

**CSLA/AAPC  
 BOARD OF DIRECTORS  
 Draft Minutes  
 November 18 & 19, 2011  
 Novotel Toronto Centre**

**Participants:**

|                              |                                 |                |
|------------------------------|---------------------------------|----------------|
| Neil Dawe, NLALA, CSLA, ASLA | CSLA/AAPC Past President        | ✓              |
| Liane McKenna, BCSLA, CSLA   | CSLA President                  | ✓              |
| Claude Potvin AAPQ, AAPC     | President Elect                 | ✓              |
| Ed Versteeg, APALA, CSLA     | APALA                           | ✓              |
| Julia Schwartz NLALA, CSLA   | NLALA                           | <b>Regrets</b> |
| Peter Briggs, NWTALA, CSLA   | NWTALA                          | ✓              |
| Raquel Penalosa, AAPQ, CSLA  | AAPQ                            | ✓              |
| Lawrence Stasiuk, OALA, CSLA | OALA                            | ✓              |
| Glen Manning, MALA, CSLA     | MALA                            | ✓              |
| Trevor Tumach, SALA, CSLA    | SALA                            | ✓              |
| Peter Alexander, AALA, CSLA  | AALA                            | ✓              |
| Cameron DeLong NUALA, CSLA   | NUALA                           | ✓              |
| Pawel Gradowski, BCSLA, CSLA | BCSLA                           | ✓              |
| Arnis Budrevics, OALA, CSLA  | CSLA Treasurer                  | ✓              |
| Elizabeth Sharpe CAE         | CSLA Interim Executive Director | ✓              |

**ACTIONS – See Separate CSLA Evergreen Action List November 2011 Version**

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**Friday, November 18, 2011**

**1. Call to Order & Welcome**

President, Liane McKenna called the meeting to order and welcomed the Board of Directors present. The meeting was called to order at 08:30 Friday, November 18, 2011.

The President welcomed Peter Alexander from Alberta who is the President of AALA and represented Rob Marchak and Raquel Penalosa, our new AAPQ representative.

The President reviewed the order of the meeting

## **2. Approval of the Agenda**

### **MOTION: 2011.11.18 - 1**

**Moved by Pawel Gradowski and seconded by Raquel Penalosa that the agenda be approved as presented.**

**Motion carried.**

## **3. Approval of Minutes**

### **MOTION 2011.11.18 - 2**

**Moved by Pawel Gradowski and seconded by Peter Alexander that the minutes of the meeting of September 21, 2011 be approved as presented.**

It was noted that the numbering for some of the motions needed correction and that although one of the motions was carried, the statement was not written in the motion. " Motion carried " to be added.

**Motion Carried with amendments.**

## **4. Naylor Publishing and Directory Printing**

The Interim Executive Director, Elizabeth Sharpe, explained the situation with Naylor Publishing and the unfortunate errors made in the publishing of the paper version of the Directory. She provided assurances that the publisher has agreed to post a full Digital version of the CSLA 2011 Directory on line in the near future and that the paper version of the 2012 Directory will be printed by the end of March. This activity will be taken into account during contract renewal discussions for Naylor Publishing.

## **5. Review of Action Items from the Evergreen Action List**

The Evergreen Action List was reviewed and updated as per the attached list.

## **5. Financial Report**

### **5.1 Financial Statements to October 31, 2011 were reviewed.**

### **MOTION 2011.11.18-3**

**Moved by Pawel Gradowski and seconded by Lawrence Stasiuk  
To receive the Financial Statements to October 31, 2011 as presented.  
Motion Carried.**

## **5.2 Report from NuALA on 2011 Congress**

Cameron DeLong reviewed the report submitted on the 2011 Congress in Iqaluit. He commented on the significant impact of a conference of this size in Iqaluit and Nunavut . The Mayor of Iqaluit expressed that she took away valuable information from her exposure to the Congress and felt much of the information would be very helpful in the future.

The Board thanked Cameron for the report and for the 2011 Congress – Arnis Budrevics reported a profit share of \$5,500.

The comments regarding the communications within the Board and within the national CSLA community were discussed. CSLA needs to bring to the attention of the members the Congress opportunities and activities. CSLA needs to learn from the efforts of Chris Grosset who was very organized and detailed in his planning. Communications is a very big issue for future CSLA Congresses. Identify clear actions that should take place during the process of organizing the congress in order to have greater impact on the community at different levels. Follow-up – we need an action plan to follow-up.

Arnis has agreed to follow-up with a strategy to measure the success of the congress. Commitments will be made in advance allow CSLA to make clear plans.

## **5.3 Budget 2012**

The Treasurer presented the draft 2012 budget for discussion and line by line review. He answered some questions that arose and explained that there would be a more indepth discussion of the final budget presentation at the end of the meeting. This would allow for any budgetary requirements for the various activities such as strategic planning to be taken into consideration.

**5.3.1** A budget request from the Landscape/Paysages Committee was reviewed by the Board of Directors.

The Board of Directors discussed the request for \$74,000 for the design and production of Landscape Paysages and asked if the LP Committee still requires the budget to be set at \$74,000 given the fact that not that much was spent on L/P this year.

Peter Briggs presented that following approval of the 2011 budget, the L/P Editorial Board made a deliberate decision to grow incrementally. This decision was made in order to illustrate progress, and to respond to

the CSLA/AAPC board request that we do our best to show that the investment being made in L/P has a significant return. With this in mind, the anticipated expenditures for 2011 are expected to be approximately \$60,000 (to be confirmed). This is the first step in what is seen as another 1 to 2 years before we reach our target product, and target budget.

Peter reported that 2011 has been an excellent year for Landscapes/Paysages: the editorial teams have significantly increased content, and we are now producing a high quality magazine that reflects the people, projects and trends in our profession. The L/P Committee requests that the 2012 budget remain at \$74,000.

The Board agreed that Landscapes/Paysages is an excellent representation of landscape architecture in Canada and commended the L/P Committee for a job well done in 2011.

Budget discussions will resume at the end of the meeting after strategic plan and other discussions are completed that might impact the budget for 2012.

## **6. Updates from the CSLA Provincial Components**

**BCSLA:** See report attached as prepared by Pawel Gradowski

### **NWTALA:**

- Due to activities in providing social media through the congress, facebook, twitter etc. much of the other activity of NWTALA has come to a halt.
- The NWTALA is building their component.
- To date they have six members and look to CSLA for advocacy support.

### **AALA:**

- Peter Alexander reported that the AALA registration has been confirmed by government.
- The association is going digital with their publications.
- A survey of the membership is being conducted.
- Many positive comments have been received about the Congress in Nunavut.
- Discussions are taking place regarding LARE and policies are being developed. CLARB will enter into the discussions.

**SALA:**

- Trevor Tumach reported that the Saskatchewan is moving forward with talks with SALA regarding regulation
- Discussions are also taking place between CLARB regarding the LARE.
- SALA is engaging in continuing education
- A new website is being developed.
- Planning stages have begun for CSLA Congress 2013 in Regina.

**MALA:**

- Glen Manning report that MALA is working on Omnibus Occupations Act
- The Communications Committee examined some ways to promote landscape architects through the design school. Glen will distribute this to the Board for information.
- The University of Manitoba is interested in developing a landscape manual and looking at ways to make this a document for sale or promotion.

**NuALA:**

- Cameron deLong reported that following the 2011 Congress in Iqaluit and the development of the report, NuALA is taking a break and will regroup later in the year.

**OALA:**

- Lawrence Stasiuk brings greetings from Glen O'Connor, OALA President.
- See written report

The following areas of concern were presented from the OALA Board of Directors and delivered to the CSLA Board by Lawrence Stasiuk:

Approval for dues increases had been received in a motion made by the Board of Directors as follows:

**Setting of Annual CSLA Dues**

The OALA is concerned that the setting of CSLA annual dues is being done without suitable review and accountability by the Board of Directors and the general membership. It appears that the CSLA dues are increased annually by the rate of inflation according to a Board resolution of November 4, 2006 and August 12, 2009 without consideration of the need for the increase or any debate by the Board or a vote by the membership. The practice this year appears the dues may have been approved by the Executive Committee, but was not recommended to the Board nor approved by a "Super Majority Vote of the Board" as per the resolution.

The two Board motions referred to are:

In accordance with CSLA Bylaw Section 3.3 *Fees and Levies* which reads:

*On behalf of the Society membership, Components shall pay to the Society (CSLA) an annual fee based on a per capita rate for each of its Landscape Architect members. That rate shall be recommended by the Executive Committee and approved by a Super Majority Vote<sup>1</sup> of the Board. The annual fee from each Component must be remitted to the Society by the first day of April each year.*

*Furthermore : from minutes that at the November 4, 2006 meeting:*

*The CSLA Board of Directors approved that, commencing January 1, 2008 and for each year thereafter, CSLA dues be adjusted automatically based on the Government posted inflation rate for the previous year. The calculation sum is to be rounded up to the nearest dollar.*

This practice concerns the OALA on several points, being:

- a. the dues increase were not debated or approved by the Board in contravention of the resolution,
- b. can two resolutions on financial matters made by previous Boards in 2006 & 2009 be binding on subsequent Boards?
- c. the lack of debate calls into question the need and justification of the increase.
- d. the practice of not presenting the dues increase to the membership for a vote calls into question whether the CSLA has the authority to do this.
- e. it also raises the question of authority with respect to resultant budgets.

The Board of Directors discussed this issue. The budget was presented to the Board of Directors of CSLA in September 2011 for review by the Board and comment at that time. The dues increase was clearly noted on the budget document and each line item reviewed at that time. Following the review of this document at the Board table, the President asked for further feedback on the budget document to be delivered to the Treasurer, Arnis Budrevics before final presentation of the budget for approval in November 2011.

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<sup>1</sup> A Super Majority Vote means an affirmative vote by at least 2/3 of those Board members present and entitled to vote

**MOTION 2011.11.18-4**

**Moved by Lawrence Stasiuk Seconded by Claude Potvin**

**That the setting of the membership dues be advanced to the Board of Directors by the Executive Committee each year for review.**

**Motion Defeated. For: 3 Against: 9**

**Association Agreement**

The OALA has not been able to find a copy of any formal agreement or charter that establishes the CSLA as a federation of component organizations, with the responsibilities of the respective parties. They have checked their records, archives, and the OALA lawyer's files and no document has surfaced. The OALA has asked the CSLA to provide a copy of such agreement, but so far none has been produced.

The OALA needs to review this document to ensure all parties are in compliance with the original agreement. If no agreement exists, then the OALA requests the CSLA undertake the preparation of a new Association Agreement as a high priority item, to be dealt with in 2012.

**General Membership Does Not Vote at Annual Meeting**

At the CSLA AGM, a quorum is required by the membership in order to constitute a meeting, however, there doesn't appear that the membership has any opportunity to vote on or discuss any financial matters, such as the setting of dues or budget priorities.

**Delivery of CSLA Programs**

The OALA is receiving complaints on the delivery of some CSLA programs. Communications to the membership and the CSLA Membership Directory being released in Oct. 2011 are two areas of concern. It is recommended that the CSLA improve its communications to the membership and reinforce the value of being a member.

The OALA Registrar has been asked two times this year to provide an updated membership roster. This creates a significant amount of work as the OALA is managing approx. half of the national data base. We recommend CSLA & OALA discuss software integration to improve efficiencies and minimize errors.

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It was suggested by the President that these concerns regarding the association agreement, general membership not voting at the annual meeting and delivery

of CSLA Programs be addressed later in the meeting after the Strategic Planning discussion takes place. The Board of Directors agreed that these three items would be tabled to later in the meeting.

**AAPQ:**

- Raquel Penalosa reported on the activities of the AAPQ.
- She was pleased with the outcome of the presentation of the CSLA Student Award at the University of Montreal.
- The AAPQ is working on the governance model. Staff has been increased and finances are impacted as a result.
- AAPQ is approaching some sponsors for support.
- A process is being undertaken to review the membership categories and educational requirements.
- The AAPQ is taking over CE requirements in Quebec
- There is a new Director at the school of Landscape Architecture.
- The AAPQ is supporting the activities of WLAM
- The planning for the 2017 Event to be held in Quebec is moving forward. Many disciplines are pulling together for this event and the AAPQ would like CSLA's input and participation in this event.

**APALA:**

- Ed Versteeg reported on the activities of APALA. APALA currently has 52 members.
- The Association works with no staff support
- There is a need for website updates and the association is working with Dalhousie University regarding programming etc.
- The Nova Scotia Agricultural College is now offering a B. L.A. program
- APALA is establishing a scholarship in Peter Klynstra's name
- Pursuing registration for its members.
- Possibly holding the CSLA congress in Nova Scotia in September

**NLALA:**

- Neil Dawe reported on behalf of NLALA
- Membership numbers are dropping
- Some initial talks are taking place with APALA about joining forces.



## 7. Congress 2012

Discussions with SALA to offer 2012 Congress were discussed and it was decided to plan for 2013 in Saskatchewan. The CSLA then approached B.C. regarding the possibility of holding the Congress in conjunction with their annual event. A letter was received from BCSLA thanking CSLA for the opportunity but indicated that time had run out and they didn't feel there was time for this initiative to take place next year. B.C. suggested that CSLA participate in the Land Summit planned for 2014. The ExCom will discuss this further.

APALA is interested in allowing CSLA to offer their AGM/Awards of Excellence & Recognition/ Fellows with the possibility of holding this in September or early October.

SALA is looking at the middle of July for their 2013 Congress. With regard to content, the Educational component might approach the Congress with a business perspective, perhaps in partnership with one of the companies.

### **MOTION 2011.11.18-5**

**Peter Briggs moved. Pawel Gradowski seconded.**

**That the Executive Committee can proceed with discussions with APALA regarding holding the AGM and events connected to CSLA during their Congress in 2012.**

**Motion Carried**

Discussions could take place regarding holding a Congress out of Canada in future years – perhaps in Mexico. Claude Potvin would like to look into this. CSLA is able to hold its AGM out of the country if the membership votes at the previous AGM to do so.

## 8. Advocacy

Report Presented by Lawrence Stasiuk. See Report Attached.

Promotion to Allied Professions: No responses from any components regarding this program have been received. It was requested that the components provide a contact name from within their component that could support this initiative.

### **Speakers Bureau**

Lawrence Stasiuk presented the report on the new Speakers Bureau. Details are contained in the report. There was a question about whether or not the site will be bilingual. It will be offered in both languages.

Question: Is it possible to address the possibility of providing speakers for media interviews through the system? It was suggested that a button could be added as a check box for the speaker to indicate whether or not he/she might be willing to support this initiative.

## **9. Strategic Plan (Attached V4)**

Liane McKenna presented the updated Strategic Plan for review by the Board of Directors. She began by facilitating discussions regarding the Vision and Mission Statement. The following was the final result of the discussion and will constitute the Vision and Mission of the CSLA.

**Vision:** The CSLA is the champion and voice for Canadian Landscape Architects nationally and internationally.

**Mission:** The CSLA is the national advocate for Landscape Architects in Canada. In collaboration with our Component partners and affiliates, the CSLA is dedicated to advancing the art, the science and the practice of Landscape Architecture.

### **Organizational Values**

Upon discussion, the Board decided on the following amendments to the Organizational Values of CSLA:

Current Values: Critical Vision, Leadership, Collaboration, Accountability

Amended Values: Strategic Vision, Leadership, Collaboration, Accountability.

**High Priority Strategies** were amended to more realistically reflect the priority of activities. Emphasis was placed on immediate attention to the establishment of a solid framework for CSLA in 2012 in order to build on the strategic initiatives outlined in years 2013, 2014 and beyond.

Updated version of the CSLA Strategic Plan is attached.

Following are the Strategic Priorities for the 2012 Strategic Plan with responsibility and timelines assigned to each step:

1. Explore need, requirements & opportunities for Full Time ED role.

| Tasks                                    | Who   | When        |
|--|-------|-------------|
| Analysis of time spent, tasks            | ExCom | Immediately |
| Review against Terms of Reference        |       |             |
| Can office work be streamlined           |       |             |
| Assess growth of membership              |       |             |
| Assess need through professional support | ↓     | ↓           |
| Look at future activities/roles          |       |             |

2. Assess members satisfaction with CSLA Governance Model.

| Tasks  | Who   | When             |
|--|---|------------------|
| Membership survey – individual and component boards        | Professional survey   | First six months |
| Inventory other professional orgs – how are they governed? |   |                  |
| Initiate discussion at the Presidents' Roundtable          |   |                  |
| (contact Michael VanHousen)                                |   |                  |
| Develop Communications Strategy                            | Ed Versteeg,<br>Pawel Gradowski,<br>Liane McKenna,<br>Claude Potvin,<br>Lawrence Stasiuk,<br>Executive Director | ↓                |

3. Assess existing programs/projects against priorities & budgets.

| Tasks  | Who                                    | When                               |
|--|--|------------------------------------|
| Add to survey questions                            |  | Before development of 2013 budget. |
| Define programs that are mandatory & discretionary | Racquel Penalosa                       | ↓                                  |
| How do others assess their programs?               | Racquel Penalosa                       |                                    |
| Connect with strategic priorities                  | Arnis Budrevics                        |                                    |
| Look for non-dues revenue sources                  | Trevor Tumach to work with Carol Craig |                                    |
| Chart where existing program \$ go                 | Arnis Budrevics                        |                                    |

**10. Reciprocity**

Linda Irvine presented the updated version of the Reciprocity Agreement Comments spreadsheet for comment and discussion.

Updates were made to the agreement as follows:

- SALA Agreed unanimously to the agreement on April 16<sup>th</sup>, 2011
- AAPQ Accepted through a Council vote.
- MALA Agreed. Membership vote March 18, 2011
- NuALA Cameron deLong to get answers in one week.
- NWTALA Response for NWT found and they Support the agreement.

Linda will proceed with to dialogue with the Components in order to ascertain how concerns can be addressed and changes made to the agreement to satisfy each Component's requirements.

Linda will send the updated version of the spreadsheet following the meeting.

**Saturday, November 19, 2011  
08h30**

## **11. Social Media Policy**

Peter Briggs reported on the progress of the Social Media Policy document. He has been very active in keeping the Social Media of CSLA active and current. Due to these activities, he hasn't addressed the updates to the policy but will be working on them in the near future. In the meantime, Liane or Peter will send Elizabeth the electronic version of the Social Media Policy from the meeting in Iqaluit. Elizabeth is to distribute it to the rest of the Board.

Peter suggested that when CSLA is in need of volunteers, it might be very effective if CSLA advertised formally for these positions. He noted that it tends to draw those who wouldn't ordinarily volunteer.

CSLA's Social Media generally consists of :

Static: website that should remain as static as possible.  
Current: Twitter, President's Blog

## **12. CSLA Website Launch**

The CSLA website has been launched. The information from the old website has been moved over and over the next few weeks, the website will be continually updated and improved. Fiona and Andrew at LUNA Design are making some of the design updates and updates to the content are being made in the offices of BPI Consulting by Kip Sharpe.

## **Awards of Excellence**

A discussion took place regarding the issues raised at the previous meeting regarding the Awards of Excellence jury comments. There had been some concern about the seriousness of the comments and whether or not it is the mandate of the committee to suggest that comments don't meet the standard.

Glen Manning agreed to take the comments back to the Awards of Excellence committee for further discussion. Lawrence Stasiuk agreed to volunteer on a task force or committee formed for this purpose.

## **Positions Papers**

Pawel presented the attached report on the Position Papers compiled. These have been created by ASLA and AILA and it was suggested that these could be published on the CSLA website with the permission of the ASLA and AILA.

### **MOTION 2011.11.18-6**

**Pawel Gradowski Moved. Neil Dawe Seconded**

**To approve in principle the work completed to date on the Position Papers and to encourage movement to the next level.**

**Motion Carried.**

## **13. IFLA Delegates Presentation**

Jim Taylor presented an update with slides and information on the activities internationally with IFLA. Specifically he addressed the initiatives in Africa.

Jim has been very involved in the educational aspect of IFLA and served on the Education Committee. IFLA is looking for someone who is interested in this aspect of IFLA to take over the role.

Raquel Penalosa presented information on the 2017 IFLA Congress to be held in Montreal and encouraged participation from across Canada.

Raquel also presented a copy of the Global Landscape Charter (attached) and encouraged Canada to get involved with its own Charter. Raquel is going to send us examples of other national charters. This will be added to the January Board Agenda.

The Board of Directors thanked Jim Taylor for his dedication to CSLA through his role with IFLA. Liane McKenna presented him with a token of gratitude and a CSLA Certificate of thanks for his service.

## **14. Records Management and Archiving**

The Board discussed the issue of protection and storing of archival files and records management. It was noted that CSLA is currently undergoing investigation into the existing files to examine the current situation. Elizabeth Sharpe has transferred 40 boxes of files from the previous Executive Director's office to her office. The plan is to review the content of the boxes.

To support the discussions regarding OALA's question into the existence of

affiliation agreements between the component organizations and CSLA, the files will be reviewed to specifically ascertain if these documents exist. On talking with Doug Clark of Winnipeg who has done extensive historical work regarding CSLA, it appears that he isn't aware of any documents of this kind. CSLA continues to investigate this.

Further discussions will take place during budget review later in the day with regard to content management.

#### **15. Response to OALA's Question – Votes by the General Membership**

The President addressed the question of the membership voting on financial issues at the AGM. It was determined that the Board of Directors of CSLA is charged with the financial management of the Society. The Board consists of representation from across Canada and therefore has the ability to take into consideration the comments of the membership with regard to finances before vote. The Finance Committee has been charged with the authority to act on behalf of the Board of Directors with regard to finances of CSLA. CSLA is governed by the Federal Non-Profit Corporations Act and in this regard is not legislated to create by-laws that engage the membership in the financial management of the Society. It was noted that the annual financial statements presented by the Auditor are reviewed once a year by the membership at the AGM.

#### **16. Executive Director Search**

The Board of Directors went in-camera for discussions regarding the CSLA Executive Director Search. The Board of Directors moved out of their in-camera meeting. Having moved out of in-camera, following motions were made:

##### **MOTION 2011.11.19-7**

**Moved by Pawel Gradowski. Seconded by Lawrence Stasiuk**

**That the contract for the Interim Executive Director, Elizabeth Sharpe and BPI Consulting be extended to the end of February 2012. This will be reviewed at that time.**

**Carried.**

##### **MOTION 2011.11.19-8**

**Moved by Lawrence Stasiuk. Seconded by Peter Briggs.**

**That the Board of Directors approve the allocation of \$15,000 from unrestricted net assets to undertake the search for a new executive director. This includes procuring the services of LeaderQuest as per their proposal of October 31, 2011.**

**Motion Carried.**

**17. Budget 2012 – continued**

A line by line review of the draft budget proceeded, taking previous discussions into account throughout. The Board determined that they would approve a balanced budget. The following motions were made to assign finances from the unrestricted reserve fund for special projects in 2012:



**MOTION 2011.11.19-9**

**Moved by Peter Briggs. Seconded by Lawrence Stasiuk**

**To allocate \$10,000 of unrestricted funds to Content Management on the 2012 CSLA Budget.**

**Motion Carried.**

**MOTION 2011.11.19-10**

**Moved by Lawrence Stasiuk. Seconded by Pawel Gradowski**

- a. **To allocate \$20,000 of unrestricted funds to the survey of CSLA governance model.**
- b. **To allocate \$15,000 of unrestricted funds to conducting an Executive Director needs assessment.**
- c. **To allocate \$10,000 of unrestricted funds to content management of CSLA.**

**Motion Carried.**

**MOTION 2011.11.19-11**

**Moved by Pawel Gradowski Seconded by Trevor Tumach**

**That the 2012 CSLA Budget be approved as amended at the Board meeting of November 19, 2011.**

**Motion Carried**

**18. New Business**

There was no new business

**19. Dates of Board Meetings 2011-2012**

December 7, 2011 Component Presidents

January 18, 2011 Board Teleconference

March 21, 2011 Board Teleconference

**20. Adjournment**

Motion to adjourn: Glen Manning.