

## THE HAVEN FOUNDATION BOARD

### **Minutes for Meeting of June 5<sup>th</sup>, 2009**

#### **The Haven, Gabriola, BC**

#### **Attending:**

Board Directors: Bob Matthews (Chair), Aubrey Muirhead, Darrell Chambers, Wayne Dodge, Henry Goldbeck, Karen Stephens, Hanif Mamdani, Cindy Shelest, Connie Munro-(retiring)

Ex Officio Director: Gerry Owen

Management/Staff: John Shields, Rachel Davey, Lorena Lavers, Louise Amuir, Gwen Ewan,

Guests: Randy Wong, John Gill, Andrew Bing

Minutes: Tina Boehm (Recording Secretary)

Regrets: Christine Purfield

#### **1. Call to Order at 9.20 by the Chair**

The Vision and Mission statements were read by Wayne Dodge.

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

The 3 new directors were welcomed. Hanif, Cindy and Karen were introduced and encouraged to step forward with the support of the existing board. John gave them Board Orientation packages.

Outgoing Chair, Connie Munro left at 10.00 A.M

Wayne Dodge moved that deep appreciation be expressed to Connie and Laurie Kelley for their dedicated and heartfelt support for the benefit of The Haven.

Approved unanimously.

#### **3. Approval of Agenda**

The agenda was approved.

A statement from the Board regarding the transition was read. There was some feedback from the group on refining the language of the statement and discussion about how it should be communicated to staff.

#### **4. Previous Action Items:**

- a) Vision and Planning session.

John and Bob have been in discussion and it was agreed not to commit financial resources during this time of fiscal uncertainty. This will be carried forward to the October meeting.

- b) Audit and Finance revised Terms of Reference – to be discussed during A & F report.

- c) Contingency/Emergency Fund – see ED report

- d) Potential Audit requirement – see ED Report

- e) Master Plan for submission to Islands Trust OCP – to be included in Facilities Committee report.

#### **5. Board Affairs**

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a) Approval of Minutes

Moved and seconded:

*That the March 13<sup>th</sup> 2009 minutes be approved.*

Motion carried unanimously.

b) Elect Board Chair for coming year

Moved and seconded

*Resolved that Bob Matthews continue as Board Chair for the next year.*

Motion carried unanimously

Henry expressed appreciation for Bob's approach and contribution to the Board.

c) Executive Director and Management Reports

- John asked for feedback on the dissemination of monthly reports to board members.
- Lorena asked for a "wish list" of information to be included in the reports.
- A question was asked about forward forecasting of finances. Monthly forecasts are compiled and discussed at the A & F meetings. This will now be included in the monthly report sent to Board members.
- It was requested that a summary of significant changes in the forecasts be included in the report.
- Rachel reported that bed nights in June have already reached their target. All Kids In The Spotlight programs are full and Phase II in July is likely to reach 40 participants. Significant conference activity in September and October.
- Lorena anticipates hitting the revised nominal target.
- A significant contribution from Carole Ames has resulted in a contract worth \$172K from China.
- Lorena reported that BC Assessment resulted in a \$3 million increase in this year's assessment with a net result of an additional \$40K in taxes. This increase is being appealed on a contingency-fee basis and has been successfully appealed in the past. The costs of a successful appeal would be more than offset by the tax savings.
- The recent fire in the laundry room has resulted in a new dryer, which was covered by the \$1,000 deductible.
- Staff reductions have contributed to the improved financial picture. John Shields reported on a staff meeting which helped to communicate the co-relation between staff expenses and financial reporting.
- Fundraising targets continue to be challenging. Rachel expressed a total fundraising target for the year of \$300K.
- New repairs to the cistern are on-going to determine and remedy the leak.
- Gwen reported that 2 new programs are being delivered to Vancouver Coastal Health.
- Christine has researched Contingency/Emergency funds with Bull Housser Tupper. There is no requirement that this fund be under a certain limit as long as disbursement quotas are met.
- There is no requirement for an audit of our financial records this year.
- Bob Matthews expressed concern about the software project being delayed. Lorena and Bob will discuss. Transparency and good business practice must

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prevail to achieve a win-win outcome. It is likely that implementation will be delayed until September rather than during our busy summer months.

### 6. Committee Reports:

#### a) Audit and Finance Committee – Aubrey Muirhead

The appropriate level of capital expenditure will be discussed in the weeks and months ahead.

#### b) Facilities Committee – Darrell Chambers

Discussion took place around the merits of purchasing Justin McKeen's property(ies) adjacent to The Haven.

The following motions were moved, seconded and unanimously approved:

*The Board moves to charge a Working Group to complete:*

- *A proposal for organizational structure including job description and timing of implementation, evaluation and hiring recommendations for lead position within that structure*
- *Continue ongoing communication with staff about transition recommendation for performance management of transition and lead positions.*
- *Working group to include, but not restricted to Henry as lead, Aubrey Muirhead and Karen Stephens, with Bob and John as ex-officio.*

*The Board moves to charge a Working Group to manage the OCP process.*

- *Working Group to include, but not restricted to, Darrell Chambers as lead, Gerry Owen, Hanif Mamdani, Gwen Ewan, with Bob Matthews and John Shields as ex-officio.*

*The Board moves to charge a working group to explore the issue of purchase of property (properties) adjacent to the Haven.*

- *Working group to include but not restricted to: Darrell Chambers as lead, Andrew Bing, Cindy Shelest, Wayne Dodge, Aubrey Muirhead and John Shields (ex-officio).*

#### c) Development Committee – Wayne Dodge

- The Associates and Partners program is in the process of being launched. Kudos to Rose, Rachel, and Henry for their hard work with this.
- Rose continues to build on-going relationships with alumni, and outreach to lapsed donors. Rose will be contacting Board members for support in contacting lapsed donors.

#### d) Education and Standards Committee – Bob Matthews

- Connie Munro has now stepped down from Chair of this committee. The Committee is proposing that its name be changed to the Education Committee. Standards are now included in the day to day operations, although this Committee remains responsible for their oversight. The Board, Faculty and Management are all responsible for education.

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Moved and seconded:

*The Board resolved to change the name to Education Committee.*

The motion passed unanimously.

- e) Governance Committee – Bob Matthews.

As submitted.

### **7. Other Business**

- a) Moved, seconded, and passed unanimously:

*i) The Board approves the revised Terms of Reference for the Audit and Finance, Facilities, Development and Education Committees.*

*ii) The Directors submit the Annual Report of the Audit and Finance Committee pursuant to their duties laid out in the Committee's Terms of Reference as it stands, to the Members and recommend its approval.*

- b) Committee Membership

Moved, seconded, and passed unanimously:

*The following Committee membership be approved:*

#### Governance Committee

Bob Matthews – (Chair, ex officio, quorum)

Darrell Chambers

Gerry Owen (Non Director Member – NDM)

John Shields – to be replaced by Rachel Davey July 1<sup>st</sup>, 2009 (Executive Director, ex-officio)

Christine Purfield – (Secretary/Treasurer, ex-officio)

#### Facilities Committee

Darrell Chambers (Chair)

Hanif Mamdani

Bob Matthews (ex officio, non-quorum)

Gwen Ewan (NDM)

Andrew Bing (NDM)

John Shields- to be replaced by Rachel Davey July 1<sup>st</sup>, 2009 (Executive Director, ex officio)

#### Education Committee

Bob Matthews (ex-officio, quorum)

Derek Lacroix (NDM - Faculty)

Carole Ames (NDM - Faculty)

Cathy McNally (NDM - Faculty)

Hilary Leighton (NDM)

Judy Hancock (NDM)

John Shields (Executive Director, ex-officio)

Rachel Davey (ex-officio)

Gwen Ewan (Director of Education, ex-officio)

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Audit and Finance Committee

Aubrey Muirhead (Chair)

Bob Matthews (ex-officio, quorum)

Cindy Shelest

John Shields – to be replaced by Rachel Davey July 1,2009 (Executive Director, ex-officio)

Christine Purfield (Secretary/Treasurer, ex-officio)

Lorena Lavers (Manager of Finance, ex-officio)

Sub-Committee -Gift Acceptance Committee

Aubrey Muirhead (Chair)

Gerry Owen

Christine Purfield

Development Committee

Wayne Dodge (Chair)

Henry Goldbeck

Karen Stephens

Bob Matthews (ex-officio, non-quorum)

Wen Shwu Lee (NDM)

John Shields (Executive Director, ex-officio)

Rachel Davey (ex-officio)

Rose Hunter (NDM, Donor and Alumni Co-ordinator)

Educations Disputes and Appeals (Ad Hoc)

Gerry Owen (Chair)

Wayne Dodge

(no change to current membership)

c) Management Transition

Discussed.

Bob voiced his appreciation for everyone on the Board for their heart and hard work.

**Meeting adjourned at 3.40 PM**

**Next meeting October 2, 2009.**