

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:	Dr. Harj Dhaliwal, Facilities Committee Chair
Meeting Date:	March 29, 2025, 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 2024-2025 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:

- Harj Dhaliwal, Committee Chair
- Mark Montemurro, BC SPCA Board Chair (ex-officio)
- Catherine Ruby, BC SPCA Treasurer
- Rebecca Levi
- Lilian Kan, (non-Director)
- David Morgan, (non-Director)

The 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-range 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 completed a very busy year and was busy looking at capital projects throughout the province including a new build that commenced during this past year. The Facilities Committee completed the following activities:

- Went through review process, award and started construction of the Vancouver Island Animal Behaviour Centre in Cowichan.
- Working closely with our construction partners to move the Vancouver capital project to design phase.
- Worked closely with the Finance Committee to review the funding requirements for the Society's capital projects for the coming years.

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 process of constructing new facilities. This includes a project in Cowichan that is in the course of construction and planning for other projects throughout BC including the Vancouver project. The Facilities Committee is working on creating a strategic framework to assess and guide new capital projects that the Society would undertake in the future.

SUMMARY:

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

Respectfully submitted by,
Dr. Harj Dhaliwal, Chair

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Governance Committee AGM Information Report

Submitted To:	BC SPCA Membership
Submitted By:	Rochelle Stevenson, Governance Committee Chair
Meeting Date:	March 29, 2025, 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 2024-2025 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, the BC SPCA Charter, 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
- Sydney Redpath, Director
- Rebecca Levi, Director
- Nichola Wade, Director
- Cheryl Pelletier, Director
- Lindsay Curry, (non-Director)
- Helen Torrance, (non-Director)
- Mark Montemurro, BC SPCA Board Chair (ex-officio)

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 Charter 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
- Strategic Planning
- 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 five meetings since the Society's 2024 AGM held on March 23rd. The committee's agenda included:

- Review scheduled GC meetings for the year;
- Review applications for Society membership;
- Review the list of lifetime members for activity and contact with the Society;
- Review updated Governance Committee's Terms of Reference (ToR);
- Review 2025 Board election schedule;
- Ensuring each Committee reviews their own ToRs and provide recommendations, as deemed necessary;
- Ensure Codes of Conduct and Ethics are signed by all Directors, non-Director Committee members and Regional Council (RC) members;
- Review and revise ToRs for RCs, RC Chairs, and RC Vice-Chairs;
- Review existing By-laws and recommend required changes;
- Review and update Guidelines for Committees of the Board;
- Review the following updated policies:
 - o Accepting and Declining Gifts Policy
 - o Endowment Policy
 - o Named Recognition Policy
 - o Planned Gift Policy
 - o Restricted Gifts Policy
 - o Application and Acceptance of Membership Policy
- Review of Board Operating Guidelines and updated Board Calendar;
- Review and discuss Committee performance evaluation; and
- Review and discuss future composition of Governance Committee.

The Governance Committee revised, created, and approved several policies for the improvement of the Society's governance. Due to the success and intensity of previous years' work, this allowed the Committee members to focus on creating required policies and updating current ones to align with the Bylaw changes. Much of the Committee's work this past year was focused on the relevant Terms of Reference for the Regional Councils. With valuable feedback from the Regional Councils, the Committee completed substantial revisions to the RC Terms of Reference for the Council, Chair, and Vice-Chair, improving clarity of the important role that RCs play in the BC SPCA governance process. Regional Councils are the sustainable representatives of each region and the communities within the four regions.

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

BUDGET CONSIDERATIONS:

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

STRATEGIC PLAN CONSIDERATIONS:

The Governance Committee worked on aligning policies with the direction of our 2024-2029 Strategic Plan. The Committee is continuously engaged in evaluating and enhancing 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 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
Meeting Date:	March 29, 2025, 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 2024-2025 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
- Mark Montemurro, BC SPCA Chair
- Victoria Brydon, Director
- Erin Egeland, Director
- Lisa Coltart, Director
- Rendal Tschritter, (non-Director)
- Luigi Di Sessa, (non-Director)

Staff Members:

- Craig Daniell, CEO
- Emily Thorner, CFO/CTO
- Sabine Rouques, 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.
- 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 2024 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 the quarterly and year-end financial statements.
- 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 cashflow forecasts.
- Review of investment manager, policy and performance.
- Review of the risk management plan.
- Review of reserve funds and allocations.
- Review of capital project budgets.
- Review of financial policies and procedures.
- Review presentations on information systems and cyber security measures.
- Review of the annual insurance renewal.
- 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.

The audited financial statements of the Society for the year ended September 30, 2024 will be made available on the Society's website under "Reports".

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:	Cheryl Pelletier, Committee Chair
Meeting Date:	March 29, 2025, 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 2024-2025 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:

- Cheryl Pelletier, Committee Chair
- Mark Montemurro, BC SPCA Chair
- Rochelle Stevenson, BC SPCA Vice-Chair
- Victoria Brydon, BC SPCA Past Chair
- Catherine Ruby, BC SPCA Treasure
- Lisa Fuller, non-Director

Staff support is provided by the Chief Executive Officer, 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 revised terms of reference which recognizes the activities of the committee.
- Reviewed and recommended the Board approve revised Policies for: Equity, Diversity & Inclusion; Respectful Workplace; Social Media; and Privacy.
- Reviewed and recommended the Board approve the revised: CEO Evaluation Survey; Board Evaluation Survey; Board Peer Survey; Board Director Self-Evaluation Survey; and Board Committee Evaluation Survey, and carried out these evaluation processes.
- Reviewed the Board and Committee succession and long-term composition plans.

DUTIES AND RESPONSIBILITIES (continued from previous page)

- Recommended the Board approve the appointment of the HRC Sub-Committee to interview Board Director candidates and recommend the Board approve the appointment of two new Board Directors for the 2025-2026 term. Also recommended the re-appointment of a current sitting Director to fill the third vacancy for the term.
- Reviewed the progress made by the CEO in achieving their 2024 SMART goals mid-year and end of year. Provided input into the design and development of the CEO's 2025 SMART goals.
- Commenced longer term work on CEO succession plan including CEO Success Profile review.

BUDGET CONSIDERATIONS:

Costs associated with the Human Resources Committee's activities were budgeted as part of the Governance budget for 2024.

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,
Cheryl Pelletier, Chair
Human Resources Committee