

**CLAYOQUOT BIOSPHERE TRUST
BOARD OF DIRECTORS MEETING
DRAFT MINUTES**

Thursday, April 14, 2016

10:10 a.m. – 1:30 p.m.

Long Beach Golf Course, 1850 Pacific Rim Highway

Present: Tammy Dorward, Cathy Thicke, Geoff Lyons, Hannah Nicholls, Gary Johnsen, Alan McCarthy, Tracey Parker, Denise Koshowski, and Morag Hutcheson

Staff: Rebecca Hurwitz, Laura Loucks, Erika Gault, and Brooke Wood

Meeting Commenced at 10:10 a.m.

1. Welcome and Introductions

Tammy Dorward welcomed the group and initiated a round of introductions.

2. Approve the agenda

**Moved by Geoff Lyons, seconded by Gary Johnsen to approve the agenda.
Approved by consensus.**

3. Minutes from the Board of Directors Meeting March 3, 2016

Hannah Nicholls noted her name was spelled incorrectly.

**Moved by Cathy Thicke, seconded by Hannah Nicholls to approve the
March 3, 2016 meeting minutes with the correction.
Approved by consensus.**

4. Director updates

This was an opportunity for Directors to provide an update on items that relate to the CBT.

Tammy Dorward noted she recently visited the Tla-o-qui-aht hydro project and that Tla-o-qui-aht has some new projects underway.

Cathy Thicke updated that District of Tofino and Tla-o-qui-aht have been working together on a plan for Monks property.

Cathy also noted her upcoming neighbourhood small grant Tonquin Trail clean-up, Surf rider beach clean-up and the High Ground hike events taking place in Tofino in the coming week.

Tracey Parker informed the Board that the Department of Finance had responded to the CBT request. Tracey also informed the Board that Kendal Woo plans to attend the AGM.

Morag Hutcheson informed the Board that the construction on Grice Bay Road and Radar Hill Road are behind schedule and not expected to complete until June. Morag noted that the focus has been to complete Wick Rd on time. Morag was happy to share that federal funding has been confirmed for the Traverse Trail between Tofino and Ucluelet through the Pacific Rim National Park. She will share more details as they come available.

Hannah Nicholls mentioned the publicity Tofino has been getting being part of Surf Riders straw free campaign.

Geoff Lyons commented that the Ucluelet Aquarium is now open for the season and has been very busy. Geoff also informed the Board that the Multiplex Society has received \$100,000 from Indigenous and Northern Affairs Canada towards a business plan and has signed an MOU with Tla-o-qui-aht First Nations and the Alberni Clayoquot Regional District.

5. Reports

a) Executive Director

Rebecca presented her written report.

b) Executive Committee

Cathy reviewed the Executive Committee.

c) Treasurer/Investment Committee

Gary Johnsen was happy to report that we received a positive response from the Department of Finance.

d) Correspondence

None

Moved by Hannah Nicholls, seconded by Tammy Dorward to approve the reports as presented. Approved by Consensus.

6. Biosphere Centre

a. Business Concept Definition draft

Rebecca provided an update on the Innoweave sessions with coach bob Prenovost. She noted that the draft business concept definition is a compilation of the work the board has already completed.

b. Risk & Opportunities Identification Summary draft

Rebecca noted that this was an opportunity to ask questions and make additions to the document which will then be used as a starting point for a risk management plan.

There were three additions to the Risk and Opportunities Summary:

1. Property risk: that no other space is available should we be unable to continue renting or unable to purchase.
2. Property opportunity: increased connection and collaboration of communities through new building ownership. This was suggested as the flip side of the coin to the second property risk.
3. Income opportunity: increased donations due to increased visitors.

Cathy Thicke noted that current staff and Board capacity is exceptional and CBT is in a good place. Cathy also noted that we should consider the UNESCO designation as an overarching opportunity.

Moved by Geoff Lyons, seconded by Gary Johnsen to receive the Business Concept Definition and Risk & Opportunities Identification Summary.

c. Pro Forma Financial Statements draft

Rebecca noted that these draft statements are a tool which can help us to understand how building ownership would impact our cash flow. The four scenarios presented were based on a set of assumptions detailed within. These assumptions utilize the best information currently available to staff and will be amended as additional information comes forward.

The financial statements present four scenarios based on different ratios of equity to debt. The scenarios reflect varying amounts of equity sourced from grants and donations, as well as the Canada Fund. These scenarios were meant as a starting point for discussion and analysis. They are certainly not the only

scenarios possible, but they do help to understand the financial impacts of a capital purchase and to find the limits of profitability vs. debt tolerance.

Rebecca explained the assumptions, reviewed the operating expenses, and the impact of carrying different amounts of debt as a mortgage.

Tracey Parker advised the Board to ensure they are meeting the requirements of the Canada Fund Agreement. Tracey noted that Environment and Climate Change Canada has previously communicated that the fund is for operational costs. Tracey noted two principles within the Canada Fund Agreement to keep in mind are: ensuring that the fund is not encumbered in any way, and that there is adequate funds for the CBT's operations. Tracey Parker recommended that Finance Canada be contacted to seek clarity on how to move forward.

Geoff Lyons commented that real estate is a sound investment and could, with approval from the Department of Finance, be added to our investment portfolio.

Denise Koshowski shared the process that Department of Fisheries and Oceans went through when they decided to construct a building. Rebecca asked Denise to share documentation on the process they went through for reference.

Rebecca acknowledged Tracey's input and noted that the onus is on the CBT to make a business case. Rebecca also commented that before bringing anything formal to Environment Canada that we would first discuss with our Investment Committee. Environment Canada would be invited to participate in this conversation.

Rebecca asked Board to consider the following questions:

- Does the Board wish to continue to consider acquiring the vacant neighbouring property on Main Street as well?
The board all agreed yes.
- Can we use the pro forma financial statements as a means of engaging the Investment Committee?
The board all agreed yes.
- Does the Board have specific questions or recommendations for the Investment Committee to consider?
The Board responded no.

7. 2015 Financial Statements

Ben Capps of Smythe CA presented the 2015 financial statements for approval.

Moved by Gary Johnsen, seconded by Geoff Lyons to approve the 2015 Financial Statements.

8. Call for Projects Recommendations

Erika and Laura will presented a summary of the annual granting process and the Call for Projects recommendations.

Moved by Hannah Nicholls, seconded by Alan McCarthy to approve the Call for Projects recommendations provided by the advisory committees and next steps. Approved by consensus.

9. 4th World Congress of Biosphere Reserves Report

Laura shared a summary of her attendance at the international conference, provided an introduction to the newly approved Lima Action Plan, and the results of the CBT coordinated session titled "Designing Interdisciplinary Courses on Biosphere Reserve Management."

The Board thanked Laura for her presentation and her participation.

10. Canada 150th Anniversary Planning

The Executive Committee shared their interest in acknowledging Canada's 150th anniversary and ideas about how the CBT can make the sesquicentennial a moment for community impact. Board members were asked to share their suggestions for an event or program in 2017.

The Board would like to further discuss the idea of a community potlach at the next meeting.

11. 2015 Annual Report

Rebecca presented the 2015 draft annual report for approval.

Moved by Alan McCarty, seconded Geoff Lyons by to approve the 2015 annual report. Approved by consensus.

12. Any new business

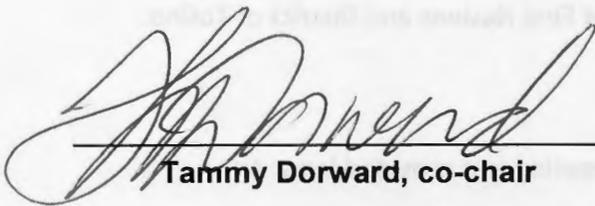
None.

13. Questions from the public

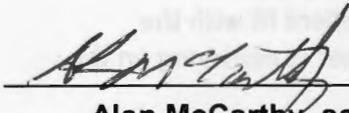
None

Meeting was adjourned at 1:30 p.m.

I hereby certify that these minutes are correct.



Tammy Dorward, co-chair



Alan McCarthy, secretary