

**THE OTTAWA FIELD NATURALISTS' CLUB BOARD OF DIRECTORS (BoD)
MINUTES OF MEETING**

June 15, 2015

Fletcher Wildlife Garden Interpretation Centre, CEF, Ottawa, 7:00 p.m.

Chair: Fenja Brodo

Directors Present: Annie Bélair, Barbara Chouinard, Julia Cipriani, Owen Clarkin, Barry Cottam, Ted Farnworth, Diane Kitching, Louis L'Arrivée, Alex MacDonald, Ann MacKenzie, Karen McLachlan Hamilton, Lynn Ovenden, Rémy Poulin, Jeff Saarela, Henry Steger, Ken Young

Directors Absent: Carolyn Callaghan, Eleanor Zurbrigg

Guest: Linda Burr, member of the Education and Publicity Committee

1. Minutes of the May 19, 2015 Meeting

There were a few corrections to the minutes of the May meeting; Annie will send a revised version.

Moved by Annie Bélair/Louis L'Arrivée that the May 19th minutes
be accepted with all the corrections suggested.

CARRIED

2. Business Arising from the May Minutes

- a) Fenja sent an apology to Chris Rochefort of the Mineral Interest Group (MIG) for not having checked our OFNC calendar before shifting our Board meeting from Monday to Tuesday May 19th. They had properly booked the Fletcher for their meeting but were pre-empted by the Board. The BoD wishes to keep a good relationship with the MIG: Fenja will contact Chris Rochefort to try to make amends.

3. Communications

- a) Fenja received a request from Sophie Cardinal of AAFC, asking for a contribution of \$1000 from the OFNC for the 2015 Bug Day. Date has not yet been determined. Last year, the same contribution from our club was used to secure the facilities at the Experimental Farm and allow for free parking. Bug Day may be held at the FWG this year; in that case the money would be used for renting portable toilets and additional large tents.

MOTION: That the OFNC contribute the amount of \$1000 to AAFC to help with
rentals for Bug Day 2015.

Moved by Fenja Brodo/Barry Cottam

CARRIED

- b) Bill Cody's children sent a thank you card to the OFNC for the ceremony that was held on May 31st to dedicate the new and improved Cody Fern Trail at the FWG.

4. **Communication Plan: Recommendations** – Lynn Ovenden and Linda Burr

Following Heather Badenoch's (the consultant from Village PR) presentation on the communication plan at the May BoD meeting, Lynn and Linda presented her 8 recommendations:

1. Modernize the OFNC website
2. Modernize emails
3. Centralize and coordinate communication
4. Establish policies and create a brand for the whole club
5. Mount a Word of Mouth Campaign to recruit new OFNC members
6. Engage Media that Target Audiences Follow
7. Ensure OFNC Champions Understand OFNC and have key messages to share
8. Continue With OFNC Facebook and Twitter

Lynn pointed out that the E&P committee may not currently have the capacity to achieve all the recommendations but that options would be explored during the implementation phase as to how best to coordinate the communications. This may involve a new committee or some re-structuring (to be determined).

Also, modernizing the website with up-to-date web software will allow various users to update their own pages.

The BoD then agreed that a common look and feel for all the OFNC's web pages is necessary. Groups such as the FWG and the Macoun Club could keep their logo, but their webpages would be of the same design as the rest of the OFNC website. This common look and feel would apply to OFNC emails and Facebook page as well.

First Motion: That the BoD accepts all 8 recommendations in principle.

Moved by Lynn Ovenden/Henry Steger

CARRIED

Second Motion: That we ask Heather Badenoch of Village PR to provide a quote for her assistance with the modernization of the OFNC website and email, all with a common look and feel, and with a view towards centralizing club communications.

Discussion:

- The BoD asked if mock-ups showing logos with common-look-and-feel could be available in the fall.
- The Education and Publicity Committee already has money in its budget to work on the logos/brand and to develop a website; the BoD will not need to vote to approve the expense once Heather submits a quote.

Moved by Lynn Ovenden/Louis L'Arrivée

CARRIED

Alex, Annie and Ken have agreed to take part in the discussions on website design; Lynn invited all committee chairs to appoint someone to join them if they want to have a say in the design.

5. Committee Reports

a) **Birds** – Rémy Poulin

- i. The FLAP spring migration patrols are over.
- ii. The relationship between FLAP in Toronto and our Ottawa branch still needs to be formalized.
- iii. FalconWatch has just started; there will only be volunteers at the CRA building on Heron this year.
- iv. The committee has scheduled a bird count/seed-a-thon for August 29-30 this summer.

b) **Conservation** – Owen Clarkin

- i. There was a successful bioblitz at the Gervais property on Saturday June 13th. It was an initiative of the ONFC Conservation Committee with Dave Seburn taking the lead and committee members Dave Seburn, Owen Clarkin, Ian Whyte, and Rob Willson attending. The event was hosted by Nature Conservancy Canada staff and interns.
- ii. The Constance Bay Biothon is still going on; it will run until August 2015.
- iii. A member of the Conservation Committee asked Owen to ask the BoD about supporting a petition on the topic of CO2 emissions. The board agreed that climate change was important to natural ecosystems but the issue was too complex for simplistic statements.

c) **Education and Publicity** – Lynn Ovenden

- i. Lynn asked about updating the Terms of Reference for each OFNC committee: the discussion was postponed until the September meeting.

d) **Events** – Julia Cipriani

- i. Earlier this spring, Julia explained that the Events Committee might recommend cancelling the OFNC Awards Night. She now said that it will not, but that it might be moved to March so it would not fall during spring migration and the NHL playoffs. She checked with Eleanor about having the awards and citations ready for this earlier date, and Eleanor said it would not be a problem. The only issue is that the committee will need to find a new coordinator for the Awards Night. After several years, Hume Douglas would like to hand it off to someone else.
- ii. Since the Ontario Ministry of Transportation (MTO) closed a road near the Ottawa airport, one of the OFNC's favoured birding areas is now unavailable. The BoD suggested we write to MTO and ask if we could have permission to access the fields.
ACTION: The Bird Committee to draft letter; Fenja to send on behalf of the committee and the club in general.
- iii. Julia shared a request she received about advertising in our event listing the showings of the movie *All the Time in the World* at the Mayfair Theatre in Ottawa, which is playing from June 19 to 25. This documentary tells the story of a family of five who spends 9 months in northern Canada, off the grid, in order to reconnect with each other.
Julia pointed out that we would simply be advertising the movie; there will be no special prices for OFNC members.

MOTION: That we advertise the film *All the Time in the World* playing at the Mayfair Theatre June 19 to 25 in our list of events.

Moved by Fenja Brodo/Ann MacKenzie

CARRIED

e) Finance Committee – Barbara Chouinard

See report in [Annex 1](#).

[Item 1](#) – Charitable Donation Receipts for Gifts in Kind

After the committee's discussion on the issue as described in the [report](#), the following motions were tabled:

First Motion: That the current OFNC Policy on Gifts in Kind be rescinded.

Moved by Barbara Chouinard/Lynn Ovenden

CARRIED

Second Motion: That the OFNC adopt a policy to not issue charitable donation receipts for gifts in kind.

Moved by Barbara Chouinard/Ken Young

CARRIED

[Item 2](#) - Legal Opinion on Investment Policy

The OFNC's investment policy was approved by the BoD at the March 16th meeting. However, the committee has since asked for a legal opinion. It came back with changes; the updated version was circulated to the BoD (see [Annex 2](#)).

Motion: That the OFNC Investment Guideline Policy be modified as proposed.

Moved by Ann MacKenzie/Barbara Chouinard

CARRIED

[Item 3](#) – Succession Planning

As Ken will be stepping down as treasurer at the end of 2015, the committee is trying to figure out how to fill with the soon-to-be-vacant position. One option would be to split the tasks to lighten the workload for the treasurer. Ann invited everyone to think of possible candidates.

[Item 4](#) – The OFNC's HST Exemption

Ken explained that by law, an organisation can avoid charging HST as long as its revenue is under a certain level. However, with the bequests the OFNC has received over the past years, our current exemption might be voided. This would affect, for instance, the plant sale, the sales table, and CFN subscriptions. The Finance Committee will refer the question to the tax accountant.

f) 2015-2016 Budget

The Finance Committee reminded everyone that next fiscal year's budget needs to be prepared over the summer and be tabled at the BoD meeting in September.

ACTION: All committee chairs to send their 2015-2016 budget to Barbara before Aug. 15.

Ken asked that committees make a particular effort to forecast new activities that they expect to engage in, and include them in their budget proposals.

g) Fletcher Wildlife Garden – Ted Farnworth

- i. The native plant sale on June 6 was very successful: sales were over \$5,000.
- ii. The OFNC received an email from David Nisbet of the Invasive Species Centre, asking if the club would be interested in participating in an informational and educational video this summer highlighting invasive species that threaten Ontario's forests. Using the FWG as a location was suggested, but the film crew seemed to be leaning towards Rob Lee's suggestion of going to Stony Swamp (the Macoun Club Study Area) as it is a larger forested habitat. More details to come.

h) Macoun Club – Diane Kitching

See report in [Annex 3](#).

i) Nature Canada – Alex MacDonald

- i. The 2015 Bird Day Fair on May 30 was a great success, with over 1500 people attending. Alex thanked the OFNC for their support.
- ii. Nature Canada has been helping elementary schools plant pollinator gardens in the school yard.
- iii. There will be a bioblitz with nature walks at the Carlington Woods on July 17-18.

j) Publications – Jeff Saarela

Before the meeting, Jeff sent the recommendations for the 2015 round of the OFNC research grants. Of the 11 project proposals, 8 were chosen by the subcommittee of the Publications Committee after a thorough evaluation. He is now asking the board to approve their recommendations.

There was one project pertaining to the study of the Ghost Tiger Beetle population in the Pinhey Sand Dunes that did not present a very detailed breakdown of expenses. Jeff will ask to get that information.

Jeff also proposed to amend the report from the Bequest Committee, approved by the BoD on March 16 2015 (item 6i in the minutes), which recommended that:

1. Once the Board has approved the grants then up to 50% of the funds may be paid to the recipient upon receipt of an invoice identifying to whom the cheque should be issued.
2. When the summary of the results are provided, the remaining funds will be dispersed

First Motion: That the BoD amends the research fund procedures to provide 75% of the awarded grant now, and the last 25% upon receipt of a satisfactory progress report.

Moved by Jeff Saarela/Ted Farnworth

CARRIED

Second Motion: That the BoD accepts the recommendations of the research fund committee, knowing there will be more details on the budget breakdown of the Pinhey Sand Dunes project.

Moved by Jeff Saarela/Alex MacDonald

CARRIED

k) Ontario Nature

Lynn said that no application for the Ontario Youth Summit has been received yet; the deadline was extended into August.

3. Motion to adjourn

Moved by Julia Cipriani/Diane Kitching that the meeting be adjourned at 10:05 p.m.

CARRIED

Recording Secretary: Annie Bélair

Meetings in 2015 at the FWG:

September 21

October 19

November 16

December 14

June 2015 Finance Committee Report to OFNC Board

A meeting of the Finance Committee was held on June 8, 2015 to address the following items:

Item 1 – Charitable Donation Receipts for Gifts in Kind

The board directed the Finance Committee to provide an opinion on the donation value of the gift provided to the auction and to review the issue of gifts in kind (gifts of goods). By law, charitable donations receipts cannot be issued for gifts of services.

The committee reviewed the requirements for gift in kind as per CRA policies and whether the OFNC should allow charitable donation receipts issued for gifts in kind. This summary of the policies was circulated by Ken Young to council on May 8, 2015. The committee reviewed the policies, including a 1993 OFNC Policy on Gifts in Kind.

The OFNC is rarely presented with this issue and there is a 1993 policy in place where council at the time (now the board) has to approve the donation of the gift in kind and then the Finance Committee would then determine the fair market value of the donation. The major problem here is the fairness to provide a receipt for everyone who donates goods in kind to the club and asks for a receipt. The problem is where to draw the line on these donations which could be plants, silent auction items or a piece of equipment. The determination of fair market value may then be difficult and attract the attention of the CRA. This type of donation would also increase the work load for the Treasurer as each receipt is hand written.

As a result it is recommended to the Board that:

The current OFNC Policy on Gifts in Kind be rescinded (motion made by Ken Young, seconded by Ann MacKenzie and all agreed by the Finance Committee).

Secondly, it is recommended to the Board that:

The OFNC adopt a policy to not issue charitable donation receipts for gifts in kind.

Thirdly, the Finance Committee decided that the donor of the gift-in-kind provided for the auction would receive a receipt of \$23, the amount that was paid by the purchaser.

Item 2 - Legal Opinion on Investment Policy

This item was also discussed by the Finance Committee and the amended Policy as a result of the legal opinion has been sent to you in a separate email on June 9, 2015.

Item 3 – Succession Planning

The Committee had a long discussion about succession planning once the current Treasurer Ken Young leaves the position in January 2016. Ken had provided a list of duties and activities that he performs in this position along with a paper of the tasks in detail. The committee discussed options of simplifying the job as the amount of tasks undertaken by Ken as Treasurer is a lot to ask of one volunteer. The Finance Committee notes that several important positions will need to be filled, including the Treasurer position, The Finance Committee suggests that the Board consider how these positions might be filled.

The committee also explored other ideas such as automating the charitable donation receipts (for monetary donations). At the same time the receipt layout needs to be revised to meet all of the CRA

requirements in respect of the information that should be on the receipt form itself. The Committee discussed whether the club could issue receipts for membership dues. However it is impractical to have manual receipts issued (these are for monetary donations) which are written out by hand by the Treasurer. Ken will meet with Wendi Mosher, the OFNC's bookkeeper to see what tasks can be passed down to the bookkeeper level and automated. The Finance Committee will continue to discuss the Treasurer's tasks over the summer and early fall and will hopefully have something to present to the board in the fall.

Item 4 – The OFNC's HST Exemption

Ken raised the issue of the possibility of the OFNC losing its HST exemption due to the receipt of the bequest funds received this year. Furthermore it is not known whether the loss of the exemption is something permanent or is temporary and reverts back to an exemption sometime in a future normal period. Also there is the possibility of a full audit versus a review as a result of the bequest funds received this year. Ken will speak with the auditor (Eric) to get his advice.

Barbara Chouinard

Finance Committee Chair

Committee members (Treasurer Ken Young, Ann MacKenzie and Remy Poulin. Absent from the meeting - Ivan Whitehall)

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OFNC Investment Guideline Policy
Approved June 15, 2015

Context

As a result of several bequests over the years the OFNC has a significant portfolio of investments. This document outlines how the OFNC will manage its investments and gives guidance to the Investment Manager with respect to investment decisions.

Investment Manager

One person will be appointed by the Board of Directors as the Investment Manager. The appointment will remain in effect until a new appointment is made. This person must be a member of the club, a member of the Finance Committee and preferably also a director. The person appointed cannot be someone who has signing authority for any bank accounts of the OFNC.

The Investment Manager is responsible for deciding, in conjunction with the advice of the Investment Advisor, what investment instruments will be purchased. In addition he/she will track all investments, allocate interest to funds as appropriate, review the monthly statements from the Advisor, estimate interest and other investment earnings for budgeting purposes and prepare the fiscal year-end report for incorporation into the financial statements by the bookkeeper and accountant. The Investment Manager will provide the Board with regular updates on the status of investments.

Investment Advisor

Upon the recommendation of the Finance Committee and the Investment Manager, the Board of Directors shall approve the appointment of an Investment Advisor (company and individual) to work with the Investment Manager and to handle the OFNC's investment account. This will be reflected in a Client Account Agreement with the institution (which is updated every 3 years).

The Advisor also needs an Authorizing Resolution to indicate who is permitted to give investment instructions with identification verification for those persons. Additional paperwork that the Investment Advisor requires is a Limitation of Benefit Treaty Statement (saying that the OFNC is domiciled in Canada for U.S. tax purposes) and information they obtain from the CRA confirming the club's charitable status.

The OFNC and the Investment Advisor must draft and sign an Investment Policy Statement (IPS). This statement reflects the investment objectives of the club as stated in this Guideline Policy and is binding on all parties.

Liability

The Board of Directors maintains full authority and responsibility for the overall investment plan. It must ensure that the plan is followed and revised as necessary.

Investment Manager will make decisions regarding investments based on the OFNC's Investment Guideline Policy, advice received from the Investment Adviser, and direction from the Board of Directors. Pursuant to the Trustee Act, the Investment Manager is not liable for the outcome of any investment decisions made in accordance with the OFNC's Investment Guideline Policy.

Trustee Act

The Trustee Act lists seven criteria that a trustee must consider when planning to invest charitable property.

1. General economic conditions;
2. The possible effects of inflation or deflation;
3. The expected tax consequences of the investment decisions or strategies;
4. The role each investment or course of action plays within the charity's overall portfolio;
5. The expected total return from income and growth of capital;
6. Needs of the charity for liquidity, regularity of income and preservation or appreciation of capital. The need to produce sufficient income to allow the charity to carry out its purposes must be balanced against the need to maintain and, if possible, increase the capital for the future;
7. An asset's special relationship or special value, if any, to the purposes of the charity or to its beneficiaries.

Specific to the OFNC are the following Objectives, Guidelines and Restrictions:

Investment Objectives (in order of priority)

1. Safety of principal
2. Income generation
3. Liquidity
4. Minimum exposure to market fluctuations

Investment Guidelines

1. Fixed Income investments should have a credit rating of A or higher from an established credit rating service (S&P, DBRS). If the rating drops after purchase then the instrument will be retained if within five years of maturity unless there are over-riding reasons to dispose of it sooner.
2. Purchases of GICs should not exceed the amount covered by the Canadian Deposit Insurance Corporation (currently \$100,000 per issuer) unless there are extenuating circumstances.
3. Fixed income investments should maintain the "ladder of maturities" structure to provide a proportional amount of principal to mature each year over a ten to 15 year period. This laddering may be modified to accommodate expected needs for funds or to allow for bequest considerations.

4. Equities should not exceed 10% of the overall investments at the time of purchase.
5. Equities should be issued by large, established businesses with a consistent history of uninterrupted dividend payments and earnings growth.
6. Administrative fees should be taken into consideration.

Restrictions and Constraints

1. Investments in corporations whose actions or reputation are contrary to the objectives of the OFNC should be avoided at the discretion of the Investment Manager.
2. The Investment Manager should avoid investments whose structure might cause unnecessary confusion and complexity in year-end reporting.

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Macoun Field Club Report

We have had two meetings and two field trips since my last report.

On May 23, Jeff Saarela introduced us to botanical research in the Canadian Arctic. This was very interesting to all of us. We learned about where the researchers go, why they go, how they travel, what food they eat, protecting people and supplies from wildlife, what plants they find and where they find them, and what this information may tell us about the effects of climate change. On June 13, Rob showed photos from the Study Area, including photos he took on our last field trip there, and demonstrated some of the techniques for taking good nature photos. Several members then showed us some of their favourite photos and talked about why they were special.

On May 30 we were in the Study Area, wandering all over the place, including the Black Ash swamp where we have been looking at ant mounds of *Lasius minutus*. During the course of the day we saw, frogs, toads, salamanders and birds, pulled out some garlic mustard, were amazed at the number and size of rust pustules that were all over the Glossy Buckthorn, and eventually found a cool woodland pond for splashing in. On June 6 we had a very special end-of-year trip – we went by bus to the Ecomuseum in Ste. Anne de Bellevue. There was lots to see, and because of the way the property is laid out and because of the number of adults on the trip, the club members could pretty much wander around safely at will.

Over the last few weeks, MFC has enabled a mature student, Delphine Amer, to gather information needed for her Master's degree from Leeds University. She is studying the knowledge and attitudes of children (10 to 15 years of age) towards climate change, with a view to making recommendations to schools about how to properly teach the importance of this topic without producing either scared or apathetic kids. Over the course of two months she talked to three groups of our members (with parental agreement) and was very favourably impressed with their knowledge and attitude.

Diane Kitching

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