



BOARD OF DIRECTORS MINUTES
Swan Lake Christmas Hill Nature Sanctuary Society
Thursday, 27 January 2022
Meeting via Microsoft Teams 5:30 pm

The Society acknowledges with respect the Lekwungen peoples on whose traditional lands and waterways we work, and the Songhees, Esquimalt and WSÁNEĆ peoples whose historical relationships with the land continue to this day.

PRESENT:

Fallon Lindsay, Chair
Sharon Daly, Vice-Chair
Christine Morissette, Secretary
Hugh Carruthers, Treasurer
Claudia Copley
Robert Dick
Rick Marshall
Christine Morissette
Kalina Noel
Lynn Young

Staff: Cara Gibson, Executive Director

REGRETS: Jordan Sandwith

Quorum: Yes

AGENDA and MINUTES: Recorded by Christine Morissette

1. Call to Order: 5:30 pm

2. Territory Acknowledgement: Christine Morissette

3. Motion: Approval of Agenda.

Moved: Lynn Young

Seconded: Claudia Copley

Carried

- 4. Motion: Approval of Minutes of the 25 November 2021 Board Meeting.**
Moved: Robert Dick Seconded: Sharon Daly Carried

5. Chair's Remarks (Fallon Lindsay)

Sharon spoke of the strategic plan and the process that links the actions, all of which will eventually be available to the public. The Board will look at the tables of work at the February meeting. Once we have agreement on the strategic directions, this will inform the work of staff and the Board, based on a common vision, mission and values. Sharon stressed that the plan is adaptive and flexible.

6. Executive Director's Report (Cara Gibson) – report on Teams

Cara highlighted the application for Federal funding from Environment and Climate Change Canada grant for \$50,000 per year for three years, with 1:1 matching funds from the combination of BC Gaming, the District of Saanich and Swan Lake Christmas Hill Nature Sanctuary Society."

7. Executive Committee Report (Fallon Lindsay) - report on Teams

Motion: The Executive Committee recommends the approval of the 2022 – 2025 Strategic Plan as presented.

Moved: Robert Dick Seconded: Lynn Young Carried

8. Treasurer's Report (Hugh Carruthers) - report on Teams

Hugh thanked Lynn for questions ahead of time re: overages in signage due to different reporting times on in-coming funds, and water quality monitoring due to doing more monitoring work in-house with increased equipment costs.

Hugh said we need to be looking at big projects as we near year-end, as we have a surplus in operating funds.

Some minor changes will be coming up in the audit, but nothing of concern.

Motion: n/a

Moved: Seconded: Carried

9. Governance Committee Report (Christine Morissette, Chair) - no meeting, no report on Teams

Moved: n/a Seconded: n/a Carried

10. Ecosystems and Facilities Committee Report (Lynn Young, Chair) - report on Teams

11. Community Relations Committee Report (Sharon Daly, Chair) - report on Teams

Sharon asked what kind of guiding policies are needed for community relations. The Committee sees relationships with Indigenous people and communities as the first priority.



Directors
ing educational.

supported the committee to frame the issue for the Board with support-
materials. Then the Board as a whole can join the discussion.

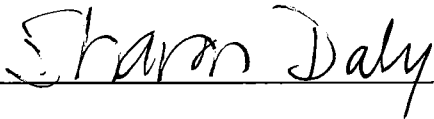
12. Other Business:

Adjournment Regular Meeting: 6:16 pm

13. In Camera meeting call to order: 6:18

14. Adjournment In Camera Meeting: 6:49 pm

15. Next Board Meeting: Thursday, 27 February 2022



Board Member Name



Board Member Signature



BOARD OF DIRECTORS MINUTES
Swan Lake Christmas Hill Nature Sanctuary Society
Thursday, 24 February 2022
Meeting via Microsoft Teams 5:30 pm

The Society acknowledges with respect the Lekwungen peoples on whose traditional lands and waterways we work, and the Songhees, Esquimalt and WSÁNEĆ peoples whose historical relationships with the land continue to this day.

PRESENT:

Fallon Lindsay, Chair
Sharon Daly, Vice-Chair
Christine Morissette, Secretary
Hugh Carruthers, Treasurer
Claudia Copley
Robert Dick
Rick Marshall
Kalina Noel
Jordan Sandwith
Lynn Young

Staff: Cara Gibson, Executive Director

REGRETS: None

Quorum: Yes

AGENDA and MINUTES: Recorded by Christine Morissette

1. Call to Order: 5:30 pm

2. Territory Acknowledgement: Fallon Lindsay

3. Motion: Approval of Agenda.

Moved: Robert Dick

Seconded: Sharon Daly

Carried

- 4. Motion: Approval of Minutes of the 27 January 2022 Board Meeting.**
Moved: Lynn Young Seconded: Sharon Daly Carried

5. Vice Chair's Remarks (Sharon Daly)

Sharon updated the Board on the strategic plan internal management documents being reviewed by Committee Chairs, and will be reviewed at the next Executive Committee. The plan may be out of sync with the 2022 work plan, since the management plan has already been submitted to Saanich. Going forward, the plan will align with budget prep and annual work plans. Sharon also met with staff to provide an update on the strategic plan process.

6. Executive Director's Report (Cara Gibson) – report on Teams

Cara thanked Directors who attended recent training, Hugh who attended a meeting with a concerned neighbour, and Robert's work on this year's on-line plant sale. Operationally, there are three projects underway: Nature House window replacement, Martelli House repairs, and Ralph Street rental house maintenance issues. The WSB report will be used as our capital planning tool going forward. Lynn recommended that a plan for rentals be developed for the future, considering the viability of being landlords, and the eventual restoration of residential properties to protected Sanctuary lands.

7. Executive Committee Report (Fallon Lindsay) - report on Teams

Motion: The Executive Committee recommends the approval of the 2022 – 2025 Strategic Plan as presented.

Moved: Robert Dick Seconded: Lynn Young Carried

8. Treasurer's Report (Hugh Carruthers) - report and financials on Teams

Hugh noted that the Capital Reserve Funds have been given their own account to prevent accidental spending on routine operational expenditures.

Hugh will hold a special Finance Education session as part of the March Board.

9. Governance Committee Report (Christine Morissette, Chair) - Governance Backgrounder on Teams
Moved: n/a Seconded: n/a Carried

Christine outlined the main points of the Governance Backgrounder, which the Governance Committee recommends as the foundation of future Board work. There continues to be confusion between the strategic and leadership role of the Board for the Society, and the operational and leadership role of the Executive Director for the Nature Sanctuary. Fallon reminded us that the Board leads from the balcony, not from the stage.



Sharon requested that the Governance Committee give priority focus to Board size and recruitment at its next meeting.

10. Ecosystems and Facilities Committee Report (Lynn Young, Chair) - report on Teams

Lynn will step away from the position of Committee Chair effective June 9, after the AGM, and thanked E & F committee members for their contributions over the past year.

11. Community Relations Committee Report (Sharon Daly, Chair) - report on Teams

Sharon asked what kind of guiding policies are needed for community relations. The Committee sees relationships with indigenous people and communities as the first priority. Directors supported the committee to frame the issue for the Board with supporting educational materials. Then the Board as a whole can join the discussion.

12. Other Business:

Adjournment Regular Meeting: 6:16 pm

13. In Camera: None

14. Adjournment In Camera Meeting: 6:49 pm

15. Next Board Meeting: Thursday, 24 March 2022

Sharon Daly

Board Member Name

Sharon Daly

Board Member Signature



BOARD OF DIRECTORS MINUTES
Swan Lake Christmas Hill Nature Sanctuary Society
Thursday, 24 March 2022
Meeting via Microsoft Teams 5:30 pm

The Society acknowledges with respect the Lekwungen peoples on whose traditional lands and waterways we work, and the Songhees, Esquimalt and WSÁNEĆ peoples whose historical relationships with the land continue to this day.

PRESENT:

Fallon Lindsay, Chair
Sharon Daly, Vice-Chair
Christine Morissette, Secretary
Hugh Carruthers, Treasurer
Claudia Copley
Robert Dick
Rick Marshall
Kalina Noel
Jordan Sandwith
Lynn Young

Staff: Cara Gibson, Executive Director

REGRETS: None

Quorum: Yes

AGENDA and MINUTES: Recorded by Christine Morissette

1. Call to Order: 5:30 pm

2. Territory Acknowledgement: Fallon Lindsay

3. Motion: Approval of Agenda.

Moved: Lynn Young

Seconded: Robert Dick

Carried

- 4. Motion: Approval of Minutes of the 27 January 2022 Board Meeting.**
Moved: Robert Dick Seconded: Sharon Daly Carried

5:30 Christine Morissette entered the meeting.

5. Vice Chair's Remarks (Sharon Daly)

Sharon discussed the annual work plan, and asked the Board to review and provide feedback on the latest version, with particular focus on what Directors see as the "Must Do" actions. Sharon also provided information on the consultant who will guide the Board forward at its retreat in June. The consultant will direct in identifying the work on Governance Boards, and trends in non profit Boards. The proposal for the consultation is on Teams. Fallon reminded Directors that their attendance at the Board Retreat on 25 June is mandatory.

6. Executive Director's Report (Cara Gibson) – report on Teams

Cara focused on lake remediation and the findings in Rob Bowen's report. He recommends a top down approach in dealing with the algae bloom in Swan Lake with the use of an Ultrasonic Transducer. As well, CRD Environmental Services recommends environmental awareness through signage and site education.

Cara also informed the Board of an oil spill coming from an adjacent landowner's property. Directors offered their experience and discussed the levels of government normally involved in ecosystem contamination response.

7. Executive Committee Report (Fallon Lindsay) - report on Teams

Fallon reported on the status of the Ecosystems and Facilities Committee as discussed at the last Executive Committee meeting. Directors weighed in on whether or not the Board needs this committee. Most Directors felt that it was a necessary committee because it relates the the core mandate of the Society. However, all agreed that the committee needs a redesign. There was support to do that after the AGM, as part of the new Board's work plan.

Motion: "The Executive Committee moves that the Ecosystems and Facilities Committee, as defined in the Board Policy Manual, be paused until after the AGM, so that the new Board can review the committee and make recommendations for its future."

Moved: Lynn Young Seconded: Sharon Daly Carried

8. Treasurer's Report (Hugh Carruthers) - report on Teams

Hugh noted that there are no financial issues, and that the budget is looking good. He did, however, put forward three motions for Board approval.

Motion: "Approval to purchase and install an Ultrasonic Transducer for the West Bay Area, costing no more than \$10,000.00."



Moved: Hugh Carruthers Seconded: Robert Dick Carried

Motion: "Approval to hire a consultant to provide a Board Governance workshop at the June Board retreat for a total cost of \$2,500."

Moved: Fallon Lindsay Seconded: Sharon Daly Carried

Motion: "That the following be added to the 2022 budget: additional 1.0 FTE (2x.5 FTE) administration staff person be hired as soon as possible for one (1) year, costing no more than \$40,000.00 . The cost for these items will be taken from this year's anticipated surplus or last year's surplus."

Moved: Hugh Carruthers Seconded: Sharon Daly Carried

9. Governance Committee Report (Christine Morissette, Chair) - report on Teams

Motion: "Motion to appoint Sharon Daly as interim Chair of the Swan Lake Christmas Hill Nature Sanctuary Society effective 25 March 2022."

Moved: Christine Morissette Seconded: Robert Dick Carried

6:29 pm Jordan Sandwith left the meeting.

10. Ecosystems and Facilities Committee Report (Lynn Young, Chair) - report on Teams

Motion: "The Board approve the expenditure of \$6,000 plus tax and freight for plant racks."

Moved: Lynn Young Seconded: Rick Marshall Carried

11. Community Relations Committee Report (Sharon Daly, Chair) - report on Teams

Sharon reported that a backgrounder on how the Society might address Indigenous Relations will be brought to the Board for discussion in April.

12. Other Business:

The Financial Education portion of the meeting is deferred until the April Board meeting.
Adjournment Regular Meeting: 7:02 pm

13. In Camera: None

14. Adjournment In Camera Meeting: 7:03 pm

15. Next Board Meeting: Thursday, 28 April 2022



Board Member Name



Board Member Signature



BOARD OF DIRECTORS MINUTES
Swan Lake Christmas Hill Nature Sanctuary Society
Thursday, 28 April 2022
Meeting via Microsoft Teams 5:30 pm

The Society acknowledges with respect the Lekwungen peoples on whose traditional lands and waterways we work, and the Songhees, Esquimalt and WSÁNEĆ peoples whose historical relationships with the land continue to this day.

PRESENT:

Fallon Lindsay, Chair
Sharon Daly, Vice-Chair
Christine Morissette, Secretary
Claudia Copley
Robert Dick
Rick Marshall
Kalina Noel

REGRETS: Hugh Carruthers, Lynn Young, Cara Gibson

Quorum: Yes

AGENDA and MINUTES: Recorded by Christine Morissette

1. **Call to Order: 5:30 pm**
2. **Territory Acknowledgement: Sharon Daly**
3. **Motion: Approval of Agenda.**
Moved: Robert Dick Seconded: Rick Marshall Carried
4. **Motion: Approval of Minutes of the 27 January 2022 Board Meeting.**
Moved: Robert Dick Seconded: Christine Morissette Carried

5. Chair's Remarks (Sharon Daly)

Sharon presented the idea of a different approach to Board agendas, with a shift in focus to governance (consent) agendas. She will bring samples to the next Board meeting, and initiate this pilot project.

Sharon identified her top three goals as Chair of the Society: work towards accomplishing the 2022 organizational plan goals; set Board meetings and agendas that are productive and engaging; and develop a Board that aligns with the needs of the Society, with specific focus on the organizational plan.

6. Executive Director's Report (Cara Gibson) – report on Teams

Directors asked that staff be diligent in monitoring for signs of Avian Bird Flu which is now being found in wild birds as well as farmed and domestic birds.

7. Executive Committee Report (Sharon Daly) - report on Teams

Sharon noted that there will be two vacancies for the 2022-23 Board of Directors. However there will be no action to fill these openings until a clear recruitment process has been established. Lynn and Christine will work together to outline the process and next steps, with a focus on job recruitment and interview questions.

Current Board members Rick and Lynn are due for re-election this year.

Sharon reminded everyone that the Board retreat will be held on Saturday, ??? June, at Martelli House from 8:30 to 3 pm, with a facilitated session from 9 am to noon.

Claudia reported that the new VNHS representative on the Board will be Jim Cuthbert.

8. Treasurer's Report (Hugh Carruthers) - report and financials on Teams

Hugh hosted two Q&A sessions on KPMG's Swan Lake Christmas Hill Nature Sanctuary Society's Audited Statements for 2021.

Motion: That the Board of the Swan Lake Christmas Hill Nature Sanctuary Society approve the 2021 Audited Statements of KPMG.

Moved: Fallon Lindsay

Seconded: Robert Dick

Carried

9. Governance Committee Report (Christine Morissette, Chair) - No report

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The committee's focus going forward will be drafting a Board recruitment process and a Director's Code of Conduct.



10. Ecosystems and Facilities Committee Report (Lynn Young, Chair) - No report

11. Community Relations Committee Report (Sharon Daly, Chair) - Report on Teams

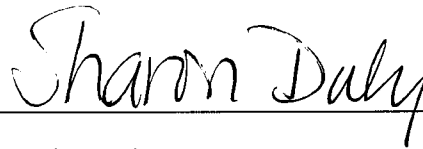
There were technical difficulties during the meetings in terms of an individual's video and audio transmissions. Thanks to Robert, we now have a call-in option for virtual Teams meetings. Look for the link on the Teams meetings site.

12. Other Business: The next meeting will be in-person, at Martelli House. See agenda item 15.

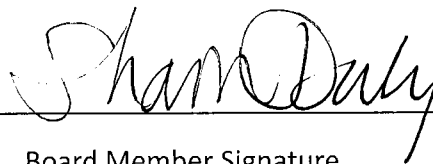
13. In Camera: None

14. Adjournment In Camera Meeting: 6:28 pm

15. Next Board Meeting: Thursday, 26 May 2022 @ Martelli House.

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Board Member Name

A handwritten signature in cursive script that reads "Sharon Daly". The signature is written in black ink and is positioned above a horizontal line.

Board Member Signature



BOARD OF DIRECTORS MINUTES
Swan Lake Christmas Hill Nature Sanctuary Society
Thursday, 26 May 2022
Martelli House 5:30 pm

The Society acknowledges with respect the Lekwungen peoples on whose traditional lands and waterways we work, and the Songhees, Esquimalt and WSÁNEĆ peoples whose historical relationships with the land continue to this day.

PRESENT:

Sharon Daly, Chair
Hugh Carruthers
Christine Morissette, Secretary
Claudia Copley (by phone)
Robert Dick
Kalina Noel
Lynn Young

Executive Director: Cara Gibson

REGRETS: Rick Marshall, Fallon Lindsay

Quorum: Yes

AGENDA and MINUTES: Recorded by Christine Morissette

1. Call to Order: 5:33 pm

2. Territory Acknowledgement: Sharon Daly

3. Motion: Approval of Agenda.

Moved: Christine Morissette

Seconded: Robert Dick

Carried

4. Motion: Approval of Minutes of the 28 April 2022 Board Meeting.

Moved: Lynn Young

Seconded: Robert Dick

Carried

5. Chair's Remarks (Sharon Daly)

Sharon reminded everyone that we need 15 to meet quorum at the upcoming AGM. Materials for the meeting are completed and available on-line. Sharon will provide language needed to explain why we are keeping the slate of nominees to incumbents this years. Hugh will handle approval of auditors' report. Christine will present the nominees up for re-election. After the AGM, Directs will stay on the Zoom call for election of Officers. Jim Cuthbert will represent VNHS.

The Board of Directors retreat will be held at Martelli House on Saturday, 25 June, from 08:30 am to 3:00 pm.

The Finance Committee is drafting a number of financial policies in the coming months to provide consistency in the organizational approach to financial and risk management (as part of the strategic plan and the Board plan). The first Financial Policy on Petty Cash has been prepared for Board approval (see Treasurer's Report).

Thanks and appreciation for Directors leaving: Claudia, Fallon and Christine.

6. Executive Director's Report (Cara Gibson) – report on Teams

Cara focused on the challenge of working with 50% staff, and the energy levels and emotions of staff returning post COVID. The recently announced collaborative effort between Saanich and the Nature Sanctuary for Saanich to be a Bird Friendly City Initiative for Saanich, and by extension to the Nature Sanctuary Society, was successful and is very exciting!

7. Executive Committee Report (Sharon Daly) - no report

As there was no Executive meeting this month, there is no report.

8. Treasurer's Report (Hugh Carruthers) - report and financials on Teams

Hugh reported that we have e have a healthy surplus. He is working on a hard copy and digital handbook of financial policies (see Chair's remarks). The aim is to make live edits as we move forward, and to use the policies as administrative tools.

Motion: "That the Board of the Swan Lake Christmas Hill Nature Sanctuary Society approve the Petty Cash Policy 1.1 as per the attachment."

Moved: Hugh Carruthers

Seconded: Robert Dick

Carried



9. Governance Committee Report (Christine Morissette, Chair) - No report

As there was no Governance Committee meeting this month, there is no report.

10. Ecosystems and Facilities Committee Report (Lynn Young, Chair) - No report

11. Community Relations Committee Report (Sharon Daly, Chair) - Report on Teams

The Board reviewed and discussed the background document entitled "Creating Positive Relationships with Indigenous Peoples" drafted by Rick Marshall. Directors discussed what this means for the organization and possible next steps. By consensus, Directors agreed that Sharon and Cara would draft a proposal for a training session on Indigenous culture and relationship building to be held in the fall. The Directors would review the proposal prior to any scheduled training(s). It was also suggested that the organization consider drafting a social statement and protocols to guide Indigenous relationship building.

The Board reviewed a draft new agenda format (including Consent Agenda) prepared by the Chair for future meetings. Director's informally agreed to trial the new agenda format, making any adjustments and changes as required.

12. Other Business: To re-vote on motions for facilities expenditures passed in February 2022:

1st Motion: "To approve \$42,000 plus additional taxes to replace windows on the south side of the Nature House."

Moved: Hugh Carruthers

Seconded: Robert Dick.

Carried

2nd motion: "To approve \$29,000 plus taxes for repairs to rental property at 831 Ralph St."

Moved: Christine Morissette

Seconded by Kalina Noel

Carried

13. In Camera: None

14. Adjournment In Camera Meeting: 6:55 pm

15. Next Board Meeting: Thursday, September TBD, 2022 @ Martelli House.

Sharon Daly

Board Member Name

Sharon Daly

Board Member Signature



MINUTES

Swan Lake Christmas Hill Nature Sanctuary Society
Board Meeting, Thursday, June 9, 2022 (following AGM)
Virtual Meeting via Microsoft Teams 6:30 pm

PRESENT: Sharon Daly, Hugh Carruthers, Robert Dick, Rick Marshall, Kalina Noel, Lynn Young, Jim Cuthbert.

Quorum: Yes

MINUTES: Recorded by Lynn Young

1. Call to Order: 6:45 pm
2. Agenda: Appoint Officers to the Board after AGM Board member elections.
3. Chair's Remarks: Sharon Daly
 - Congratulations to Lynn and Rick on their election to second 2-year term on the Board
 - Welcomed new Board member Jim Cuthbert on his appointment to the Board as VNHS representative.
4. Appointment of Officers:

Motions:

"Approve Lynn Young as Secretary of the Board and Chair of Governance Committee"

Moved: Robert Dick **Second:** Sharon Daly **Carried**

“Approve Hugh Carruthers as Treasurer and Chair of Finance Committee”

Moved: Lynn Young **Second:** Kalina Noel **Carried**

“Approve Sharon Daly as Chair of the Board”

Moved: Robert Dick **Second:** Hugh Carruthers **Carried**

5. Membership on two Standing Committees.

Agreed by consensus to the following Committees and membership:

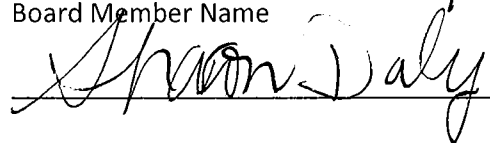
- Finance Committee: Hugh (chair), Rick, Sharon (ex officio), Cara (ED)
- Governance Committee: Lynn (chair), Robert, Sharon (ex officio)
- Board members available for future tasks: Jim and Kalina

6. Adjournment: 7:20 pm

7. Next Board Meeting: TBD



Board Member Name



Board Member Signature



Swan Lake Christmas Hill Nature Sanctuary Society
Board Meeting, Thursday, July 28, 2022
Martelli Board Room - 5:30pm

We acknowledge that the Nature Sanctuary is on the unceded, ancestral territories of the Lekwungen and W̱SÁNEĆ people. We respect the vital relationships of First Peoples with these lands and waters for countless generations. We are honoured to invite and welcome Indigenous guidance and collaboration in stewardship and appreciation of the Nature Sanctuary.

PRESENT: Sharon Daly (Chair), Hugh Carruthers (Treasurer), Lynn Young (Secretary), Jim Cuthbert (VNHS rep), Robert Dick, Rick Marshall, Kalina Noel

Staff Members: Cara Gibson, Executive Director

REGRETS: 0

Quorum: Yes

MINUTES: Recorded by Lynn Young

1. **Call to Order at 5:34 pm**
Territorial Acknowledgement by Sharon
Mission Moment by Cara

2. **Approval of Agenda**
Moved: Lynn Young
Second: Robert Dick
Carried Unanimously

3. **Approval of Consent Agenda**
 - Minutes of May Meeting
 - Minutes of June Meeting
 - ED Report
 - Chair's Report June Board Retreat
 - 2022 Board Annual Work Plan – July Update
 - Treasurer's Report

Moved: Jim Cuthbert
Second: Robert Dick

Carried Unanimously

4. Business – Strategy Discussion:

Strategic Plan Goals Check In – in Teams

- Board members agree with this framework to report progress with Strategic Plan
- Report will be provided every May and November with brief updates in ED Report at Board Meetings

Draft Capital Plan Framework –in Teams

- Recommend that a Capital Planning task group be set up
- Rick will take lead and along with Jim and Sharon will create the Terms of Reference
- Draft TOR will be presented at September Board Meeting

5. Business – Discussion/Action Items:

Board Director Signing Authority

Motion: “Approve Lynn Young as a signor to bank accounts. Remove Fallon Lindsay and Mary-Ethel Audley as signors”.

Moved: Robert Dick

Second: Kalina Noel

Carried Unanimously

Signors will be Sharon Daly, Hugh Carruthers, Lynn Young, Cara Gibson, Julia Dawson

Note: Locate motion on signing authorities for organization agreements/documents and make available to board members.

Proposed Financial Policies – in Teams

Motion: “Approve 2.1 Credit Cards Policy”

Moved: Robert Dick

Second: Jim Cuthbert

Carried Unanimously

Motion: “Approve 3.1 Spending Limits and Authority Policy”

Moved: Hugh Carruthers

Second: Jim Cuthbert

Carried Unanimously

Board Meeting Ground Rules - in Teams

Motion: “Approve Board Meeting Ground Rules”

Moved: Rick Marshall



Second: Lynn Young
Carried Unanimously

Board Recruitment & Nomination Process & Candidate Expertise, Experience & Attributes – in Teams

Motion: “Approve these procedures in principle”

Moved: Jim Cuthbert

Second: Rick Marshall

Carried Unanimously

Equity Statement and updated Territory Acknowledgement – in Teams

Board members agreed by consensus to these statements and to posting them on website

We acknowledge that the Nature Sanctuary is on the unceded, ancestral territories of the Lekwungen and WSÁNEĆ people. We respect the vital relationships of First Peoples with these lands and waters for less generations. We are honoured to invite and welcome Indigenous guidance and collaboration in stewardship and appreciation of the Nature Sanctuary.

6. Discussion re time of Board Meetings:

- Agreed to discuss further at September meeting. Pizza will be served!

7. **Motion:** “To adjourn meeting”

Moved: Robert Dick

Second: Rick Marshall

Carried Unanimously

Meeting adjourned at 7:42 pm

8. Next Board Meeting: Thursday, September 22 at Martelli Board Room



Sharon Daly, Chair



Hugh Carruthers, Treasurer



Swan Lake Christmas Hill Nature Sanctuary Society

Board Meeting, August 2022

CANCELLED

Sharon Daly
Board Member Name

Sharon Daly
Board Member Signature



Swan Lake Christmas Hill Nature Sanctuary Society
Board Meeting, Thursday, September 29, 2022
Martelli Board Room - 5:30pm

We acknowledge that the Nature Sanctuary is on the unceded, ancestral territories of the Lekwungen and W̱SÁNEĆ people. We respect the vital relationships of First Peoples with these lands and waters for countless generations. We are honoured to invite and welcome Indigenous guidance and collaboration in stewardship and appreciation of the Nature Sanctuary.

PRESENT: Sharon Daly (Chair), Hugh Carruthers (Treasurer), Lynn Young (Secretary), Robert Dick, Rick Marshall, Kalina Noel

Staff Members: Cara Gibson, Executive Director

REGRETS: Jim Cuthbert

Quorum: Yes

MINUTES: Recorded by Lynn Young

1. Call to Order at 5:33 pm

Territorial Acknowledgement by Sharon

Mission Moment by Robert

2. Approval of Agenda

Moved: Lynn Young

Second: Robert Dick

Carried Unanimously

3. Approval of Consent Agenda

- Minutes of July Board Meeting
- ED Report
- 2022 Board Annual Work Plan – Sept. Update
- Treasurer's Report
- Governance Committee Reports

Moved: Robert Dick

Second: Hugh Carruthers

Carried Unanimously

4. Business – Strategy Discussion:

“Draft TOR for Board Capital Planning Task Group” - see document in Teams Board Meeting

- Recommended group be called Capital Asset Management Plan Task Group
- Discussion that Property Condition Assessment Report missing some items
- Will be seeking community members with expertise in this field
- Will update TOR and present at October meeting

“Organization-wide Indigenous Cultural Awareness and Relationship Development Training” - see two documents in Teams Board Meeting

- Several tentative dates for training selected for November
- Sharon will follow up and advise

“Board Management System Solution” (Business Continuity) - Robert

- Robert and Sharon reviewed several options
- Recommended “Boardable”
 - Created for non-profits
 - Individual training provided for each member
 - Cost \$2950 US/year with 3-year option at lower price
- Concerns were expressed at the cost
- Decided to further consider criteria, research other options, particularly what other organizations such as HCP use and report back at October meeting

5. Business – Discussion/Action Items:

“Board Director Code of Conduct” – draft document in Teams Board Meeting

- Lots of discussion with several edits made
- Members to further review and edit on Teams prior to October board meeting

“Governance Principles” – draft document in Teams Board Meeting

- Members to review and edit on Teams prior to October board meeting

“New Board Directors and Members at Large”

- Lynn provided an update on recruiting objectives
- Recommend that we advertise only for community committee members with appointments to June 2023 with option to extend or be considered for a Board Director position at that time
- Finance and Governance Committees and the Capital Asset Management Plan task group identified as currently needing community members
- Chairs of these committees and task group to provide Lynn with list of specific needs and expertise required. Once received, positions will be advertised first to our membership, then through Volunteer Victoria
- Board members asked if they know anyone to recommend for these positions



7. **Motion:** To adjourn meeting

Moved: Lynn Young

Second: Rick Marshall

Carried Unanimously

Meeting adjourned at 7:21 pm

8. Executive Session (in camera)

Motion: To Adjourn Executive Session

Moved: Hugh Carruthers

Second: Rick Marshall

Carried Unanimously

Meeting adjourned at 7:49 pm

9. Next Board Meeting: Thursday, October 27 at Martelli Board Room

A handwritten signature in cursive script, reading "Sharon Daly", is written over a solid horizontal line.

Sharon Daly, Chair





Swan Lake Christmas Hill Nature Sanctuary Society
Board Meeting, Thursday October 27th, 2022
Martelli Board Room, 5:30pm

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Present: Sharon Daly (Chair), Hugh Carruthers (Treasurer), Lynn Young (Secretary), Jim Cuthbert (VNHS rep), Kalina Noel, Robert Dick

Staff Members: Cara Gibson, Executive Director

Regrets: Rick Marshall

Quorum: Yes

Minutes: Recorded by Lynn Young

1. Meeting Call to Order 5:30 pm

Territory Acknowledgement by Cara

Mission Moment by Lynn

2. Approval of the Agenda

Moved: Robert Rick **Seconded:** Lynn Young **Carried Unanimously**

3. Approval of Consent Agenda

- Minutes of September 29th meeting
- ED Report
- Board Annual Work Plan Update - Oct
- Treasurer's Report
- Governance Committee Report
- Master Plan of Project Works (FYI)

Moved: Jim Cuthbert **Seconded:** Robert Dick **Carried Unanimously**



4. Business – Strategy Discussion:

TOR for Board Capital Asset Management Plan Task Group - see document in Teams Board Meeting space

Motion: *To approve Terms of Reference for the Capital Asset Management Plan Task Group*

Moved: Robert Dick **Seconded:** Hugh Carruthers **Carried Unanimously**

Sharon advised that committee members will be Rick, chair, Jim and Kalina and 1 community member.

Board Director Code of Conduct - see document in Teams Board Meeting space

Motion: *To approve Board Director Code of Conduct as recommended by the Governance Committee.*

Moved: Lynn Young **Seconded:** Jim Cuthbert **Carried Unanimously**

Board of Director's Governing Principles - see document in Teams Board Meeting space

Motion: *To Approve Board of Directors' Governing Principles as recommended by the Governance Committee*

Moved: Lynn Young **Seconded:** Robert Dick **Carried Unanimously**

5. Business – Discussion/Action Items: (35 mins)

Budget Review Process

- Hugh will facilitate meeting on Teams on Tuesday, November 15, 5:30 – 6:30 pm for board members.
- A motion via email will be sent to Board members to approve investment of cash into a short-term GIC, once cash amount and rate are determined.

Motion: *Approve Fallon Lindsay as a Finance Committee Volunteer Member-at-Large until June 30, 2023.*

Moved: Sharon Daly **Seconded:** Lynn Young **Carried Unanimously**

Organization-wide Indigenous Cultural Awareness and Relationship Development Training – Wednesday November 23, 2022, 1:00-4:30pm via Zoom



Board Management System - see document in Teams Board Meeting space (Boardspot)

Robert provided a demonstration on the use of Boardspot.

Motion: *Approve Boardspot for Board Management System on a trial basis to March 31, 2023, at a cost of \$150/month.*

Moved: Robert Dick

Seconded: Sharon Daly

Carried Unanimously

Motion via Email, October 15, 2022

Motion: *That the Society disburse funds in the amount of \$14,200.88 to Lionart Productions Inc for 831 Ralph Street renovations (approved at May 26, 2022 Board Meeting).*

Moved: Robert Dick

Seconded: Sharon Daly

Carried

Motion: *To adjourn Board Meeting.*

Moved: Lynn Young

Seconded: Robert Dick

Carried Unanimously

Meeting adjourned at 7:01 pm.

6. Next Board Meeting – Thursday November 24th at 5:30pm Martelli Board Room

A handwritten signature in cursive script that reads "Sharon Daly". The signature is written in black ink and is positioned above a horizontal line.

Sharon Daly, Chair



Swan Lake Christmas Hill Nature Sanctuary Society
Board Meeting, Thursday November 24, 2022
Martelli Board Room, 5:30pm

We acknowledge that the Nature Sanctuary is on the unceded, ancestral territories of the Lekwungen and W̱SÁNEĆ people. We respect the vital relationships of First Peoples with these lands and waters for countless generations. We are honoured to invite and welcome Indigenous guidance and collaboration in stewardship and appreciation of the Nature Sanctuary.

Present: Sharon Daly (Chair), Hugh Carruthers (Treasurer), Lynn Young (Secretary), Jim Cuthbert (VNHS rep), Kalina Noel, Rick Marshall

Staff Members: Cara Gibson, Executive Director

Regrets: Robert Dick

Quorum: Yes

Minutes: Recorded by Lynn Young

1. Meeting Call to Order 5:42 pm

Territory Acknowledgement by Cara
Mission Moment by Sharon

2. Approval of the Agenda

Moved: Rick Marshall

Seconded: Jim Cuthbert

Carried Unanimously

3. Approval of Consent Agenda

- Minutes of October 27th meeting
- ED Report
- Board Annual Work Plan Update – Nov. 2022
- Treasurer's Report
- Governance Committee Report

Moved: Lynn Young

Seconded: Hugh Carruthers

Carried Unanimously

4. Business – Strategy Discussion:



Bi-annual Strategic Plan Goals Check-in - see document in Teams Board Meeting

Cara provided quarterly update on progress.

5. Business – Discussion/Action Items:

Annual Operating Budget – see Budget Document in Teams November Board Meeting

Motion: *“To approve the SLCHNSS Annual Operating Budget for 2023 with total expenses of \$1,393,234 as presented by the Treasurer.”*

Moved: Hugh Carruthers **Seconded:** Jim Cuthbert **Carried Unanimously**

New Restricted Equity Fund for Future Projects - see Treasurer’s Report in Teams November Board Meeting

Motion: *“To approve establishment of a restricted equity fund named the ‘Future Projects Fund’ for large expenditures, with an initial allocation to the fund of \$200,000. The funding amount is based on the following anticipated projects: Nature House Improvements (\$20,000 in 2023), new Education Pavilion (\$250,000), and decommissioning and restoration of 3833 Lancaster Road and 840 Swan Street (\$100,000).”*

Moved: Hugh Carruthers **Seconded:** Lynn Young **Carried Unanimously**

Replacement of existing Reserve Fund with new Holdback Dissolution Fund to cover SLCHNSS Dissolution costs – see Treasurer’s Report in Teams November Board Meeting

Motion: *“To revoke the Board motion dated June 27, 2019, establishing the Reserve Fund of \$135,000.”*

Moved: Hugh Carruthers **Seconded:** Jim Cuthbert **Carried Unanimously**

Motion: *“To approve a restricted equity fund named the ‘Holdback Dissolution Fund’ with an initial allocation of \$137,644.00 to cover any costs associated with dissolution of the SLCHNSS, including any contractual obligations to pay out salary to employees, as well as any wind down costs. Holdback Dissolution Funds are to be segregated from operating funds and invested in a Guaranteed Investment Certificate with interest earned added to the principle.”*

Moved: Hugh Carruthers **Seconded:** Lynn Young **Carried Unanimously**



Motion: *"To approve the Board request that SLCHNSS's auditors note information about the Holdback Dissolution Fund and the Future Projects Fund on the year end audited statements."*

Moved: Hugh Carruthers **Seconded:** Jim Cuthbert **Carried Unanimously**

Motion via Email, November 11, 2022 (as discussed at October 27th Board Meeting)

Motion: *"That the Swan Lake Christmas Hill Nature Sanctuary Society invest \$200,000 of operating funds for 100 days in a cashable investment certificate at the TD bank at the prevailing rate. (The rate will be around 3%)."*

Moved: Hugh Carruthers **Seconded:** Sharon Daly **Carried Unanimously**

Update of Language in Board Conflict Resolution Policy - see document in Teams November Board Meeting

Motion: *"To approve update to Board Conflict Resolution Policy originally approved at October 28, 2021 Board Meeting."*

Moved: Lynn Young **Seconded:** Rick Marshall **Carried Unanimously**

Board of Director's Roles and Responsibilities Policy

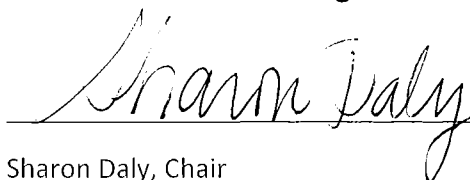
Lynn provided an update on review process of this and other Governance policies. Until there is an updated draft Board Policy Manual in place, a file of approved motions/procedures will be created and posted on Teams.

Motion: *"To adjourn Board Meeting"*

Moved: Sharon Daly **Seconded:** Rick Marshall **Carried Unanimously**

Meeting adjourned at 6:48 pm.

6. Next Board Meeting – Thursday January 26, 2023 at 5:30pm Martelli Board Room



Sharon Daly, Chair



Swan Lake Christmas Hill Nature Sanctuary Society

Board Meeting, December 2022

CANCELLED

Sharon Daly

Board Member Name

Sharon Daly

Board Member Signature

