

**THE BRITISH COLUMBIA SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS
(the “BC SPCA” or “Society”)**

Facilities Committee AGM Information Report

To:	BC SPCA Membership
Submitted By:	Ashely Thandi, Facilities Committee Chair
Meeting Date:	March 23, 2024, BC SPCA Annual General Meeting

RECOMMENDATION:

That the membership of the BC SPCA receives this report on the activities of the Facilities Committee over the 2023-2024 term for information.

COMMITTEE REPORTING STRUCTURE:

The Facilities Committee (the “Committee” or “FC”) is currently a standing Committee of the Board of Directors of The British Columbia Society for the Prevention of Cruelty to Animals (the “Society”). The Committee reports directly to the Board of Directors (the “Board”).

PURPOSE:

The Committee examines and makes recommendations to the Board regarding the BC SPCA’s operated facilities across the province. The Committee is responsible for reviewing and obtaining reasonable assurances that the facilities and any new construction projects and/or sustaining, emergency and preventative maintenance are being managed effectively. This is done to ensure that key risks are mitigated and that long-term facilities investments are maintained all while supporting the functional operations of the Society.

COMPOSITION:

The current members of the Facilities Committee are:

- Ashley Thandi, Committee Chair
- Harj Dhaliwal, Director
- Mark Montemurro, BC SPCA Vice-Chair
- Catherine Ruby, BC SPCA Treasurer
- Lilian Kan, (non-Director)
- David Morgan, (non-Director)
- Victoria Brydon, BC SPCA Board Chair (ex-officio)

The Board Chair, CEO and the Senior Director, Facilities serve as non-voting members of the Committee.

DUTIES AND RESPONSIBILITIES:

The Committee is responsible for performing various duties in order to examine and make recommendations to the Board regarding the Society’s operating facilities across the province. These duties include but are not limited to the following:

- Reviewing the Society’s long-term facilities plan, including the existing portfolio of land and buildings, and the long-term plan for each facility, and making recommendations to the Board for amendments to the plan as necessary on a bi-annual basis.
- Reviewing each proposal for material facility replacement/improvement/upgrades brought forward by Management and making recommendations to the Board of Directors with respect to whether each project meets the technical parameters for facility replacement/improvement/upgrade, considering the responsibility of the Finance and Audit Committee to make recommendations to the Board with respect to the financial viability of said projects. Note: for the purposes of new facility replacement/improvement/upgrade projects, materiality is set at \$1 million.

DUTIES AND RESPONSIBILITIES (continued from previous page):

- Reviewing Management recommendations for lease extensions, new construction, and capital improvements through the annual budgeting process.
- Reviewing Management’s overall framework for making preventative maintenance investment decisions on a bi-annual basis.
- Receiving annual progress reports from Management on the status of approved sustaining capital projects under \$350,000 and reviewing the results of external facility audits (if applicable).
- Reviewing the annual Capital and Preventative Maintenance budget as presented by Management and making recommendations as necessary to the Finance and Audit Committee for consideration in the approval process of the budget.
- With respect to any proposed unbudgeted expenditures, seeking approval from the Finance and Audit Committee and Board of Directors for unbudgeted expenditures expected to cost in excess of \$250,000 in aggregate as per Society policy.
- Reviewing risk management strategies for the BC SPCA facilities, including in areas of land acquisition, design, execution, procurement, preventative maintenance and health and safety.

ACTIVITIES:

The Facilities Committee, a new Standing Committee of the Board, held four meetings since the Society’s last Annual General Meeting. In addition to fulfilling its duties and responsibilities as outlined above, the Facilities Committee completed the following activities:

- Reviewed and refined the Facilities Committee Terms of Reference.
- Discussed the annual meeting schedule for the 2024/2025 governance year, taking into consideration the meeting dates of the Finance and Audit Committee.
- Reviewed and discussed the draft key questions and assumptions for the Society’s Long Term Facility Plan.
- Reviewed and discussed the 2023/2024 Capital Budget plan.

BUDGET CONSIDERATIONS:

There were no costs associated with the Committee’s activities for the past year.

STRATEGIC PLAN CONSIDERATIONS:

The Facilities Committee is focused on the *Grow: Strengthening our work for animal’s* pillar within the 2019 – 2023 Strategic Plan. Within that pillar there is a goal that commits the Society to ensure “that programs, facilities and governance system embody best practices, servicing as a measurable model of excellence in animal welfare”. There is a subsequent strategy surrounding governance to “evaluate and enhance the effectiveness of our governance system so that it best empowers the fulfillment of our mission and the achievement of our strategic priorities.”

SUMMARY:

The Facilities Committee fulfilled its duties and responsibilities as noted above.

Respectfully submitted by,
Ashley Thandi, Chair

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Governance Committee AGM Information Report

To:	BC SPCA Membership
Submitted By:	Rochelle Stevenson, Governance Committee Chair
Meeting Date:	March 23, 2024, BC SPCA Annual General Meeting

RECOMMENDATION:

That the membership of the BC SPCA receives this report on the activities of the Governance Committee over the 2023-2024 term for information.

COMMITTEE REPORTING STRUCTURE:

The Governance Committee (the “Committee” or “GC”) is currently a standing Committee of the Board of Directors of The British Columbia Society for the Prevention of Cruelty to Animals (the “Society”). The Committee reports directly to the Board of Directors (the “Board”).

PURPOSE:

The Committee examines and makes recommendations to the Board regarding the Society’s governance structures and practices to ensure they are consistent with the Prevention of Cruelty to Animals Act, the Constitution and Bylaws and the Society’s Strategic Plan, and that they maximize the Society’s effectiveness for and on behalf of animals in British Columbia.

COMPOSITION:

The current members of the Governance Committee are:

- Rochelle Stevenson, Committee Chair
- Ashley Thandi, Director
- Rebecca Levi, Director
- Nichola Wade, Director
- Cheryl Pelletier, Director
- Lindsay Curry, (non-Director)
- Helen Torrance, (non-Director)
- Victoria Brydon, BC SPCA Board Chair (ex-officio)

Staff support is provided by the Chief Executive Officer and the Executive Assistant to the CEO.

DUTIES AND RESPONSIBILITIES:

The Committee examines all aspects of the governance of the Society, Society Constitution and Bylaws, and Regional Councils, and makes recommendations to the Board to ensure that governance structures and practices are consistent with the Society’s objectives, goals and values as expressed in the Prevention of Cruelty to Animals Act and the BC SPCA Bylaws to maximize the Society’s effectiveness for and on behalf of animals in British Columbia. The Committee conducts regular reviews of the Society’s governance structure, processes, and practices, including:

- BC SPCA Constitution and Bylaws
- Regional Councils
- Director Elections
- Governance Policies
- Society Membership review, approval, and cancellation
- Other governance related activities or documents of the Society

The Committee is also tasked to ensure that all Terms of Reference for the Board and its Directors, standing committees, task forces, and councils are reviewed and updated.

ACTIVITIES:

The Governance Committee met on a regular and scheduled basis throughout the year and held four meetings since the Society's 2023 AGM held on April 22nd. The committee also conducted its work electronically outside of and between meetings. The committee's agenda included:

- Reviewed and approved the Committee meeting dates for the 2024/25 governance year, and the 2023/2024 GC Annual Forward Working Calendar;
- Reviewed and recommended approval of applications for Society membership and cancellation of membership in accordance with the Bylaws where appropriate;
- Reviewed and/or updated and approved the following Governance Policies and Terms of Reference ("ToR"):
 1. *Governance Committee Terms of Reference;*
 2. *Board Calendar;*
 3. *Board Chair Terms of Reference;*
 4. *Board Vice-Chair Terms of Reference;*
 5. *Board of Directors Terms of Reference;*
 6. *Board Operating Guidelines;*
 7. *Regional Director Terms of Reference;*
 8. *Appointed Director Terms of Reference;*
 9. *Board Director Code of Conduct;*
 10. *Governance Member Code of Conduct;*
 11. *Board Director Communications;*
 12. *Application and Acceptance of Membership;*
 13. *Receiving and Addressing Member Input;*
 14. *Membership Policy;*
 15. *Requisitioning Extraordinary General Meetings;*
 16. *Guidelines for Committees of the Board;*
 17. *External Committee Members;*
 18. *Member Proposals;*
 19. *Member Code of Ethics;*
 20. *Regional Council Terms of Reference;*
 21. *Regional Council Chair Terms of Reference; and*
 22. *Regional Council Vice-Chair Terms of Reference.*
- Ensured each Board Committee reviewed their respective ToR's, and provided recommendations, as deemed necessary;
- Ensured Codes of Conduct and Ethics were signed by all Directors, non-Director Committee members and Regional Council (RC) members; and
- Reviewed and discussed the Committee performance evaluation.

The Governance Committee also revised, created, and approved several policies for the improvement of the Society's governance. The Committee has been focused on creating required policies and updating current ones to align with the Bylaw and governance structure changes of 2021. The scrutiny and meticulous work on these documents are part of the Society's risk management, as well as providing guidance and policies for governance members, staff, volunteers, and Board members.

BUDGET CONSIDERATIONS:

There were no costs associated with the Committee's activities for the past year.

STRATEGIC PLAN CONSIDERATIONS:

The Governance Committee has been focused on the Grow: Strengthening our Work for Animals pillar within the 2019-2023 Strategic Plan. Within the Grow pillar is a strategy relating to governance that commits the BC SPCA to "evaluate and enhance the effectiveness of our governance system so that it best empowers the fulfillment of our mission and the achievement of our strategic priorities". As the current strategic plan ended in 2023, the consultation and planning process for the new strategic plan is well underway.

STRATEGIC PLAN CONSIDERATIONS: (continued from previous page)

The Governance Committee is currently focused on reviewing the Regional Council ToR as a priority, an essential part of the governance structure. The Regional Councils will continue to be an important part of the consultation process for the upcoming 2024-2029 Strategic Plan. Regional Councils are the sustainable representatives of each region and the communities within the four regions.

The Governance Committee remains committed to supporting the Society's continual improvement of its updated and unique governance structure, to supporting the members committed to the success of the Society, and to ensuring all those involved are accountable.

SUMMARY:

The Governance Committee fulfilled its duties and responsibilities as noted above.

Respectfully submitted by,
Rochelle Stevenson, Chair

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Finance & Audit Committee AGM Information Report

To:	BC SPCA Membership
Submitted By:	Catherine Ruby, Committee Chair & BC SPCA Treasurer
Meeting Date:	March 23, 2024, BC SPCA Annual General Meeting

RECOMMENDATION:

That the membership of the BC SPCA receives this report on the activities of the Finance & Audit Committee over the 2023-2024 term for information.

COMMITTEE REPORTING STRUCTURE:

The Finance & Audit Committee (the “Committee” or “FAC”) is a standing Committee of the Board of Directors of The British Columbia Society for the Prevention of Cruelty to Animals (the “Society”). The Committee reports directly to the Board of Directors (the “Board”).

PURPOSE:

The purpose of the Committee is to assist the Board of the Society in fulfilling its oversight function over finance, accounting, audit, information technology, investments, and risk management.

Primary responsibility for the financial reporting, information systems, risk management and internal controls of the Society is vested in the BC SPCA management and is overseen by the Board.

COMPOSITION:

The current members of the Finance & Audit Committee are:

- Catherine Ruby, Committee Chair, BC SPCA Treasurer
- Victoria Brydon, BC SPCA Board Chair
- Mark Montemurro, BC SPCA Vice-Chair
- Erin Egeland, Director
- Rendal Tschritter, (non-Director)
- Luigi Di Sessa, (non-Director)

Staff Members:

- Craig Daniell, CEO
- Emily Thorner, CFO/CTO
- Ian Robinson, Senior Director, Finance
- Josh Wheelock, Director, Finance

DUTIES AND RESPONSIBILITIES:

The Committee is responsible to:

- A. Review annual operating and capital budgets, long term financial plans, quarterly financial reports, T3010 charities information return and recommend annual financial statements to the Board for approval.
- B. Review the annual audit plan and report and recommend the external auditor to the Board for approval by the membership.

DUTIES AND RESPONSIBILITIES: (continued from the previous page)

- C. Review compliance with applicable laws and statutory requirements, the risk management plan, and internal controls.
- D. Review information technology plans and third-party cyber security assessments.
- E. Review insurance coverage, litigation, complaints, and Committee related policies.
- F. Review selection of bank services and investment advisors and recommend borrowing to the Board for approval.
- G. Review investment strategy, policy, manager, and portfolio performance.
- H. Perform an annual self-evaluation.

ACTIVITIES:

The Finance and Audit Committee met on a regular and scheduled basis throughout the year and has held five meetings since the Society's 2023 Annual General Meeting. The Committee's work this past year has included:

- Receive operational updates for finance and information technology.
- Review of the annual operating and capital budget.
- Review of cashflow forecasts and long-term financial plan and scenario analysis.
- Review of the monthly, quarterly and year end operating results
- Review of statutory filings.
- Review of the annual audit plan, audit report, audited financial statements and evaluation of the external auditor.
- Meet with auditors and investment advisors.
- Review of investment manager and performance.
- Establishment of an investment working group to review investment strategy and policy.
- Review of the risk management plan.
- Monitor the use of the strategic priorities fund.
- Review of a new operating reserve fund policy.
- Review a presentation on information systems and cyber security measures.
- Review of the annual insurance renewal.
- Conduct a formal assessment of the Committee's effectiveness and address recommendations.
- Assess Committee skills and enhance membership through elected directors and additional volunteers.
- Review Committee's Terms of Reference and support the transition of the facilities mandate of the Committee under a separate Facilities Committee as work in this area has grown.

For discussion of the Society's financial results please see the audited Financial Statements for the year ended September 30, 2023.

BUDGET CONSIDERATIONS:

There were no costs associated with the Committee's activities for the past year.

STRATEGIC PLAN CONSIDERATIONS:

Governance – Evaluate and enhance the effectiveness of our governance system so that it best empowers the fulfillment of our mission and the achievement of our strategic priorities.

SUMMARY:

The Finance & Audit Committee fulfilled its duties and responsibilities as noted above.

Respectfully submitted by,
Catherine Ruby, Chair

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Human Resources Committee AGM Information Report

Submitted To:	BC SPCA Membership
Submitted By:	Victoria Brydon, Committee Chair & BC SPCA Board Chair
Meeting Date:	March 23, 2024, BC SPCA Annual General Meeting

RECOMMENDATION:

That the membership of the BC SPCA receives this report on the activities of the Human Resources Committee over the 2023-2024 term for information.

COMMITTEE REPORTING STRUCTURE:

The Human Resources Committee is a standing committee of the Board of Directors of the BC SPCA (the “Society”) and reports to the Board of Directors (the “Board”).

PURPOSE:

The purpose of the committee is to provide on behalf of the Board of Directors, oversight to human resources items including the review of key human resources policies, compensation philosophy and structure, CEO performance, workplace culture and Code of Conduct/Ethics concerns relative to the Society’s strategies, vision, and mission.

COMPOSITION:

The current members of the Human Resources Committee are:

- Victoria Brydon, Committee Chair & BC SPCA Board Chair
- Mark Montemurro BC SPCA Vice-Chair
- Catherine Ruby, BC SPCA Treasurer
- Cheryl Pelletier, Director
- Rochelle Stevenson, Director
- Lisa Fuller, non-Director
- Diana Stephenson, non-Director

Staff support is provided by the Chief Executive Officer, the Executive Assistant to the CEO and from time to time by the Chief People Officer

DUTIES AND RESPONSIBILITIES:

The Human Resources Committee met on a regular and scheduled basis throughout the year, holding 4 regular meetings since the Society’s last Annual General Meeting. In addition to supporting the work of the Board of Directors and Board Committees, the Human Resources Committee completed the following tasks:

- Reviewed and recommended the Board approve the committee terms of reference and name change which recognizes the human resources activities of the committee.
- Reviewed and recommended the Board approve a revised Recruitment, Nomination & Election of Board Directors Policy.
- Arranged for governance training and resources to be made available to Board members.
- Reviewed, revised, and conducted the orientation process for new Directors.
- Reviewed the Board and Committee succession and long-term composition plans.
- Reviewed and recommended the Board approve the annual BC SPCA Compensation update.

DUTIES AND RESPONSIBILITIES (continued from previous page)

- Reviewed the progress made by the CEO in achieving his 2023 SMART goals mid-year and end of year. Provided input in the design of the CEO's 2024 SMART goals.
- Conducted the Board, individual Director, and CEO performance evaluation process.

BUDGET CONSIDERATIONS:

Costs associated with the Human Resources Committee's activities were budgeted as part of the Governance budget for 2023.

STRATEGIC PLAN CONSIDERATIONS:

Governance - Evaluate and enhance the effectiveness of our governance system so that it best empowers the fulfillment of our mission and the achievement of our strategic priorities.

SUMMARY:

The Human Resources Committee fulfilled its duties and responsibilities as noted above.

Respectfully submitted by,
Victoria Brydon, Chair