



CSLA/AAPC  
BOARD OF DIRECTORS MEETING  
Draft Minutes

December 3rd, 2012 at 12 p.m. EST and December 10<sup>th</sup>, 2012 at 3 p.m. EST  
By Teleconference

**Participants:**

		3 Dec./10 Dec.
Liane McKenna	Past President, CSLA	Yes/Yes
Claude Potvin	President, CSLA	Yes/Yes
Peter Briggs	President Elect, CSLA	Regrets/Yes
Arnis Budrevics	Chair, CSLA Finance Committee	Regrets/Regrets
Ed Versteeg	APALA	Yes/Yes
Raquel Penalosa	AAPQ	Yes/Yes
Glenn O'Connor	OALA	Yes
Emeka Nnadi	MALA	Yes
Rob Marchak	AALA	Regrets/Yes
Trevor Tumach	SALA	Regrets/Yes
Cameron DeLong	NUALA	Regrets/Regrets
Pawel Gradowski	BCSLA	Yes/Yes
Margaret Ferguson	NWTALA	Yes/Yes
Michelle Legault	Executive Director, CSLA, and Recording Secretary	Yes/Yes

**1. Call to Order and Welcome**

The President, Claude Potvin, called the meeting to order and welcomed the Board of Directors.

**2. Approval of Proposed Agenda**

The agenda was reviewed and Mr. Potvin added a) Request for support for the Peter Klynstra Scholarship from APALA, b) 2016 Congress, and c) Advocacy Task Force Update.

**MOTION: 2012.12.3 - 1**

Moved by Pawel Gradowski and seconded by Emeka Nnadi that the agenda be approved as modified. Motion unanimously approved.

**3. Approval of the Minutes of the Meeting of September 12-13, 2012**

**MOTION 2012.12.3 - 2**



Moved by Pawel Gradowski and seconded by Raquel Penalosa that the minutes of the meeting of September 12-13, 2012, be approved as presented. Motion unanimously approved.

**4. Executive Director's Report and Review of November, 2012, Evergreen Action List**

Ms. Legault reviewed the Evergreen Action List for November, 2012, and explained the work undertaken since the September, 2012, Board Meeting. She noted that the Speakers' Bureau would be launched within the next few weeks, and that the Code of Ethics review had yet to be started.

**5. Finance Committee Report**

Michelle presented the financial reports and reported on the investments of the CSLA.

Then Michelle presented a memo on staffing for the CSLA and members discussed the Executive Director's proposal to add \$35,000 to the Special Projects Allowance, which would allow the CSLA to complete projects identified in the strategic plan.

[MOTION 2012.12.3 - 3](#)

Moved by Pawel Gradowski and seconded by Emeka Nnadi that up to \$35,000 be allocated to the Special Projects Allowance from Unallocated Net Assets for 2013 for a one-time infusion of funds to support the completion of projects tied to the CSLA's strategic plan. Motion unanimously approved.

[MOTION 2012.12.3 - 4](#)

Moved by Pawel Gradowski and seconded by Margaret Ferguson that the \$35,000 Special Projects Allowance budget be reviewed for the 2014 budget. Motion unanimously approved.

**6. By-Law Review Committee**

Ms. McKenna explained that the CSLA is currently in a by-law review process and explained the next steps for obtaining a certificate of continuance for the CSLA. She also reported on the process for revising the by-laws, noting that the committee is looking at presenting changes to the board in March. The proposed changes for 2013 include: general updates, ratification of the strategic plan, adding the finance committee and advocacy committee as standing board committees, types of membership, and the nomination process for the CSLA president-elect. All these issues will be verified with the legal advisor before presented to the Board in March. To a question by R Penalosa, Ms. McKenna explained that the By-law committee and the Governance Task Force met to incorporate the findings of the member survey in the by-law review. Ms. Penalosa wonders if a facilitated workshop at the Congress might be helpful in resolving the second round of structural and by-law issues of the CSLA.



## 7. Reciprocity Agreement Update

M. Legault provided an update on the Reciprocity Agreement, reviewing the lawyer's changes and indicating that at this point we would be in a position to move forward with a finalized document and a letter to components explaining our legal review's final changes. The changes include: explaining the CSLA's role in managing the agreement and including a clause that the agreement should be reviewed after a 5-year period.

Ms. Legault reported that the CSLA has not received a reply from the BCSLA regarding their issues with the agreement and Mr. Gradowski explained that the BCSLA would not sign the agreement at this time. The members suggested that this change should be reflected in the final agreement.

## 8. Congress 2013 Update

Ms. Legault explained the draft 2013 Congress Agreement with SALA, and provided an update on the 2013 Congress, noting that a call for sponsors and presenters was undertaken and that the new model, with more involvement and responsibility on the part of the CSLA, seemed to be working well. To a question by Mr. O'Connor, Ms. Legault explained that the Congress budget would be tracked much like the CSLA budget, but for the purposes of bookkeeping, would be maintained in separate lines from the CSLA's budget. Members discussed what the new model meant for the CSLA staffing, and endorsed the idea of the CSLA being responsible for communication and logistics and the component for programming. Mr. Potvin noted that the percentages of future Congresses should be adjusted every year, according to the CSLA's involvement.

### [MOTION 2012.12.3 - 5](#)

[Moved by Ed Versteeg and seconded by Pawel Gradowski to approve the draft agreement with SALA for the 2013 Congress and direct the president to sign the agreement. Motion unanimously approved.](#)

## 9. Congress 2014 Proposal

Ms. Legault presented a proposal to hold the 2014 Congress in Ottawa in September, 2014. Mr. O'Connor indicated that he supports Ottawa but suggests moving it earlier in the year. Ms. Penalosa suggests that the summer would not be beneficial for the Congress advocacy objectives. Members discussed holding the event in the month of May. Mr. Gradowski noted that we should have the Congress in tandem with the Governor General's Award in landscape architecture. Ms. Legault suggested that there should be a call for members, and a chair appointed.

### [MOTION 2012.12.3 - 6](#)

[Moved by Glenn O'Connor and seconded by Raquel Penalosa that that the CSLA hosts the 80<sup>th</sup>](#)



anniversary Congress in Ottawa in May and that the ED organize a planning sub-committee and report at the next meeting. Motion unanimously approved.

**10. IFLA 2017 - Update**

Ms. Penalosa reported that several meetings have been held with AAPQ and Mission Design, who is organizing the 2017 Congress. She noted that an agreement needs to be drafted between AAPQ, Mission Design and CSLA, using previous agreements as templates. Mr. Potvin noted that the CSLA is currently working on a draft of this agreement. To a question by Ms. McKenna, Mr. Penalosa explained that the CSLA will be entering into an agreement with Mission Design to organize the IFLA Congress.

**11. Governance Task Force Report**

Ms. McKenna updated the members on the summary of the September, 2012, survey results. She indicated that many of the survey's results were in line with the Strategic Plan and noted that the summary was available on the CSLA website. Ms. Legault noted that she had positive feedback on the survey summary and suggested that further mini-surveys of would be valuable.

**12. Update on Meeting with AAPQ re 10% Surcharge**

Ms. Penalosa reported on the meeting with AAPQ, Myriam Beaudoin and Marie-Claude Robert and Mr. Potvin, Ms. Legault and herself.

Mr. Potvin explained that the AAPQ had put forward an agreement which was a 10% surcharge on fees they collect on our behalf, which relate to bookkeeping and accounting. AAPQ is asking the CSLA to share the costs of collecting and administering the dues. Mr. Potvin noted that we cannot accept this type of agreement, as it would be unfair for all other components. However, Mr. Potvin explained to the AAPQ that the CSLA is going through a by-law and governance review, and that our goal is to establish agreements with each component as partners in an established structure. The CSLA's goal would be to have a template for an agreement by 2014, and use the AAPQ as a pilot project. Ms. Legault explained that this surcharge has been applied for 2012 already and that the CSLA would ask the AAPQ to reverse this decision at their following AGM.

To a question by Mr. Nnadi, Mr. Potvin explained that there is no agreement in place with any of the components on the collection of dues and that the AAPQ is challenging this. Ms. Penalosa noted that the AAPQ is challenging all of their budget's expenses, including the costs involved in collecting dues and processing dues.

Mr. O'Connor noted that the fairness issue is key and that the alternative is having members pay their dues directly, and wondered what our fallback position would be if the AAPQ did not accept to pay the



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remaining 2012 dues. Ms. Penalosa noted that this situation needs to be resolved amicably. Ms. McKenna suggested that the auditor may ask CSLA to identify it as a debt. Mr. Emeka noted that this agreement (our by-laws) has been acted upon in good faith for several years, and that we have to have a strategy to deal with the event that the \$5,000 is not paid. Mr. Gradowski noted that all members have approved our by-laws, and that AAPQ is obliged to pay those dues. Mr. Versteeg noted that we should sell the benefits of being involved in the CSLA to the AAPQ.

Mr. Potvin noted that we should make the paying of the AAPQ's 2012 invoice a condition of developing an agreement with AAPQ by the end of 2014.

To a question by Ms. Ferguson, Mr. Potvin explained that the AAPQ agreement could serve as a template for agreements with other components, but that the individual needs of each component could be integrated.

#### MOTION 2012.12.10 - 1

Moved by Pawel Gradowski and seconded by Trevor Tumach that the CSLA Board of Directors rejects the agreement proposed by the AAPQ regarding the 10% surcharge on dues collection and requests that the AAPQ pay the dues for which they are in arrears. Approved with 1 abstention.

#### MOTION 2012.12.10 - 2

Moved by Liane McKenna and seconded by Pawel Gradowski that the CSLA enter into discussions about agreements with all component associations, including the component's role for collection of CSLA dues, as part of the CSLA's overall governance review, beginning in 2013 and ending by December 2014 or earlier. Unanimously approved.

### **13. Update on Landscapes|Paysages Contract**

Mr. Briggs explained that he entered into negotiations with Naylor during the Fall, who came to the table with significant cost benefits. The CSLA has signed a 1-year extension with Naylor, with a \$5,000 bonus, a \$3,000 per issue increase and other increases/savings which save the CSLA \$17,000. Mr. Briggs is also currently working on ways to make savings in translation and on increasing the value of the digital issue. To a comment by Mr. Briggs regarding the importance of communications initiatives, Ms. Penalosa suggested that any additional funds saved should be put towards web and media initiatives. Mr. Briggs also noted that we are working with Naylor to survey both advertisers and members about Landscapes|Paysages. Ms. McKenna congratulated Mr. Briggs on this negotiation and re-stated the CSLA's goal of a break-even model for the magazine.

### **14. Update on Meeting with the University of Guelph**

Ms. McKenna reported that the University of Guelph's program was given conditional accreditation in



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2011. The CSLA Board had sent a letter to the university to ask how we could help, and obtained a meeting with the Dean responsible for the program. Joanne Moran, Alex Topps and Liane McKenna attended this meeting, and Ms. McKenna reported that the Dean explained that the landscape architecture program was expensive, but that the CSLA could advocate on behalf of the academic community and encourage individual landscape architects to support the Canadian landscape architecture programs. The Dean also suggested that the CSLA could help the schools by having research which shows how much landscape architects impact the economy and what roles they play in the economy, which would help define how important landscape architecture is in the economy and to attract students to the programs. Ms. McKenna suggests that this could potentially be a LACF project, and that the CSLA Board should take this on. She also noted that the Advocacy Task Force would also be discussing this issue. Ms. Penalosa commented that the Université de Montréal also dealt with this issue several years ago and went through a process to save their landscape architecture program, and that the Landscape Architecture Accreditation Council's Chair should discuss this with Irène St-Mars.

## 15. Board Manual and Corporate Policies Manual

### [MOTION 2012.12.10 - 3](#)

Moved by Pawel Gradowski and Margaret Ferguson that the Board Manual be approved as presented. Unanimously approved.

### [MOTION 2012.12.10 - 4](#)

Moved by Liane McKenna and seconded by Ed Versteeg that the Corporate Policies Manual be approved as presented. Unanimously approved.

## 16. Canadian Nursery Landscape Association Update

Mr. Potvin reported that he and Ms. Legault had a meeting with representatives of the CNLA in early November on the potential avenues for collaboration with the CSLA's strategic objectives, and identified possible synergies, such as cooperation in the awards program, in communications initiatives, and partnering with the CNLA on advocacy initiatives, such as their "Day on the Hill". The CNLA is also applying to the LACF to undertake a gap analysis on Sites and Leeds programs in Canada. Mr. Potvin noted that partnership with the CNLA could be beneficial to the CSLA, without getting into a detailed agreement with them, but meeting occasionally. He suggested that the Advocacy Task Force should look at this alliance as a potential venue for advocacy to allied professions.

## New/Other Business

## 17. National Fees for Services Guidelines

This item was moved to the next meeting.



## 18. Northern Gateway Pipeline

Mr. Gradowski reported on the Northern Pipeline Gateway initiative and circulated the letter written by the BCSLA regarding this complex issue. He noted that the joint review panel on this issue is now closed. Ms. McKenna suggested that the CSLA's role as a communicator in these issues is important, asking landscape architects to take a stand if they feel it's necessary, and suggested putting issues such as this one on the website in the future. Members suggested that a policy for these issues should be in place. Ms. Legault suggests that, for the time being, the Executive Committee be tasked with immediately responding to these issues.

## 19. Review of the Recognition Awards Criteria

Members discussed the revised criteria as proposed by Ms. Legault and approved the following changes to the Recognition Awards Criteria:

President's award – all changes proposed by Ms. Legault, except for the board member eligibility and the nomination and selection process

Schwabenbauer Award – all changes proposed by Ms. Legault

Lifetime Achievement – all changes proposed by Ms. Legault

Community Service Award – all changes proposed by Ms. Legault, except the proposed restriction

Teaching Award - all changes proposed by Ms. Legault

Ms. Penalosa suggested that the CSLA should have an award for emerging professionals, to celebrate and involve the upcoming generation.

### [MOTION 2012.12.10 - 5](#)

[Moved by Ed Versteeg and seconded by Raquel Penalosa that the modifications to the Recognition Awards be adopted. Unanimously approved.](#)

### [MOTION 2012.12.10 - 6](#)

[Moved by Liane McKenna and seconded by Ed Versteeg that an award for emerging professionals be launched at the 2014 Congress.](#)

## 20. Request for support for the Peter Klynstra Scholarship from APALA



Mr. Versteeg explained that APALA has created a scholarship in cooperation with LACF. To date, APALA has donated \$7,000 but that much more will be required to be able to give an annual award. He reported on the fundraising strategy APALA has put into place and that the goal was of \$25,000. He noted that the request was for CSLA to match APALA's fund-raising, up to \$10,000.

Members discussed the proposal and asked for further information about how these requests were dealt with in the past. Members expressed concern that this would have regional impact only, and requested that the Executive Director find more information and report at the next meeting.

#### 21. 2016 Congress

##### [MOTION 2012.12.10 - 7](#)

Moved by Margaret Ferguson and seconded by Ed Versteeg that MALA works with the CSLA Executive Director to put forward a proposal for the 2016 Congress for the Board's consideration. Unanimously approved.

#### 22. Advocacy Task Force Update

Ms. McKenna reported on the November Advocacy Task Force meeting, describing the Strategy and Terms and Reference for the Committee. She noted that there is a recommendation that this task force become a standing committee of the board in the by-law review, and that the WLAM has been added to the ATF as a sub-committee.

#### 23. Adjournment

Mr. Potvin wished the Board happy holidays. The meeting adjourned at 5:20 p.m.

#### Next Meetings:

- Executive Committee (February 18<sup>th</sup>, 2013, at 2 p.m. EST)
- President's Component Roundtable (February 20<sup>th</sup>, 2013 at 12 EST)
- Board Meeting - Ottawa (March 20<sup>th</sup> and 21<sup>st</sup>, 2013)
- Executive Committee (Monday, June 10<sup>th</sup>, 2013 at 12 EST)
- Board Meeting - Regina (at Congress, July 10-14, 2013)
- Executive Committee (Monday, October 21<sup>st</sup>, 2013 at 12 EST)
- Board Meeting (November 18-19, 2013, to be determined)