

The Haven Foundation Board

Minutes for Meeting of June 14th 2008

The Haven, Gabriola, B.C.

Attending:

Board: Connie Munro (Co-Chair), Bob Matthews (Co-Chair) Laurie Kelley, Wayne Dodge, Darrell Chambers, Henry Goldbeck, Aubrey Muirhead.

Ex-Officio Directors: Gerry Owen

Management: John Shields, Rachel Davey, Lorena Lavers, Louise Amuir,

Guests: Gwen Ewan

Secretary Treasurer and Recorder: Christine Purfield

Presentation to the Board: (10:10 – 10:25 a.m.)

Gill Robillard, former Director of Development, made a brief presentation to the Board on the development work done during her tenure. Her presentation notes were later emailed to all Directors for their information. Wayne Dodge thanked Gill for her work “breaking the ground” in our development efforts. Gill thanked Laurie Kelley for her support during that time.

Orientation of New Board: (10:25 – noon)

- a) The Director’s Manual and Orientation package was distributed and explained. Amendments to the information: Wayne Dodge’s business number should be (206) 326.3936. Aubrey Muirhead’s phone number should be both home and business.
- b) John Shields gave an overview of the Haven today.
- c) Louise Amuir led the group on a tour of the facilities.

Haven Foundation Board Meeting:

1. **Call to Order at 12:40a.m. by the Chair.** (Co-Chair, Bob Matthews)
The Vision and Mission statements were read by the Connie Munro.(Co-Chair)
2. **Check-In.**
All present checked-in.
3. **Agenda.**
Add: “New Board member’s fiduciary responsibility to Haven while representing a constituency” (Brought forward from June 4th, 2008 meeting of previous Board) to 6 (b).
Add “Population of Committees” under Committee Reports at 5(a)
Defer approval of Committee Terms of Reference to next meeting.
Agenda approved with additions.
4. **Board Affairs.**
 - a. Approval of Minutes
 - A correction was made to the minutes of June 6th, 2008 under “Executive Director and Management Report - Staff Training”.
 - A correction was made to the minutes of June 6th 2008 under “Executive Director and Management Report – Organizational Chart”.Moved and seconded:

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That the June 6th, 2008 minutes be adopted.

Motion carried unanimously.

b. Executive Director and Management Report:

John presented and summarized his report. Future reports will include the financial reporting information and this will not be presented as a separate report. Discussion ensued regarding the budgeting and financial reporting of ongoing maintenance versus capital improvements, and the level of detail required by the Board to make decisions.

Moved and seconded:

That, upon the integration of Haven Foundation and P.D. Seminars Ltd., \$65,000 (\$45,000 plus \$20,000 contingency allowance) be approved for the soundproofing in the Phoenix and Swallow buildings, and that \$5,000 be approved for the project design for additional session rooms – total \$70,000 – as outlined in the recommendations in the “Renewal and Development of The Haven” document.

Carried unanimously.

c. Haven Three Year Renewal

Received for information.

d. Haven Renewal and Development

Moved and seconded:

That the implementation of the “Three Year Facilities and Infrastructure Renewal Strategy” be referred to the Facilities Committee for discussion and recommendation.

e. Discussion of roles/fundraising:

Deferred to next meeting.

5. Committee Reports.

a. Population of Committees - Bob Matthews

The Governance Committee is responsible for updating the Terms of Reference for other committees, therefore it is important this committee be appointed today. The Governance Committee will then spend the next three months reviewing and revising the Terms of Reference for all committees and will report back to the Board at the September meeting.

Moved and Seconded:

That the following people be appointed to the Governance Committee:

- Connie Munro (Chair and voting member)
- Bob Matthews (voting member)
- Gerry Owen (voting member)

Laurie Kelley wished it to be noted that Scott Poole is willing to finance any outside professional assistance that the Committee may feel necessary.

Possible members of other committees were discussed:

i) Audit & Finance:

Board – Aubrey Muirhead (prospective Chair)

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Member?

Member?

Executive Director (voting)

Secretary Treasurer (voting)

Manager of Finance (non-voting)

(Awaiting approval of new Terms of Reference (TOR)). Existing TOR indicate there should be 3 members, at least 2 of whom must be Board directors.)

ii) Development:

Board – Laurie Kelley (Chair)

Board – Wayne Dodge

Board – Henry Goldbeck

Board – Connie Munro

Board – Darrell Chambers

Executive Director (voting)

Alumni & Donor Relations Co-ordinator (non-voting)

Director of Haven Institute (non-voting)

iii) Facilities:

Board – Bob Matthews (Chair)

Three members required (not necessarily Directors): Interested people:

Darrell Chambers, Bryan Croeni, Aubrey Muirhead, Henry Goldbeck,

Scott Poole.

(Awaiting approval of new TOR).

iv) Education & Standards:

Board – Connie Munro (Chair)

This Committee is already populated and functioning. Henry Goldbeck wished it noted that he recommends that educational expertise from outside Haven should be represented on this committee.

(Awaiting approval of new TOR)

v) Educational Dispute and Appeals:

This Committee is an ad hoc committee and is already populated with the exception of the Chair.

Moved and seconded:

That Gerry Owen be appointed Chair of the Educational Dispute and Appeals Ad Hoc Committee, and that current members of the Committee be confirmed.

Carried unanimously.

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6. Other Business.

- a. Friends of Haven Foundation.

Moved and seconded:

That Andrew Bing be appointed as a Director to the Friends of Haven Foundation Board.

The Secretary was requested to research the term of Directors.

Carried unanimously.

Moved and seconded:

That, on the recommendation of the Members, Directors of the Friends of Haven Foundation are to be entitled to be attend one fully reimbursed Haven Foundation Board meeting per year.

Carried unanimously.

- b. New Board member's fiduciary responsibility.

Wayne Dodge clarified that he is a Director in his own right and not as a faculty member. He is not representing faculty. Gerry Owen pointed out Wayne's obligation to declare a conflict of interest on any issue that affects him as a contractor with the Foundation, and to abstain from a vote on any issue that affects him as a contractor. Wayne indicated agreement.

Meeting adjourned: 2:40 p.m.

Next meeting: September 26th, 2008. Fourth quarter meeting: December 5th, 2008 (subject to confirmation by staff)

Action points for next meeting:

- Governance Committee to review and recommend revisions to Committees' Terms of Reference;
- Dialogue regarding populating committees;
- Confirmation of terms for Friends of Haven directors.
- Set Board meeting dates for 2009 and discuss the concept of telephone meetings;
- Approval of Gift Acceptance Policy.