



**DRAFT MINUTES**  
**CIP BOARD OF DIRECTORS 2023-2024**

JUNE 26, 2023  
 HALIFAX, NS

**PRESENT:**

JANICE BARRY PHD, RPP, MCIP	DIRECTOR
PAUL BELL RPP, MCIP	DIRECTOR
AJ BIMM	DIRECTOR
LESLEY CABOTT RPP, FCIP, ICD D	DIRECTOR
DOUG DANIELS RPP, MCIP	DIRECTOR
LAURA HARTNEY RPP, MCIP	DIRECTOR
DAN HUANG RPP, MCIP	DIRECTOR
KEN MELANSON RPP, MCIP	DIRECTOR
DANIEL MERCER RPP, MCIP	DIRECTOR
JENNA SCHROEDER RPP, MCIP	DIRECTOR
GORDON SMITH LPP, MCIP, FCSLA	DIRECTOR
ADAM WRIGHT RPP, MCIP	DIRECTOR
BETH MCMAHON	CHIEF EXECUTIVE OFFICER
KRISTEN HARRISON, MRAIC	NATIONAL DIRECTOR, POLICY AND PUBLIC AFFAIRS
MARISA LINGARD	DIRECTOR, MEMBER SERVICES
ANNA MURPHY-DOW	OFFICER, NATIONAL GOVERNANCE
MEREDITH LOW	FACILITATOR

**1.0 WELCOME AND CALL TO ORDER**

**Action**

Dan Huang called the in-person meeting to order in Halifax, NS, on June 26, 2023, at 9:14 am AT, and opened with a land acknowledgement. Dan acknowledged that the first 2023/2024 CIP Board of Directors meeting was being held in K'ijipuktuk, located within Mi'kma'ki, the ancestral and traditional lands of the Mi'kmaq people. The region is covered by the Treaties of Peace and Friendship, which Mi'kmaq and Wolastoqiyik Peoples first signed with the British Crown in 1725.

Dan welcomed Meredith Low as the facilitator providing governance training to the Board, and noted that the Board Business would reconvene after the governance presentation.

**2.0 ADOPTION OF JUNE 26, 2023 DRAFT MEETING AGENDA**

**Action**

*Related material: June 26, 2023 Draft Agenda*

A request for New Business was made by Jenna Schroeder, and two items in the Consent Agenda were requested to be added to the main agenda, by Lesley Cabott and Adam Wright.

**Motion 2023-2024/01**

**Moved: Jenna Schroeder / Seconded: Adam Wright**

*“That the agenda for the June 26, 2023, Board of Directors meeting be adopted as amended.”*

**CARRIED.**

### 3.0 DECLARATION OF CONFLICT OF INTEREST

### Action

No conflicts were declared.

### 4.0 GOVERNANCE SESSION

### Action

Meredith Low facilitated a session on the fundamentals of board governance and how governance currently works at CIP. She encouraged Directors to fully understand the current model and then to provide opportunities to build and/or modify the model from a common understanding.

*Directors to provide their questions for Meredith Low and ideas for additional governance training in the meeting survey.*

Meredith also noted the objectives for the session as:

*CIP staff will plan for additional governance training at the next in person Board meeting.*

- Develop a common understanding of the fundamentals of association board governance.
- Review and discuss the governance approach at CIP.
- Identify any areas for building on CIP's governance.

In the follow-up Board survey, Directors agreed to share their questions and ideas for areas for further governance training.

### 5.0 BOARD BUSINESS DISCUSSION

### Action

#### 5.1 Membership Overview & Strategy Presentation

*Related material: June 2023 Board Presentation – Marisa Lingard*

Marisa Lingard, Director Member Services, provided a presentation with updates regarding membership and strategy. Questions were received about CIP's French language services.

*CIP staff will consider building membership in Quebec, as well as with land managers, in the CIP Membership Strategy.*

Marisa was thanked for her presentation and contributions to CIP.

*Directors will send names of Indigenous consultants to Kristen Harrison for consideration of the RFQ on the CIP Reconciliation Guiding Plan.*

#### 5.2 Policy Strategy Update

*Related material: June 2023 Board Presentation - Kristen Harrison*

Kristen Harrison, National Director Policy & Public Affairs, provided a presentation with updates on CIP policy activity, a decision-making framework aligned to CIP's organization values and priorities, and a new assessment matrix for making public statements.

*CIP staff will post a copy of the RFQ on the CIP Reconciliation Guiding Plan to the CIP Board Basecamp.*

Discussion ensued on the value of public statements, noting the range of issues that CIP is focused on and the expectations of members that CIP be more visible.

*Adam Wright to be invited as a guest to the Executive Committee meeting to provide his perspective on the RFQ responses if additional Board consultation is required outside of the established policies and protocols.*

Additional information was requested on the current RFQ related to a CIP Reconciliation Guiding Plan, including staff and Board roles and responsibilities, project scope and rationale, and a general discussion on the Institute's commitment to reconciliation and next steps.

#### 5.3 Standards Committee Process Update

Dan provided an update on the Signatory Parties to the Standards Committee (SC) and advised the Board of the related meeting being held in Halifax over the next day and a half.

*Copies of the two staff presentations will be added to the CIP Board Basecamp.*

#### 5.4 Annual General Meeting

*CIP staff to prepare and circulate a poll with options for*

*Related material: 2023 CIP AGM Draft Minutes*

A review of the Annual General Meeting (AGM) was provided by Beth and she noted the recommendation to continue with the same plan as the 2023 AGM while incorporating more French. Dan noted that new Board members are onboarded post AGM and then attend the first meeting of the new Board at conference.

Jenna Schroeder RPP, MCIP, highlighted that there will be a transition period for the Officers after the 2024 AGM and noted the President, Vice-President, and Treasurer will remain as Officers to the Board until replacements are elected. The AGM dates for the next two years were discussed and finalized.

**Motion 2023-2024/02**

**Moved: Ken Melanson / Seconded: Adam Wright**

*“THAT the 2024 CIP Annual General Meeting be scheduled for Thursday, May 30, 2024, and the 2025 CIP Annual General Meeting be scheduled for Thursday, May 29, 2025.”*

**CARRIED.**

**5.5 Meeting Schedules 2023/2024 and 2024/2025**

Proposed meeting dates for the 2023/2024 and 2024/2025 were provided to the Board for discussion and approval.

Discussion ensued on balancing the carbon footprint with meeting in person; it was noted that the value of in-person meetings is created by members seeing the Board active in the various provinces. CIP staff will send a poll to establish a fall date for an in-person meeting in Ottawa. In-person meetings will be value-added in order to justify the expenses and, if possible, engagement on the Reconciliation Guiding Plan will be added to the February agenda. It was also agreed that the February agenda items will be added as a discussion item on the fall Board meeting agenda.

It was confirmed that the Board can make changes to future meeting dates, as required; however, it is beneficial to have its dates planned out well in advance, in recognition of busy schedules.

**Motion 2023-2024/03**

**Moved: Ken Melanson / Seconded Gordon Smith:**

*“THAT the 2023/2024 meeting schedule be approved with an in-person meeting in February in Winnipeg, MB.”*

**CARRIED.**

**Motion 2023-2024/04**

**Moved: Ken Melanson / Seconded Jenna Schroeder:**

*“THAT the 2024/2025 meeting schedule be approved with an in-person meeting in September and February.”*

*an in-person meeting of the Board for the fall 2023 Board of Directors meeting.*

*CIP staff to add the February 2024 in-person meeting agenda items as a discussion item on the fall Board meeting agenda.*

*Staff will send out a poll for a fall 2023 meeting date.*

*On the fall Board meeting agenda, an agenda item to discuss the Winter in-person meeting will be included to ensure maximum value.*

**CARRIED.**

5.6 2023 Annual Objectives

*Related material: CIP 2023 Work Plan and Goals 06-26-2023*

Dan reviewed the draft key objectives for 2023 with a goal to confirm the final list. The final objectives will be used for the CEO's annual performance review and Executive Committee work prioritization.

In addition, the Board discussed amending the December 31, 2023, deadline for objectives to align them with the 2023/2024 Board calendar. The change in dates would further support the budget development process, as some objectives may require financial resourcing.

**Motion 2023-2024/05**

**Moved: Daniel Mercer / Seconded: Jenna Schroeder**

*"THAT the CEO and Executive Committee annual objectives for 2023/2024 be approved as amended."*

**CARRIED.**

5.7 Standing Committees and Working Groups

*Related material: CIP Committees Structure Chart and Work Plan.*

Dan noted that Standing Committees are an essential requirement to support the Board's role and fiduciary responsibilities; and they support all of CIP Values and advance the Strategic Plan. In addition, he noted there are openings on the Finance Committee, Governance Committee, and the Nominations Sub-Committee. The process for submitting expressions of interest was reviewed.

5.8 Finance Reports

*Related material: 5.8.1 CIP Q1 2023 Budget vs. Actual; 5.8.2 CIP Q1 Narrative; 5.8.3 Reserves - Q1 2023*

Doug Daniels provided a verbal update on the first quarter financial reports.

**6.0 CONSENT AGENDA**

*Related material: as noted below.*

**6.1 Draft Meeting Minutes**

*Recommendation: That the draft minutes from the April 20, 2023 Board of Directors meeting be approved.*

**6.3 CEO's Report\***

**6.3.1 CEO's Report– June 2023**

**6.4 Executive Reports**

**6.4.1 President's Report – June 2023**

**6.4.2 Vice-President's Report – June 2023**

*\*Items provided for information only; for questions related to these items, please use the chat feature in Zoom or email before/after the meeting.*

*Item 1.05 of the CEO Annual Objectives to be amended to, "Launch The Path, and Reconciliation Guiding Plan process".*

**Action**

## 7.0 NEW BUSINESS

## Action

Jenna Schneider requested that the Nominations Sub-Committee and the Board vacancy be added for discussion.

Staff to incorporate Action Items in the Work Plan spreadsheet, as appropriate.

The Governance Committee met June 23 and discussed the three options for the Fellows opening:

1. Hold a by-election
2. Appoint a Fellow for the remainder of the term
3. Leave the position vacant.

It was decided that the Fellows should be asked at their Wednesday, June 28 meeting if they want to put forward a name of a Fellow to be appointed by the Board. Jenna will report the outcome of the meeting to the Board. The individual would still have to meet the required bylaw and Director qualifications.

Jenna also noted that the Terms of Reference for the Interim Discipline Sub-Committee was created at the Governance Committee over many meetings. The term of the Sub-Committee is until the review is complete. A high-level update was provided to Beth that the Sub-Committee hopes the initial review will be completed with expediency.

### 6.2 Status of Action Items and Record of Motions

Adam Wright requested that agenda item 6.2 be removed from the Consent Agenda for clarification. Beth noted that the action items in the Status of Action Items come out of the Board meetings and the Work Plan items come directly from the work plan for Committees, Executive, the Board, and staff. It was agreed that Action Items will be incorporated into the Work Plan document.

## Action

## 8.0 IN CAMERA

### Motion 2023-2024/06

**Moved: Jenna Schroeder / Seconded: Ken Melanson**

*"That the CIP Board of Directors meeting convene in-camera."*

**CARRIED.**

### Motion 2023-2024/07

**Moved: Ken Melanson / Seconded: Gordon Smith**

*"That the CIP Board of Directors in-camera meeting be adjourned."*

**CARRIED.**

## Action

## 9.0 ADJOURNMENT

The next meeting of the Board of Directors will be held in-person in Ottawa and the date will be confirmed as quickly as possible.

### Motion

**Moved: Paul Bell / Seconded: Jenna Schroeder**

*"That the meeting be adjourned on June 26, 2023 at 5:49 pm AT."*

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**CARRIED.**



**FINAL MINUTES**  
**CIP BOARD OF DIRECTORS 2023-2024**  
SEPTEMBER 28, 2023

**PRESENT:**

PAUL BELL RPP, MCIP	DIRECTOR
AJ BIMM	DIRECTOR
LESLEY CABOTT RPP, FCIP, ICD D	DIRECTOR
DOUG DANIELS RPP, MCIP	DIRECTOR
LAURA HARTNEY RPP, MCIP	DIRECTOR
DAN HUANG RPP, MCIP	DIRECTOR
KEN MELANSON RPP, MCIP	DIRECTOR
DANIEL MERCER RPP, URBANISTE, MCIP	DIRECTOR
JENNA SCHROEDER RPP, MCIP	DIRECTOR
GORDON SMITH LPP, MCIP, FCSLA	DIRECTOR
BETH MCMAHON	CHIEF EXECUTIVE OFFICER

**1.0 WELCOME AND CALL TO ORDER**

**Action**

Dan Huang called the virtual meeting to order at 12:13 pm ET, and opened with a land acknowledgement. A moment of silence was taken for the National Day for Truth and Reconciliation and to remember residential school survivors and those who did not return to their families.

**2.0 ADOPTION OF SEPTEMBER 28, 2023 DRAFT MEETING AGENDA**

**Action**

*Related material: September 28, 2023 Draft Agenda*

**Motion 2023-2024/08**

**Moved: Doug Daniels / Seconded: AJ Bimm**

*“That the agenda for the September 28, 2023, Board of Directors meeting be adopted as circulated.”*

**CARRIED.**

**3.0 DECLARATION OF CONFLICT OF INTEREST**

**Action**

No conflicts were declared.

**4.0 REVIEW OF BOARD MEETING PROCESS**

**Action**

The Chair presented recommendations for advancing the business of the Board in the spirit of continuous improvement as a policy board, to better support Directors, and to adhere to the scheduled meeting times. The recommendations included:

- Committee reports and recommendations need to be submitted to the CEO at least two weeks before a Board meeting.
- The Board agenda should strive to have fifty percent of the time allocated to strategic and future-forward discussions, especially during in-person meetings.

- The CEO will post the Board meeting agenda two weeks in advance, with the full package provided to Directors one week in advance. This will provide time for questions and additional requests for agenda items. There will be no call for “New Business” at the Board meeting.
- The President, Vice-President, and CEO reports will be posted to Basecamp, as required. They will not be included in the Consent Agenda.
- The Consent Agenda will continue to be used in the Board’s meeting packages; however, questions related to consent items should be made in advance, using Basecamp. If a question can’t be resolved before the Board meeting, it can be moved to the regular agenda.
- Basecamp should be used for all Board communications, as much as possible.

Beth McMahon provided an overview of the Board of Directors Basecamp, tips for using it and finding resources, as well as for adjusting personal settings. The use of the mobile app was encouraged. Further training and support is available for those who are interested.

## 5.0 CLOSED MEETING SESSION

*Related material provided in advance.*

### **Motion 2023-2024/09**

**Moved: Jenna Schroeder / Seconded: Gordon Smith**

*“That the Board meeting move into a Closed Session.”*

**CARRIED.**

### **Motion 2023-2024/10**

**Moved: Gordon Smith / Seconded: Doug Daniels**

*“That the Board meeting move out of the Closed Session.”*

**CARRIED.**

### **Motion 2023-2024/11**

**Moved: Jenna Schroeder / Seconded: Daniel Mercer**

*“That Beate Bowron be appointed to the Board for the remainder of the unexpired term of the Fellows position.”*

**CARRIED.**

### **Motion 2023-2024/12**

**Moved: Jenna Schroeder / Seconded: AJ Bimm**

*“That CIP’s Governance Policies and Procedures Manual be amended by December 31, 2023, to:*

*1. Provide additional clarity on the Board complaints and disciplinary review process, including complaints filed against the Board as a whole*

## **Action**

*The Interim Discipline Sub-Committee will advance work on updates to CIP’s policies and procedures, as recommended*



<p>and by third parties;  2. Include Terms of Reference for a Discipline Committee; and  3. Provide additional clarity around matters of Director and Board confidentiality.”  <b>CARRIED.</b></p>	
<p><b>6.0 PRESENTATION AND REVIEW OF UPDATED WORK PLAN</b></p>	<p><b>Action</b></p>
<p>Beth presented on the updated format of the Board and Standing Committee Work Plans, which include a colour-coded status and link to Board Business agenda items.</p>	
<p><b>7.0 STANDING COMMITTEES</b></p>	<p><b>Action</b></p>
<p><i>Related material: 7.0 Expressions of Interest</i></p>	<p><i>Staff to update the 2023/2024 Standing Committees</i></p>
<p>Expressions of Interest for the Standing Committees had been completed in advance of the meeting, and a call for volunteers from the floor was made.</p> <p><b><u>Motion 2023-2024/13</u></b>  <b>Moved: Doug Daniels / Seconded: Gordon Smith</b>  <i>“That the Finance Committee be approved as amended.”</i>  <b>CARRIED.</b></p> <p>The Finance Committee was confirmed as Doug Daniels (Chair), Daniel Mercer, Gordon Smith, and Ian Wong.</p> <p><b><u>Motion 2023-2024/14</u></b>  <b>Moved: Jenna Schroeder / Seconded: Paul Bell</b>  <i>“That the Governance Committee be approved as amended.”</i>  <b>CARRIED.</b></p> <p>The Governance Committee was confirmed as Jenna Schroeder (Chair), AJ Bimm, Karen Bolton, Lesley Cabott, Jason Ferrigan, Laura Hartney, and Ken Melanson.</p> <p><b><u>Motion 2023-2024/15</u></b>  <b>Moved: Jenna Schroeder / Seconded: Daniel Mercer</b>  <i>“That the Nominations Sub-Committee be approved as amended.”</i>  <b>CARRIED.</b></p> <p>The Nominations Sub-Committee was confirmed as Jenna Schroeder (Chair), Paul Bell, AJ Bimm, and Doug Daniels</p>	
<p><b>8.0 NOVEMBER MEETING AGENDA</b></p>	<p><b>Action</b></p>
<p><i>Related material: 8.0 November agenda</i></p>	<p><i>Directors requiring flights are to book their Board travel through CIP’s travel service</i></p>

<p>The Chair reviewed the timeline for the next Board meeting, including major elements for the meeting agenda.</p>	<p><i>Directors that have additional agenda items for the next Board meeting are to send them to the Chair</i></p>
<p><b>9.0 CONSENT AGENDA</b></p> <p><i>Related material: as noted below.</i></p> <p><b>9.0 (a) Draft Meeting Minutes</b>  Recommendation: <i>That the draft minutes from the June 26, 2023 Board of Directors meeting be approved.</i></p> <p><b>9.0 (b) Committee Policies</b>  Recommendation: <i>That the updated terms of reference for the standing committees be approved, as recommended.</i></p> <p><b>9.0 (c) Membership Fee Policy</b>  Recommendation: <i>That the updated membership fee policy be approved, as recommended by the Finance Committee.</i></p> <p><b>9.0 (d) Confirmation of 2024 CIP Membership Fees*</b></p> <p><b>9.0 (e) Standards Committee Report*</b>  <i>*Items provided for information only.</i></p>	<p><b>Action</b></p> <p><i>CIP staff will post the approved minutes to Basecamp and the CIP website members area for information</i></p> <p><i>CIP staff will update the Governance Policy and Procedures Manual to reflect the updated policies</i></p> <p><i>CIP staff will update the 2024 fees schedules and notify the PTIAs</i></p>
<p><b>10.0 ADJOURNMENT</b></p> <p>The next meeting of the Board of Directors will be held in-person in Toronto.</p> <p><b><u>Motion</u></b>  <b>Moved: Gordon Smith / Seconded: Jenna Schroeder</b>  <i>“That the meeting be adjourned.”</i>  <b>CARRIED.</b></p>	<p><b>Action</b></p>