

# The Haven Foundation Board

## Minutes for Meeting of September 26<sup>th</sup> 2008

The Haven, Gabriola, B.C.

### Attending:

Board Directors: Bob Matthews (Chair), Connie Munro, Wayne Dodge (by telephone), Darrell Chambers, Henry Goldbeck, Aubrey Muirhead.

Absent Director: Laurie Kelley.

Ex-Officio Directors: Gerry Owen

Management: John Shields, Rachel Davey, Lorena Lavers, Louise Amuir, Bill Leuze.

Guests: Gwen Ewan, Andrew Bing, Randy Wong.

Secretary Treasurer and Recorder: Christine Purfield.

### 1. Call to Order at 10:05a.m. by the Chair.

The Vision and Mission statements were read by the Connie Munro.

### 2. Check-In.

All present checked-in.

### 3. Agenda.

Add: "Informed Consent" as item 7 (f). Agenda approved.

### 4. Previous action items.

- a. Confirmation of F.O.H. terms: The initial directors of the Friends of Haven Foundation (Ron Adkins, Bryan Croeni) have indefinite terms. Subsequent directors (Andrew Bing) are appointed for three (3) year terms and are able to serve an indefinite number of terms.

### 5. Board Affairs.

#### a. Approval of Minutes

Moved and seconded:

*That the June 14<sup>th</sup>, 2008 minutes be accepted..*

Motion carried unanimously.

#### b. Executive Director and Management Report:

John presented and summarized the reports. In response to a question, John outlined the current process for strategic planning; this process could be improved. A request was made to change the title of a report from "Strategic Plan" to "Operating Plan". A discussion ensued regarding the Board function of approving a 5 year strategic plan, with management presenting an annual business plan. The goal for 2009 is to formulate a 5 year plan in order that the 2010 budget can be based on this plan. The strategic plan, although for a 5 year time period, should be reviewed at least annually and preferably more frequently.

The year-to-date financial statements were reviewed with a discussion around cash flow needs. Lorena anticipates a year-end loss of approximately \$25,000 for the Haven Institute. This includes one time legal and accounting expenses related to the integration of the Institute with the Foundation. A refund is expected of income taxes paid by P.D. Seminars Ltd. in previous years. Lorena distributed a 2008 capital improvement status report indicating reserve funds available in the Foundation.

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In response to a question, Rachel explained her proposed process around non-proprietary courses that are regularly cancelled. A concern was expressed that the Institute should continue to encourage the development of new courses and support leaders of non-proprietary courses. Rachel agreed and confirmed that the Institute will remain flexible and encourage new courses that fit our needs and are successful. Why don't we employ faculty to develop new courses? Money is an issue. Do we need an educational strategic plan? The Educational Master Plan (EMP) fills this need and will be updated.

Bill addressed concerns about the sewerage leaking issue. He is working with the Health Department and has received no indication that we are exceeding any time limits or that any penalties are to be assessed. Bill described the process for the Health Department tests and confirmed that he is working with the Health Inspector to resolve any issues.

Moved and seconded:

*That the Executive Director and Management Report be accepted.*

Carried unanimously.

c. Haven Funds Proposal:

Rachel presented her proposal and answered questions. The intention is, effective immediately, to have one unrestricted fund with the potential for restricted funds if needed. The restriction on funds already received into Learning Person to Person and Building Tomorrow Today will be honoured, but no new funds will be received into those categories.

Moved and seconded:

*That one restricted fund – called the Haven Foundation Fund – be created to replace the three current funds (Learning Person to Person, Building Tomorrow Today, and Helping Hands).*

Carried unanimously, subject to the wording being approved by Gerry Owen.

A discussion followed regarding the increase in the threshold for income tax receipts for donations from \$25 to \$100. The matter was referred to the Development Committee for further discussion and a recommendation.

d. Systems report and recommendation:

In response to questions, Bill outlined the deficiencies of the current information systems. Directors discussed the company, references, the need for accurate functional requirements, and the cost of the various stages. Andrew Bing agreed to act as a due diligence advisor for the Board and review the proposal with Bill and make a recommendation to the Board.

Moved and seconded:

*That the Board approves in principle an expenditure of up to \$50,000 for Phase I of the Information Systems project, subject to Andrew Bing working with management and satisfying himself and so advising the Board, that the coverage of Phase I of the contract is appropriate to our needs, and has subsequent approval by the Board.*

Carried unanimously.

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e. Clarify and formalize ex-officio memberships:

This item is to “clean-up” the ex-officio designation and ensure that ex-officio directors are appointed because of their position.

Moved and seconded:

*That the Board of Haven Foundation request the Members to remove Richard (Dick)Sass, Randy Wong, and the Executive Director as ex-officio Directors of the Foundation effective immediately.*

Carried unanimously.

Moved and seconded:

*That the Board of Haven Foundation request the Members to confirm the position of Corporate Solicitor as ex-officio director without term. This position may be removed by an ordinary resolution of the Members of Haven Foundation.*

Carried unanimously.

Moved and seconded:

*That any Member of the Foundation present at a meeting of the Board of Directors shall be included in any “in-camera” session.*

Carried unanimously.

The Secretary Treasurer will forward the first two requests to the Members and report back to the Board.

### 6. **Committee Reports.**

a. Proposed Committees’ Terms of Reference - Bob Matthews

Each committee will be responsible for updating the terms of reference for that committee. Mark Gunderson has agreed to assist any committee in formulating any proposed revisions. Moved and seconded:

*That the committees’ terms of references be approved as distributed.*

Carried unanimously.

b. Proposed Committee Memberships:

The proposal was reviewed and is attached to the minutes as amended. (Appendix A)

Moved and seconded:

*That the committee makeup proposal be accepted with amendments. (Darryl Chambers on Development Committee, and replace “Director of Operations” title on Facilities Committee with “Facilities Manager”)*

Carried unanimously.

c. Facilities Committee:

Bob reported on the July 26<sup>th</sup> Facilities Committee meeting. A discussion followed regarding the process – analysis first, then visioning, then back to management for implementation. Gwen suggested that a programmes person should be on the Facilities Committee. The Board agreed.

Moved and seconded:

*That Gwen Ewan be a member of the Facilities Committee.*

Carried unanimously.

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- d. Education and Standards Committee:  
Connie reported on the email traffic and August 29<sup>th</sup> telephone meeting of the committee. There will be an expanded role of Faculty in recommending people for the Education and Standards Committee. Gwen gave appreciation to Connie for nurturing relationships with Faculty.

### 7. Other Business.

- a. Board meeting dates – 2009

Moved and seconded:

*The following meeting dates be confirmed for the remainder of 2008 and 2009:*

December 5<sup>th</sup> 2008

March 13<sup>th</sup> 2009

June 5<sup>th</sup> 2009

October 2<sup>nd</sup> 2009

December 4<sup>th</sup> 2009

Carried unanimously. Wayne Dodge noted that he has a conflict with the October 2<sup>nd</sup> date.

- b. Approval of Gift Acceptance Policy:

An investment philosophy and policy is also required. Audit and Finance will investigate. Andrew Bing requested the Board be given information on Charitable Remainder Trusts currently held by the Foundation. The Secretary Treasurer will investigate and report back to the Board.

Moved and seconded:

*That the proposed Gift Acceptance Policy be approved.*

Carried unanimously.

- c. Reverse osmosis and desalinization report:

Henry Goldbeck introduced the topic and the report prepared in 2006 by David Babich. Topics discussed included what grants might be available? Is this what we want to fundraise for? Is the salt residue an environmental concern? What are the cost benefits between desalinization and water purchases? What is the overall operating cost? The matter was referred to the Facilities Committee for more discussion and investigation.

- d. Strategic Planning process:

John presented the draft 2009 strategic plan for information and invited Board involvement. It was suggested that the name of the report be changed to “2009 operating plan”. The Directors will review and give input to John.

- e. Brainstorming re: near-term objectives for each Committee:

Due to a lack of time, this item will be deferred to a future meeting.

- f. Informed consent:

Gerry outlined the possible liability issues for Directors. He will forward a summary to the Secretary Treasurer to accompany the standard director consent form. Each director will be required to sign the “Consent to Act” form, which will be circulated once Gerry’s summary has been received.

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**Meeting adjourned: 17:35 p.m.**

**Next meeting: December 5<sup>th</sup>, 2008.**

Action points for next meeting:

- Report on Charitable Remainder Trusts currently held by Haven Foundation
- Confirmation of wording of Haven Foundation Funds proposal motion.
- Report back on the approval of motion requests to the Members under 5(e)
- Consideration of the Development Committee report on the tax receipt issue.

An in-camera session was held between 12:45 and 14:35

Lorena Lavers left the meeting at 15:35

Wayne Dodge left the meeting at 15:55

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## APPENDIX A

### Committee Makeup September 2008

This document summarizes the required committee memberships, as specified in the proposed Terms Of Reference, and proposed names for each committee.

In the table below, “ex-o” stands for “ex-officio”, meaning that this person is automatically a member of the committee by virtue of a position that they hold. For example, John Shields is an ex-officio member of all committees because he holds the position of Executive Director.

#### Governance Committee

Proposed TOR (5+; Quorum:3/2)	Proposed Names
Board (Co-) Chair (ex-o)	Bob Matthews (Chair)
Board Co-Chair (ex-o, if applicable) otherwise Board Member	Connie Munro
Any	Gerry Owen
E.D. (ex-o)	John Shields
Sec. Treas .(ex-o)	Christine Purfield

**Notes:** [Haven-Foundation-Gov@mm.haven.ca](mailto:Haven-Foundation-Gov@mm.haven.ca)

#### Facilities Committee

Proposed TOR (5+; Quorum:4/3)	Proposed Names
Board Chair (ex-o)	Bob Matthews (Chair)
Board Member	Darryl Chambers
Any	Gwen Ewan
(Add'l)	Scott Poole
E.D. (ex-o)	John Shields
Facilities Manager (ex-o)	Louise Amuir

**Notes:** [Haven-Foundation-Facilities@mm.haven.ca](mailto:Haven-Foundation-Facilities@mm.haven.ca)

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### Education & Standards Committee

Proposed TOR (8+; Quorum:5/4)	Proposed Names
Board Chair (ex-o)	Connie Munro (Chair)
Board Member	Bob Matthews
Faculty Member	Derek Lacroix
Faculty Member	Carol Ames
Faculty Member	Cathy McNally
(Add'l)	Hillary Leighton
E.D. (ex-o)	John Shields
Director of Programs (ex-o)	Rachel Davey
Director of Education (ex-o)	Gwen Ewan

Notes: [Haven-Foundation-Education@mm.haven.ca](mailto:Haven-Foundation-Education@mm.haven.ca)

### Audit & Finance Committee

Proposed TOR (6+; Quorum:4/2)	Proposed Names
Board Member	Aubrey Muirhead (Chair)
Board Chair (ex-o)	Bob Matthews
Any	Cindy Shelest
E.D. (ex-o)	John Shields
Sec. Treas. (ex-o)	Christine Purfield
Director of Finance (ex-o)	Lorena Lavers

Notes: [Haven-Foundation-AudFin@mm.haven.ca](mailto:Haven-Foundation-AudFin@mm.haven.ca)

### Development Committee

Proposed TOR (6+; Quorum:4/3)	Proposed Names
Board Member	Wayne Dodge (Chair)
Board Chair (ex-o)	Connie Munro
Board Member	Henry Goldbeck
(Add'l)	Darryl Chambers
(Add'l)	Laurie Kelley
E.D. (ex-o)	John Shields
Director of Marketing (ex-o)	Rachel Davey
Alum/Donor Rel. Coord. (ex-o)	Rose Hunter

Notes: [Haven-Foundation-Dev@mm.haven.ca](mailto:Haven-Foundation-Dev@mm.haven.ca)