



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

Meeting of the Board of Directors

January 25, 2018 from 9:00 AM to 1:00 PM

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

Peter Muttart, Municipality of the County of Kings

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

1. Welcome and call to order

The Chair welcomed the attendees and called the meeting to order at 9:00 AM.

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

The agenda was reviewed. It was amended to include a discussion on communication, unless the topic was to arise during the presentation of the Executive Director's report.

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

To the review of the minutes of the November 15, 2017 board meeting, no amendments arose.

It was noted the minutes of meetings drafted in the future should be dated on each page, and numbered on each page. The actions captured in meeting minutes should be numbered to uniquely identify them.

MOTION BY CLAUDE DEGRÂCE, duly made and seconded by GÉRALDINE ARSENAULT, that the meeting minutes for November 15, 2017 be approved as presented. Motion carried.

3. Business arising from prior meeting minutes

The Executive Director confirmed completion of the two actions to retain the minutes from the 2017 Annual General Meeting, and to retain the governance presentation presented by McInnes Cooper in spring 2017.

The Executive Director confirmed completion of the action to distribute the expense claim form to the Directors.

4. Executive Director's Report on operations and activity

Steven Gaudet presented the Executive Director's Report for the period from November 9, 2017 to January 22, 2018.

It was noted that the French-language version of the Corporation's web site needs attention in order to update it to a similar level as those underway in the English version. It was noted that distribution of the Newsletter can be improved beyond posting it on the web site, by dropping off paper copies at public places and by e-mailing it to stakeholders.

MOTION BY GÉRALD BOUDREAU duly made and seconded by PETER MUTTART, that the Executive Director's Report be received by the Board as presented and discussed. Motion carried.

ACTION: The Executive Director will send to the Directors a copy of the "Grand Pré UNESCO World Heritage Site Funding Trust Indenture Agreement" between the Province and the Trustees.

6. Financial reporting as at December 31, 2017

The Corporation's Balance Sheet (April to December 2017) and Income and Expense Report (April to December 2017) were presented.

It was noted the Executive Director is expected to apply controls to monitor the Corporation's duty to remit regulated employee payroll levies (e.g. CPP, EI, workers compensation, and income tax), and report any incidents of shortfall or non-compliance to the Board immediately and during routine financial reporting to the Board.

MOTION BY PETER MUTTART, duly made and seconded by GÉRALD BOUDREAU, that the financial reports be received by the Board. Motion carried.

7. Governance and policy – status of draft Terms of Reference for a governance and nominating committee, a technical advisory committee, and an education and marketing committee

In support of the Board's governance initiatives, Steven Gaudet indicated his intention to write draft policies for the Board's consideration in the form of Terms of References for a governance and nominating committee, a technical advisory committee, and an education and marketing committee.

Steven presented a partially completed draft "Governance and Nominating Committee Policy and Terms of Reference" for the Board's information.

ACTION: Distribute the Memorandum of Understanding used by the Landscape of Grand Pré Society so as to inform the Board's point of view on whether one will be established for the Corporation's purposes.

8. Budget proposal for fiscal year 2018/2019

Steven Gaudet presented a spreadsheet-based tool for projecting longer term cash flows to assist in framing shorter term spending considerations.

Steven presented a spending proposed budget with line item detail for the fiscal year 2018/2019 (starting April 1, 2018 and ending March 31, 2019).

It was advised that the proposed budgeted amounts for four line items (communications and marketing, trade show participation, technical services, and translation services) be increased by a total amount of \$22,500.

MOTION BY CLAUDE DEGRÂCE, duly made and seconded by GÉRALD BOUDREAU, that the 2018/2019 Budget be approved as amended, setting the budget of total expenditures at \$197,500. Motion carried.

ACTION: The Executive Director to distribute the approved 2018/2019 Budget to the Directors.

9. Review Directors terms of office for AGM planning

Steven Gaudet prepared a table showing the terms of appointment for each of the current Directors. It was compiled using the minutes of the meetings of the Members of the Corporation where the elections of Directors occurred.

It was noted that the Corporation's intended proposed plan to Members for the directorship terms of some of the current directors may not be the same as the directorship terms set out when elected by Members. However, it was noted that the current schedule of rotation of three directors per year for nine directors is working as intended. The Board asked the Executive Director to document the observation and forward it to the Board for assessment and possible action.

ACTION: The Executive Director will confirm from the NFP Act or counsel the Board's understanding that the term of a directorship are allowed to be nominally 1-year, 2-year, or 3 years (not exactly on the calendar anniversary date), with subsequent terms of 3 years, and the term may end on the day before the AGM in the year the director's term ends. This assures no gaps at the Board table.

ACTION: The Executive Director will confirm from the NFP Act the Board's understanding that the Annual General Meeting must occur between the end of the Corporation's fiscal year and up to no later than 6 months after the close of the fiscal year.

ACTION: The Executive Director will assist the Board by documenting the observation of one of the Directors that directorship terms may not be as planned.

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

It was noted that the communication topic added to the agenda was covered in the discussion on the Executive Director's report.

The Directors cancelled the planned meeting for March 1, 2018 due to schedule conflicts for some Directors, and set a new meeting date for February 21, 2018. The meeting time and location was set for 9:00 AM to 2:00 PM at the Corporation's office in Wolfville.

ACTION: The Executive Director will notify Directors of the meeting date changes.

Subsequent meetings of the Board scheduled in 2018 are April 5 and May 17.

11. Adjournment

MOTION BY GÉRALD BOUDREAU, duly made, that the meeting adjourn. Motion carried. The meeting was adjourned at approximately 1:00 PM.