

**CANADIAN SOCIETY OF LANDSCAPE ARCHITECTS/  
ASSOCIATION DES ARCHITECTES PAYSAGISTES DU CANADA**

**MINUTES OF CSLA BOARD OF GOVERNORS MEETING  
JANUARY 27, 2000  
TELEPHONE CONFERENCE CALL**

**PRESENT (ON LINE):** David Mitchell, President  
Cecelia Paine, President-Elect  
Heather Edwards, SALA BOG Rep  
Sara-Jane Gruetzner, AALA BOG Rep  
John Laird, NWTALA BOG Rep  
Derek Murray, MALA BOG Rep  
Cary Vollick, APALA BOG Rep

Agenda Item	Discussion
<p><b>1. Meeting Conduct</b></p>	<p><b>Motion:</b>  <b>Moved by Cary Vollick, seconded by Cecelia Paine: That the agenda be approved as amended. CARRIED</b>            The amendment was:            That the Governance is added to the agenda.</p>
<p><b>2. Update on CSLA Office/ Services</b></p>	<p><u>Records:</u>            CSLA file boxes have been transferred to Cecelia's office.</p> <p><u>Communications:</u>            - Telephone has been redirected to the BCSLA office; Klaudia transfers information to David.            - E-mail is being reviewed by the web master and forwarded to David. The web master will be making recommendations on a new E-mail server.            - CSLA post office box is being transferred to Cecelia.            - A list of all contractors CSLA uses will be circulated to the BOG.</p> <p><u>Finances:</u>            We will receive an audit of 1999 in time for budget discussion at the Excom meeting. The 1998 preliminary audit was sent to the BOG without the auditor's knowledge. He will do 1999 audit for \$2,100.00. He will write off the work done in 1998.</p> <p>David is currently sorting out payments that have been paid. Cecelia is the signing officer until we reorganize. If you are aware of people that haven't been paid, please direct to Cecelia.</p> <p>Cecelia reported we have \$21,000 in the account today. We have paid all the bills we know of, but know there will be \$25,000 in payouts in the next 30 days. All components are requested to pay dues as quickly as possible. Components should make their contribution to <i>Landscapes/Paysages</i> as soon as possible.</p> <p style="text-align: right;">Continued...</p>

**2. Update on CSLA Office/  
Services (continued)**

There was a billing error to component organizations. \$115 was invoiced to members; it should have been \$110. CSLA will re-issue with the correct amount of \$110.

Bulletin:

The bulletin has gone to the printers. Inserts in the bulletin will include information about congress, the AGM, nominations, a proxy form, and proposed by-law changes. It will be out in two weeks.

Annual Report:

All components are requested to provide a 1999 year end report of their activities for the annual report. An e-mail will be sent out requesting the report by March 15, 2000.

Other: Certificates, Correspondence

CSLA certificate requests remain outstanding. Each component should re-request. CSLA will try to sort out the files and structure a small group to respond to the unanswered requests. The files are currently at the audit.

Finance question:

Can we afford to fill the position of Executive Director if we have \$25,000 in upcoming expenses? David said we might have to look at an interim position. We will have to look at the budget to see what we can afford. Ex-com will look at this issue in Winnipeg.

Due diligence question and Sharon 's severance was discussed. Cary asked if any financial recovery was possible for non-performance of the job.

The lawyer said we should not try to terminate the contract or look for financial recovery. There are too many opportunities to end up costing CSLA more money for limited benefit. We've avoided further expense but we will have to explain this to our members as a loss. David Mitchell will ask the lawyer for the legal position and the best course of action recommended.

This will be used as back up for members requesting information as to why we handled things the way that we did. Basically we did the most fiscally responsible thing possible; the two-month salary paid would be the equivalent of a severance package had she been fired.

Sharon's performance was not recorded in the Boston minutes. Anyone who recalls the wording on this subject should forward it to David for inclusion in the revised minutes. Generally, we said we were going to set her up to succeed; we were not happy with performance over the past two months. She produced a letter saying she was ill but stated she was now better and ready to pick up the pieces. Sharon said she would produce a list of deliverables that we could measure her future performance against. David, Cecelia, and Heather made a workplan for her to accomplish. David had sat down with Sharon to discuss the performance issue and Sharon reassured David she was ready to perform. Sharon made a commitment to make a performance list that we could measure performance against. We talked about a three-month probation period. George

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<p><b>2. Update on CSLA Office/ Services (continued)</b></p>	<p>Miller gave us a written letter on his opinion about the contract and what we owed Sharon. George explained we were fortunate she was only in the role for two years.</p> <p><b>ACTION:</b></p> <p><b>1) D. Mitchell agreed to:</b></p> <ul style="list-style-type: none"> <li>- Add information to the minutes;</li> <li>- Report on the subsequent meeting he had with her;</li> <li>- Copy the lawyers review of the contract to BOG;</li> <li>- Write something to him saying the components are looking for confirmation that the board has acted prudently and properly, and ask him to initialize it.</li> </ul>
<p><b>3. Review Executive Director Replacement Process</b></p>	<ol style="list-style-type: none"> <li>1. Terms of reference - approved by BOG.</li> <li>2. The position is being advertised now.</li> <li>3. Heather and Sara will collect and circulate evaluation criteria for BOG approval.</li> <li>4. Derek will see if there is a MALA member willing to take part in the application review process.</li> <li>5. Excom and MALA rep will review and shortlist candidates.</li> <li>6. Shortlist will circulate to the BOG.</li> <li>7. Excom will do reference checks.</li> <li>8. Interviews will be done by a smaller committee (yet to be determined).</li> <li>9. The interview committee will bring recommendation to the BOG.</li> <li>10. BOG will approve or reject recommendation.</li> </ol> <p><u>Terms of Reference:</u> The terms of reference were discussed; David thought they should remain open, as the new director may want to change them. Comments were made about this approach:</p> <ul style="list-style-type: none"> <li>- We need to be solid as to what we want the person to do.</li> <li>- It should not be negotiable; refinement can be made through workplans.</li> <li>- This was part of the problem with the previous terms of reference. Solid Terms of Reference give us a way to measure the director's job.</li> <li>- The Executive Director position being new and moved to Ottawa had a lot of unknowns last time around. The hope was to move the position from administrative to a true Executive Director role.</li> <li>- At the very least, we need core qualities with elective add on qualities that will add to the core abilities.</li> </ul> <p>The role of the Executive Director must address the Strategic Plan.</p> <p><b>Motion:</b> <b>Moved by Heather Edwards, seconded by Sara-Jane Gruetzner, that the Board of Directors approve the Terms of Reference. CARRIED.</b></p> <p><u>Position Advertising:</u> Posted on the web, in the bulletin, in the Executive Director organization, circulated to components, in Globe and Mail and Le Press. Word of mouth is encouraged.</p>

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**3. Review Executive Director Replacement Process (continued)**

Process Discussion:

David initially thought a group of five should review the submissions. Arthur Timms will bow out, as he is applying. The current plan is to have the Excom review the applications at the February meeting. A short list will be circulated to BOG for review and comment. An interview committee of David, Vincent, Cecelia, and one other, depending on interview location, will be formed.

The criteria used to review submissions are more important than who is doing it. The Board should approve these. Evaluation criteria were used the last time CSLA hired an Executive Director. It would be valuable to track these down. Middleton, Crosby and Wagner were part of the process last time. The question was asked: Can we invite a Manitoba member to be a part of the shortlist review? David did not want to open it into a board meeting. David preferred someone who's been through it. **It was left with Derek to invite someone to the process; David Wagner will be approached.**

We should start the process of developing the criteria now. Heather and Sara will look after this. Sara felt strongly that the BOG must approve the criteria. There was general agreement.

Excom will check references of shortlist candidates.

The actual start date for the new Executive Director will not be set until we have had a chance to review the financial situation of the organization. To do so we will need the 1999 audit and a projected cash flow for the organization.

Guidelines:

To facilitate the process, is it worth it to hire a headhunter? We agreed to call on experience of those who have been through the process before rather than try to hire a headhunter or pay for their advice. Sara noted we have expertise contacts within our organization. Anecdotal information about going through the process is valuable. The brain picking aspect is what we need. **Sara and Heather will work on the evaluation criteria.** This will become item three and it will be circulated and approved by the Board.

**Motion:**

**Moved by Cecelia Paine, seconded by Cary Vollick, that the process for replacing the Executive Director be approved. CARRIED**

Location of the Office:

Why does it need to be Ottawa? The lobbying aspect is the least important part of the job. The travel aspect seems to be more important to get to meetings. Ottawa, Toronto, Montreal triangle is a consideration. Many national associations are in Ottawa; being there will allow us to network. Basic services can be delivered from any major city. Representation nationally and internationally must be done. Is it a missed opportunity not being in Ottawa? The problem is, things happen on short notice. Not easy to get members there on short notice. David suggested that the work can be done from a number of major centers, but there are opportunities that come about from being in Ottawa.

<p>3. <b>Review Executive Director Replacement Process (continued)</b></p>	<p style="text-align: right;">Continued...</p> <p>Members stating that it didn't have to be in Ottawa were: Derek, Cary, Sara, Heather, David and Cecelia. Members saying there were distinct advantages of being in Ottawa were: Cecelia and David. Sara thought it important that they should be within the Ottawa, Montreal or Toronto area.</p> <p><u>Language:</u> Sara and Cary thought bilingual was extremely important to be inclusive of Quebec and represent CSLA nationally. Upcoming congress in Montreal is a good example of need. We agreed that if the best potential candidate does not speak French that we would seek the guidance AAPQ to make sure they are in favor of the decision. There are other ways to deal with the issue.</p> <p><u>Budget:</u> We need more information before we can decide when we can hire the Executive Director. We have approved the process. We need to bring a shortlist back to the Board and a budget update, suggesting when we could hire a person.</p> <p>Are we on track with the budget? \$10,000 proposed fundraising did not happen. Until we have a cash flow update we cannot decide when to hire. Other financial information coming in within the next few days will help to clarify the money situation. Timing of hiring will be held over until we can get further information to the BOG.</p>
<p>4. <b>Annual Meeting - Ottawa May, 2000</b></p>	<p>The latest schedule for the congress was e-mailed January 14, 1999.</p> <p>The next issue was nominations for the president. The role of the Nomination Committee largely falls on Past President to find one who will stand for nomination. Should we encumber the committee with trying to find two candidates?</p> <p>Are we going to do a mail ballot to members to get the by-law changes through? Usually, we don't get quorum at the AGM. Proxies can give us quorum also. Suggest we mail out the by-law changes with a proxy. If we don't get quorum, we will have to mail out ballots after the AGM. <b>Each component representative is asked to gather proxies from their members to bring to the meeting.</b></p> <p>BOG will try to keep its meeting to 1 2 days, starting Wednesday, May 10<sup>th</sup> and ending Thursday, May 11<sup>th</sup> at noon. Are one and a half days enough? In the Governance review process we would like to have a discussion to review model options. The teleconference idea has worked well to deal with business items; perhaps we can do another one before our Ottawa meeting. We can also use the group e-mail to deal with items. If we structure the meeting so we deal with decision items, not information items or updates, we should be able to achieve it in the day and a half. All members should include with their items why it is on the agenda.</p>

**4. Annual Meeting – Ottawa  
May, 2000 (continued)**

All reports should be e-mailed to the BOG one month in advance, in this case April 15th. **The President will be responsible for putting the agenda together. Members are responsible for preparing the background to the item they forward if it is to be on the agenda.**

We will be booked to stay in the Lord Elgin at \$115 per night. We have a commitment to a certain number of rooms in the Chateau; we won't be charged if they can rent them out to other interested party. We choose to go with the Lord Elgin and ask the Chateau to try to rent the other rooms out. **Members are to confirm their own booking at the Lord Elgin.**

By-Law Changes:

Proposed by-law changes were circulated. The first issue was to separate Executive Director from Treasurer position.

**Motion:**

**Moved by Cary Vollick, seconded by Derek Murray, that the position of Executive Director be separated from the Treasurer position. CARRIED.**

The second by-law deals with the Nomination Committee. They will now have to find one nomination rather than two.

**Motion:**

**Moved by Cary Vollick, seconded by Cecelia Paine, that the Nomination Committee need only identify one candidate for President. CARRIED**

The motion of approval by the Board now allows the by-law changes to be circulated to the membership. They will be circulated with a proxy form.

Awards:

**Sara will send Peter Loughheed a letter. Sara will get back in touch with David or Cecelia.**

Community Service Awards:

Please nominate now; nominations have to be approved by BOG. The way these were done in Edmonton was very professional and well received. This is a good chance to showcase in Ottawa. BOG will vote on candidates through e-mail.

**5. Other**

Governance:

Governance session will be held on the Thursday morning. David thought the Excom meeting would not allow time to deal with. Cecelia asked about the responsibility of the various officers. It is unclear about roles and limit of the President and President-Elect. Could you come forward with something in the interim? Cary suggested the role of President-Elect should be to be present and assist the president as they see fit. David noted that the role of the Executive Director is to provide continuity with a group of volunteers.

<p><b>5. Other (continued)</b></p>	<p style="text-align: right;">Continued...</p> <p>Cecelia has felt uncomfortable making decisions outside of the BOG and is not sure when she is to go back.</p> <p>The job description will not describe a formal role in any particular situation. Cary felt strong that the institutional memory of the organization should be recorded and follow up must always be done in reference to the original motion. A good Executive Director would do a chronology or one page fact sheet on each item. We should know and track votes so we can vote out the old in light of the new.</p> <p><u>CSLA E-mail News Group:</u></p> <p>Should we continue to use? Nununet is now on there. Sara cannot get on. David intends to use it to broadcast /circulate BOG items. To change or stop the e-mails coming individually, take yourself off the receiving list and you go into the chat room when you are ready to review CSLA e-mail.</p> <p>Cecelia thanked David formally for all his work. The proposed change of Presidents will happen in Winnipeg in February. David will continue to be a part of the process and answer questions as required.</p>
<p><b>6. Adjournment</b></p>	<p><b>Motion:</b>  <b>Moved by Sara-Jane Gruetzner, seconded by Cary Vollick, that the meeting be adjourned. CARRIED</b></p>