



Landscape of Grand Pré Inc. Board of Directors Meeting

9:00 a.m. to 12:30 p.m. October 10, 2019

189 Dykeland Street, Wolfville, Nova Scotia

In Attendance:

Géraldine Arsenault	Emily Lutz
Gérald Boudreau	Andrew Murphy
Anne Curry	Beverly Palmeter
Yvon Fontaine	Marilyn Perkins

Other attendees:

Claude DeGrâce, Executive Director (ED)
Tami McEvoy, Admin. Support (TMC)
Helen Woodward, Finance Support

Regrets:

Mark Bannerman

- **Welcome, verify quorum, call to order**

Beverly Palmeter, Chair of Landscape of Grand Pré Inc (LGPI), welcomed the attendees and called the meeting to order at 09:05 a.m. having a quorum of directors in attendance.

The Chair noted the presence of members of the executive; Géraldine Arsenault as Secretary and Gérald Boudreau as Vice Chair. The chair also introduced Andrew Murphy as a new director and Claude DeGrâce as the new Executive Director of Landscape of Grand Pré Inc.

- **Review and approval of the agenda**
 - Welcome, verify quorum, call to order
 - Review and approval of the agenda
 - Approval of minutes of Board meetings held on June 21 and August 9, 2019
 - Actions arising from the meeting minutes
 - Election of Treasurer and selection of bank signing officers
 - Financial statements to August 31, 2019
 - Executive Director Report; June 18 to August 31, 2019 (former ED)
 - a) Executive Director Report; September 16 to October 3, 2019 (new ED)
 - *b) ED Goals and objectives*
 - Recap from AGM
- Plan a members' meeting to elect a new director for remainder of term (SNA nominee)
- Reports from committees

Governance and Nominating Committee – plan next steps for:

- Travel and expense claim policy
 - Plan additional Board committees
 - Plan additional Board policies
 - Plan reviews of existing policies
 - Third party assessment of policies
- Receive Board master calendar

- Set Board meeting dates. Next one set for December 5, 2019
- Other items:
 - a) Correspondence received from the Société Promotion Grand-Pré*
 - b) Open house at Grand-Pré National Historic Site*
 - c) Announcement of upcoming events*
- Adjournment

MOTION: To approve the agenda as amended (*amendments shown in italics*).

Moved by Gérald Boudreau, seconded by Marilyn Perkins

Motion carried; Resolution 19BOD.OCT10.001

- **a) Approval of the minutes of the Board meeting held on June 21, 2019**

Amendments agreed:

Page 3, 5 b) Resolution – add accepted amendments

Page 4, ICD – add “Institute of Corporate Directors”

ACTION: TMC to implement new procedure – to note the approved amendments in the minutes and note the arrival/departure times of directors and the adjournment time.

MOTION: To approve the minutes for the June 21, 2019, Board meeting as amended.

Moved by Emily Lutz, seconded by Géraldine Arsenault

Motion carried; Resolution 19BOD.OCT10.002

- **b) Approval of the minutes of the Board meeting held on August 9, 2019**

ACTION: ED/TMC – In-camera motions need to be numbered.

ACTION: ED/TMC - Resolutions via email are recorded.

MOTION: To approve the minutes for the August 9, 2019, Board meeting as amended.

Moved by Gérald Boudreau, seconded by Yvon Fontaine

Motion carried; Resolution 19BOD.OCT10.003

- **Actions arising from the meeting minutes:**

The new ED decided not to enter into a contractual arrangement with the former ED.

ACTION: TMC to note new procedure - Following the approval of minutes, please request the Secretary, Géraldine Arsenault, to sign the final approved minutes prior to publishing on the website.

- **Election of Treasurer and selection of bank signing officers:**

MOTION: To elect Emily Lutz as Treasurer of LGPI

Moved by Gérald Boudreau; three calls by chair

Motion carried; Emily Lutz elected by acclamation.

Resolution 19BOD.OCT10.004

MOTION: To appoint Beverly Palmetter, Emily Lutz, Anne Curry and Claude DeGrâce as bank signing officers.

Moved by Yvon Fontaine, seconded by Gérald Boudreau

Motion carried; Resolution 19BOD.OCT10.005

- **Financial statements to August 31, 2019**

Helen Woodward presented the financial statements for the period; it was noted that the budget was under spent and that a request for additional funding would not be submitted to the Trust until required. The Board recommended that the ED should prepare a budget in line with projected expenditures.

ACTION: ED to send audited 2018/2019 financial statements to Andrew Murphy, new director.

ACTION: It was suggested ED request audited financial statements from the Trust.

MOTION: To receive the financial statements as presented.

Moved by Emily Lutz, seconded by Andrew Murphy

Motion carried; Resolution 19BOD.OCT10.006

- **Executive Director Report; June 18 to August 31, 2019 (former ED)**

ACTION: ED to investigate recruitment of a volunteer team for LGPI

MOTION: To receive the former ED report June 18 – August 31, 2019, as presented.

Moved by Géraldine Arsenault, seconded by Gérald Boudreau

Motion carried; Resolution 19BOD.OCT10.007

- **a) Executive Director Report; September 16 to October 3, 2019 (new ED)**

The Chair informed the Board that the Executive Director would be working 37.5 hours per week with 4 days per week in the Wolfville office.

MOTION: To receive the new ED report; September 16, 2019, to October 3, 2019, as presented.

Moved by Emily Lutz, seconded by Anne Curry

Motion carried; Resolution 19BOD.OCT10.008

- Office accommodations were discussed and it was suggested that the Horton Community Centre could be considered in the future;
- It was suggested that an ED spending limit be addressed in the procurement policy;
- The ED has completed draft terms of reference for a Finance and Audit Committee; and
- Drafting a procurement policy was felt to be a necessity.

ACTION: ED to move forward with the establishment of automated debit payment for recurring LGPI expenses and to make arrangements for a credit card for the Corporation.

ACTION: ED to approve invoices, providing these respect approved budgets and financial policies.

ACTION: ED to develop draft motions for the consideration of the Board as part of the meeting package sent to directors prior to meetings.

MOTION: To accept recommendations put forward in the new ED report under “Administration and business management.”

Moved by Gérald Boudreau, seconded by Marilyn Perkins

Motion carried; Resolution 19BOD.OCT10.009

Telephone and email services:

The ED made suggestions for email addresses and it was agreed that

executivedirector@landscapeofgrandpre.ca and directiongenerale@paysagedegrand-pre.ca be set up immediately with options to provide further email addresses for the Chair, Treasurer and Secretary later if necessary.

ACTION: TMC to purchase and set up email addresses.

ACTION: ED to check the terms of reference for each policy to determine when they require to be reviewed and updated.

ACTION: ED to establish a binder for policies and other board documents.

ACTION: ED/TMC to update website.

ACTION: ED to develop options for a fundraising strategy.

- **b) Goals and Objectives**

It was confirmed that the probation period for the new ED is 9 months. ED performance to be reviewed at approximately 6 months, before March 31st.

ACTION: ED to link goals and objectives with strategic plan actions.

MOTION: To receive the draft new ED goals and objectives (September 16, 2019, to June 15, 2020)

Moved by Yvon Fontaine, seconded by Andrew Murphy

Motion carried; Resolution 19BOD.OCT10.009

- **Recap from AGM**

ACTION: ED to add the approval of AGM minutes to the agenda of the next members' meeting.

ACTION: ED to add a general discussion item to future AGM agenda. The Board suggested that efforts be made to engage the members about LGPI activities.

- **Plan a members' meeting to elect a new director**

The ED informed the Board that he had discussions with the Société Nationale de l'Acadie regarding the nomination of a director for the remainder of the three-year term. To date, the SNA has not put forward any nominee.

- **Reports from committees**

Governance and Nominating Committee (GNC)

The GNC was confirmed as per committee terms of reference as:

Gérald Boudreau, Chair

Beverly Palmeter

Anne Curry

The Technical Advisory Committee (TAC) is yet to be confirmed.

The Education and Marketing Committee (EMC) is yet to be confirmed.

HR policy to be defined and implemented.

ACTION: ED to share the terms of reference for the GNC with committee members.

ACTION: ED to ensure existing policies are reviewed as scheduled.

ACTION: ED to develop a draft HR policy.

- **Receive Board master calendar**

Recommendations made on June 21st in the master calendar:

Add "Revised date" in the document;

Add a review of the strategic plan;

Add a “completed” column;

Calendar to be reviewed quarterly;

Board should move towards governance rather than management;

ED to add an item for recommending auditors to the AGM (prior to June 2020 Board meeting);

ED to prepare the 2020/2021 budget for review by the Chair prior to next Board meeting; and

Board master calendar should run from 1 April to 31 March.

ACTION: ED renew insurance for directors.

- **Set Board of Director meeting dates**

The Board approved the next meeting dates:

December 5, 2019

March 4, 2020

June 4, 2020

- **a) Correspondence from Société Promotion Grand-Pré (SPGP)**

Gérald Boudreau, in his role as Chair of the SPGP, asked the Board to consider the creation of an ad hoc committee to assess the potential for a partnership between LGPI, Parks Canada and SPGP. The Board decided that rather than setting up an ad hoc committee, a presentation by SPGP regarding the proposed partnership should be made at the December 5th meeting of the Board.

ACTION: ED to add this item to the agenda for the December 5th Board meeting.

- **b) Open House at Grand-Pré National Historic Site**

Géraldine Arsenault informed the Board of the open house planned for October 30, 2019, from 6:00 to 8:00 p.m. Parks Canada will provide updates about current projects including the addition of oTENTic tents, the planned upgrades to the Memorial Church and the demolition of old maintenance structures. A visit of the new compound area will be offered. Parks Canada will be promoting the event with a community mail out.

ACTION: Géraldine Arsenault will send information to each director.

c) Announcement of upcoming events; Grand Pré and Area Community Association

Anne Curry informed the Board of a film and presentation on Nov 13th at 7:00 p.m. at the Horton Community Centre. Representatives from St. Mary's University will be discussing sea level rise and the allocation of funds to protect the dykes.

ACTION: Anne Curry to share the information regarding the film and presentation with the Board.

- **Adjournment**

Motion to adjourn made by Gérald Boudreau.
Meeting adjourned at 12:30 p.m.

Signed by: _____
Géraldine Arsenault
Secretary