undertake to determine if freedom of information requests under the Nova Scotia FOIPOP Act and Regulations apply to the Corporation, irrespective of our approach to information sharing.

5. Executive Director Work Plan

Steven Gaudet presented the Executive Director Work Plan.

It was noted by that the objectives described are the objectives of the Corporation and the Board. It was noted that the stakeholders, amongst others listed, include landowners and residents within the UNESCO Site. It was noted under “Guidance for Executive Director Priorities”, while guidance to the executive directors is ultimately managed by the Board, it can also be informed by the input from the Committees.

MOTION BY GÉRALD BOUDREAU duly made and seconded by CLAUDE DEGRÂCE, that the Executive Director Work Plan be received by the Board. Motion carried.

6. Financial reports

The Corporation’s Balance Sheet (April to September 2017), Income and Expense Report (April to September 2017), and Cumulative Funding Report from Trust/Grants (2012 to 2017H1) were presented.

Steven noted that the Income and Expense Report included an “Executive Director Notes” column for clarification and information.

MOTION BY ANNE CURRY, duly made and seconded by GÉRALDINE ARSENAULT, that the financial reports be received by the Board. Motion carried.

ACTION: The Board will undertake a financial audit of fiscal year 2017/2018 by an appropriate accounting firm prior to the Annual General Meeting in June.

7. Board governance work

Steven Gaudet presented a draft Code of Conduct for the Board’s consideration. Steven indicated the draft policy reflects a literature review of others’ best practices, requirements and boundaries set out in the Corporation’s By-laws, the Chair’s input, input from legal counsel, and the Executive Director’s experience with not-for-profit boards.

The Board asked for all instances of “Organization” in the document to be changed to “Corporation”, the word “general” in Section 2.i.b be changed to “generally”, and the words “Request to outside opinions” in Section 7 be changed to “Requests for outside opinions”.

MOTION BY GÉRALD BOUDREAU, duly made and seconded by GÉRALDINE ARSENAULT, that the Code of Conduct policy be approved as amended. Motion carried.

Steven presented a draft Communication Policy for the Board’s consideration. Steven indicated the draft policy reflects a literature review of others’ best practices, requirements and boundaries set out in the Corporation’s By-laws, the Chair’s input, input from legal counsel, and the Executive Director’s experience with not-for-profit boards.

The Board asked for all instances of “Organization” in the document to be changed to “Corporation”, for the addition of a “Section 7 Review and Amendment”, and the addition of “Approval Date:” and “Review Date:” (for consistency with the Code of Conduct document).

MOTION BY CLAUDE DEGRÂCE, duly made and seconded by GÉRALD BOUDREAU, that the Communication Policy be approved as amended. Motion carried.

Steven presented an estimate on the Board's progress towards their planned governance and policy work plan using available Board documentation.

ACTION: Ensure that the governance materials related to board governance policy, board orientation, board education, board work plan and meeting agenda model, and board evaluation that was presented in collaboration with McInnis Cooper in a prior 2017 board meeting is duly documented, and retained. The document format as presented at the time was Microsoft PowerPoint.

ACTION: Establish a point of view on whether a Memorandum of Understanding like that of the Landscape of Grand Pré Society is to be kept, amended, or terminated for the Corporation's purposes.

8. Discussion on Corporation's vision, mission, and objectives

Steven Gaudet presented a compilation of strategic planning documents from the organizations involved with the UNESCO Site in a similar capacity to the Corporation (Nomination Grand Pré, Landscape of Grand Pré Society) which could be used as possible input to inform any new strategic planning by the Corporation.

It was noted that the Landscape of Grand Pré's most recent strategic plan was 2014, not 2011. In addition, information filed by the Corporation for its registration under the Canada Not-for-profit Act includes a description of its *raison d'être*.

It was noted that public involvement is an important activity in the Corporation's strategic planning undertakings.

9. Other business properly coming before the Board at this meeting

The Directors selected the following dates for their next meetings in 2018: January 25, March 1, April 5, and May 17. It was noted that a schedule of 9:00AM to 2:00PM would allow for the best chance of same day travel for most, if not all, directors.

ACTION: The Executive Director to distribute the current expense claim form to the directors.

10. Adjournment

MOTION BY ANNE CURRY, duly made and seconded by MARILYN PERKINS, that the meeting adjourn. Motion carried. The meeting was adjourned at approximately 4:00 PM.