

# The Haven Foundation Board

## Minutes for Meeting of February 29<sup>th</sup> 2008

### ***DRAFT – FOR APPROVAL AT NEXT MEETING***

#### **The Haven, Gabriola, B.C.**

#### **Attending:**

Board: Bill Chalmers (Chair), Connie Munro, Laurie Kelley, Rick Jackson, Paul Robillard

Ex-Officio Directors: Randy Wong (also Member), Gerry Owen

Friends of Haven: *none*

Management: John Shields (also voting ex-officio Board), Christine Purfield, Rachel Davey, Lorena Lavers, Louise Amuir, Gwen Ewan.

Guests & Others: Wayne Dodge (Faculty Committee); Scott Poole (Guest).

Regrets: Dick Sass, Linda Nicholls, Steve Davis, Bryan Croeni, Ron Adkins.

Secretary/Treasurer and Recorder: Christine Purfield

#### **1. Call to Order at 9:15a.m. by the Chair.**

The Vision and Mission statements were read by the Chair.

#### **2. Check-In.**

All present checked-in. Positive thoughts and best wishes for a full recovery to the Foundation's friend, supporter, and Board director, Steve Davis, were expressed by all.

#### **3. Agenda.**

Audit and Finance report moved to 6(c) under "Other Business" (Lorena Lavers request)

Add agenda item "Board Population" to 6(e) under "Other Business" (Laurie Kelley request)

#### **4. Board Affairs.**

##### **a. Approval of Minutes**

An amendment to the November 2<sup>nd</sup> 2007 minutes was noted: Item 3 – Agenda addition. *Delete: David Raithby requested the addition of "Proxy Votes". Insert: David Raithby requested the addition of "Discussion of Proxy Votes".*

Moved and seconded:

*That the November 2<sup>nd</sup> 2007 minutes be adopted as amended.*

Motion carried unanimously.

##### **b. Reappointment of Secretary/Treasurer**

Moved and seconded:

*That Christine Purfield be re-appointed Secretary/Treasurer of the Haven Foundation. This appointment will remain in effect until cancelled by the Board.*

Motion carried unanimously.

##### **c. Old business and action items:**

- There was a request that these items be listed on the agenda for board review prior to the meeting.
- A discussion ensued regarding the recognition of the resignations of Dave Tyler and David Raithby in particular and all directors in general. The Chair will issue a letter on behalf of the Board to D. Tyler, D. Raithby, and Mark Gunderson, thanking them for their efforts and work on behalf of the Board. Rachel Davey will work with John Shields to issue announcements to staff, faculty, donors, and other stakeholders. Included in the announcements should

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be an encouragement to all interested parties to express their interest in the Foundation at the governance level. Change is positive and normal!

- Connie Munro congratulated Rachel Davey and staff on the successful New Year's event recognizing Ben Wong and Jock McKeen.
- Wayne Dodge is now the faculty representative. Wayne updated the Board on the new composition of the Faculty Committee: Susan Clarke, Jane Olynyk, Susa Holt, Cathy McNally (past chair) and Wayne Dodge (current chair)
- Wayne gave an update on the January faculty meeting. Faculty is feeling engaged and optimistic and discussed how to keep focused between meetings.
- *Gwen Ewan and Wayne Dodge left the meeting at 10.30 a.m. to facilitate the small group selection process for Phase. Returned at 11.10 after the break.*

### 5. Committee Reports.

#### a. Education & Standards – Connie Munro

Connie gave a verbal report. The committee held its inaugural meeting last weekend. There was a full turnout except for Linda Nicholls who is leading courses in China. The overall feeling was of energy and enthusiasm. The committee reviewed the implementation of the Education Master Plan (EMP) and the recent changes to the diploma requirements.

A discussion ensued regarding the change of the board role from decision making in the standards and discipline area with Faculty (former Standards and Practices Committee) to a new process: administration will deal with issues and propose remedial action; the Executive Director will deal with unresolved issues; Education Disputes and Appeals Committee will become involved if issues are still not resolved to everyone's satisfaction; and the Board will have the ultimate decision making role. This process is more transparent and efficient. The current members of the Education Disputes and Appeals Committee will always be listed on the website. Steve Davis is the Chair.

### 6. Other Business.

#### a. Executive Director's 2007 year-end report – John Shields

John presented and elaborated on his report. He reviewed the original tax memo that indicated that the Foundation and P.D. Seminars Ltd could not be moved into one organization and commented on the work to date on the restructuring with the help of the law firm of Bull Housser Tupper and the accounting firm of Ernst and Young. He acknowledged the welcome financial assistance and original referral by Scott Poole of the Ernst and Young involvement.

John discussed the co-relation between the participant nights and the core courses and the fact that the core courses are the basis for our success. The lack of session rooms appears to be inhibiting our growth rather than lack of accommodation. We can work with local bed and breakfast establishments to house participants, but additional and improved session rooms are essential.

Requests were made for aesthetic changes to the graphs presented. A request for information from 1991 was made. The *Come Alive* course is still unique and the principle feeder for our other courses. Discussion regarding joint ownership of intellectual property and improving the experientially weak courses ensued.

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Continuing educational (CE) credits are now available for 24 of our courses. Professional counselors can now take our courses for CE credits. John Shields concluded by noting that we have accomplished what we set out to do in the 2007 strategic plan.

*Lunch: 12.05 – 12.50*

Moved and seconded:

*That John Shield's year-end report be accepted.*

Carried unanimously.

b. 2008 proposed strategic plan – John Shields

John presented and discussed the 2008 strategic plan. Board directors gave feedback:

- What happens to courses we don't own? Kids in Spotlight for example. Rachel Davey explained how the jointly owned courses operate. ( there is a designated co-owner or facilitator to run them in the event the primary owner or facilitator is unavailable)
- Where does one go with ideas for generating new courses?
- Do we really need an on-site information technology (IT) department? Can this be contracted out? What are the cost benefits in terms of people and efficiency? Sometimes cost saving means more effective staff as opposed to cutting staff.
- There is no central administration system.
- If we can't measure it, we can't manage it.
- There should be more people involved in income generation as opposed to supporting systems.
- An independent third party opinion is a powerful tool to have.
- Gwen Ewan has been writing manuals for core programmes. Otherwise we need a plan to "download" information from human brains.
- John reiterated that the focus for 2008 is on upgrading the session rooms.

John concluded by noting that this is not a final document but approval is needed for management to move ahead into concrete planning. He will circulate the visioning exercise notes from the session room planning session.

Moved and seconded:

*That the Board accept the proposed strategic plan and "investing in the Haven" document.*

Discussion: Laurie Kelley voiced her objection to Directors being classified as fundraisers. She believes Directors should be a strong resource but not the prime solicitors. Fundraising must be seen as different to marketing. In the strategic plan there is mention of the Educational Master Plan, but no mention of the Facilities Master Plan.

Carried. Laurie Kelley opposed.

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c. Audit and Finance – Lorena Lavers

Lorena presented the Haven Foundation budget. Amounts requested are to support the 2008 strategic plan and the operating expenses of the Foundation.

Moved and seconded:

*That the 2008 Haven Foundation budget be approved.*

Carried unanimously.

A discussion of the proposed capital spending plan for P.D. Seminars Ltd. ensued:

- We need to minimize spending or we will essentially be utilizing donor funds;
- There should be an awareness that there are some major purchases that may need to be made that are not in budget (washing machine, e.g.)
- Where is the money going to come from? Financing, bridge loan – will be repaid by Foundation when assets are transferred;
- Laurie Kelley asked Louise Amuir to thank the maintenance department for continuing to fix rather than replace.

Moved and seconded:

*That the 2008 capital expenditure budget for P.D. Seminars Ltd. be approved.*

Carried unanimously.

d. Order of B.C. nomination – John Shields

Information for the Board - the Foundation will nominate Ben Wong and Jock McKeen for the Order of B.C.

Discussion ensued.

e. Population of Board – Laurie Kelley

One of the purposes of the previous Governance Committee was to suggest nominations of prospective directors to the Board. Laurie Kelley is interested in being involved in this process. Randy Wong explained the process of the Members' review of Board membership for the purpose of including new directors and evaluating the present board. Laurie Kelley wished to register her displeasure at the process. She feels the process should be open and transparent and opinions "valued and solicited". She emphasized her desire to be involved and asked that the Members return with "considerations and some clarity".

**Meeting terminated: 3 p.m.**

**Next meeting: to be decided.**

Action items:

- Chair to issue letter to Directors who have resigned in 2007 thanking them for their work and support;
- Rachel Davey and John Shield to formulate process for advising staff, faculty, donors, and other stakeholders of director resignations;
- Further enhancements to the graphs presented regarding the correlation between participant nights and core courses – e.g. information back to 1991;
- Members to provide clarity on the process for Board population.