

**LUNENBURG ACADEMY FINANCE
AND GOVERNANCE COMMITTEE
MEETING MINUTES**

**August 24, 2016 at 5:30 p.m.
Lunenburg Town Hall**

PRESENT: Mayor Rachel Bailey, Chair; Councillor Thom Barclay; Deputy Mayor Danny Croft; Jane Ritcey, Lunenburg Academy Foundation; and Roxie Smith, Lunenburg Academy Foundation.

ALSO PRESENT: Scott Burke, Lunenburg Academy Development Coordinator (“LADC”); Peter Haughn, DCAO; Sara Lochhead, South Shore Regional Library Board - Town of Lunenburg member; Jill Martin, Lunenburg Academy Foundation alternate (arrived 5:16 p.m.); and Jeff Mercer, Deputy Chief Librarian, South Shore Public Libraries.

Robert Young and Alan Richards, Lunenburg Academy Foundation members.

The Chair called the meeting to order at 5:15 p.m.

1. Approval of agenda and set time to adjourn

The agenda was approved as circulated with the addition of an update on the structural support systems at the Academy.

5:16 p.m. - Jill Martin arrived.

2. Approval of July 27, 2016 minutes

Motion: moved and seconded that the meeting minutes of July 27, 2016 be approved as circulated with the change that the Library open times noted as 10-4 on Sunday are 12-4. Motion carried.

3. Status report re: Governance Review and Fund Development Feasibility Study

A status report from Rosalie of RBR Development Association Limited was circulated (**Schedule “A”**), which was then reviewed by the Chair. A discussion took place regarding the changes to CRA and the possible requirement to change the Mission Statement of the Academy Foundation. As well, there was a discussion about a new not-for-profit board that would be put in place and its operation. It was noted that on September 1st Rosalie would be in Town from 1-3 to meet with the Committee (Roxie, Jane, Councillor Barclay, Deputy Mayor Croft, Mayor Bailey and the LADC) to deal with governance. This meeting will be held at the Academy.

4. Status report re: Library/Academy First Floor Design

The LADC said Ekistics is a bit behind schedule, but they expect to have a package of drawings of their concept to us by this Friday and then the Library design group will meet with them on September 1 from 10-12 to review the changes in more detail and provide feedback.

Jeff Mercer said Ekistics have been in contact with them and have asked for detail on every aspect of furnishings and equipment the Library requires.

Scott noted a final design will be provided by Ekistics by September 23.

The Mayor said the plan would go before Council September 27 for approval.

The DCAO said Campbell Comeau Engineering Limited had been engaged to design the structural support system and give a rough estimate of cost to have the work done so we can obtain prices to have this completed for the Library.

The Library representatives said although they are not involved in the governance review, they offered their willingness to be involved in this review if it is helpful.

5. New Business

Roxie noted Councillor Barclay fixed the flag at the Academy today. She questioned the time clock issue for the lights.

The DCAO said he is not sure the time clock timing has been changed, but a new system has been ordered so the lights come on with a photocell and will be turned off with a time clock at 11:30 p.m.

6. Meeting Schedule

4th Wednesday of each month - next meeting September 28, 2016

Adjournment

The meeting adjourned at 6:10 p.m.

Peter Haughn, DCAO



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August 24, 2016

To: Lunenburg Academy Finance & Governance Committee
- Update Report

As shared previously, we have held a number of discovery meetings in the initial stages of the assignment and are making progress on two fronts – the Governance Review and the Feasibility Study.

In the initial stages it was thought that the conduct of the Feasibility Study would help to inform the Governance Review and model for the Lunenburg Academy. RBR proceeded to develop a Case for Support, in concert with the committee, a list of prospective interviewees etc.

As parallel activity, we also began research on other possible existing governance models that could work well for the Lunenburg Academy. At that point it was determined that presenting a model for governance would be the priority.

For a charity to maintain their charitable status they must carry out their charitable mission and must engage in allowable activities. Lunenburg Academy Foundation's mission is *to ensure the care, preservation and restoration of the Lunenburg Academy as a place of learning*.

While there are always examples of charitable organizations that do not comply with the Canada Revenue Agency, and 'drift' from their missions, they are in peril of losing charitable tax status, which is very serious in the view of prospective donors.

We have had meetings with the key stakeholders, a number of conversations with Canada Revenue Agency – Charities Directorate (and have received unofficial rulings) to determine what is possible for the Lunenburg Academy Foundation to fund within the context of the business plan. Changes to the current Foundation mission (*the care, preservation and restoration of the Lunenburg Academy as a place of learning*) are now under consideration

Given the Business Plan it is anticipated that there will be three separate bodies in the overall governance model as follows:

- Town of Lunenburg
- Lunenburg Academy Foundation
- A new Not-for-Profit Board

Next Steps would include a meeting in early September to define the monetary, operational and other needs as defined by the business plan (updated) to ensure the governance model can

respond to needs. It should be understood that building fund development capacity under any new Governance model would take time. If the Foundation will be making any changes to mission, we would advise legal counsel be consulted.

When there is agreement on the model we will proceed again with any required changes to the Case for Support and begin conducting interviews for the Feasibility Study.

Respectfully submitted,



Rosalie Courage
President