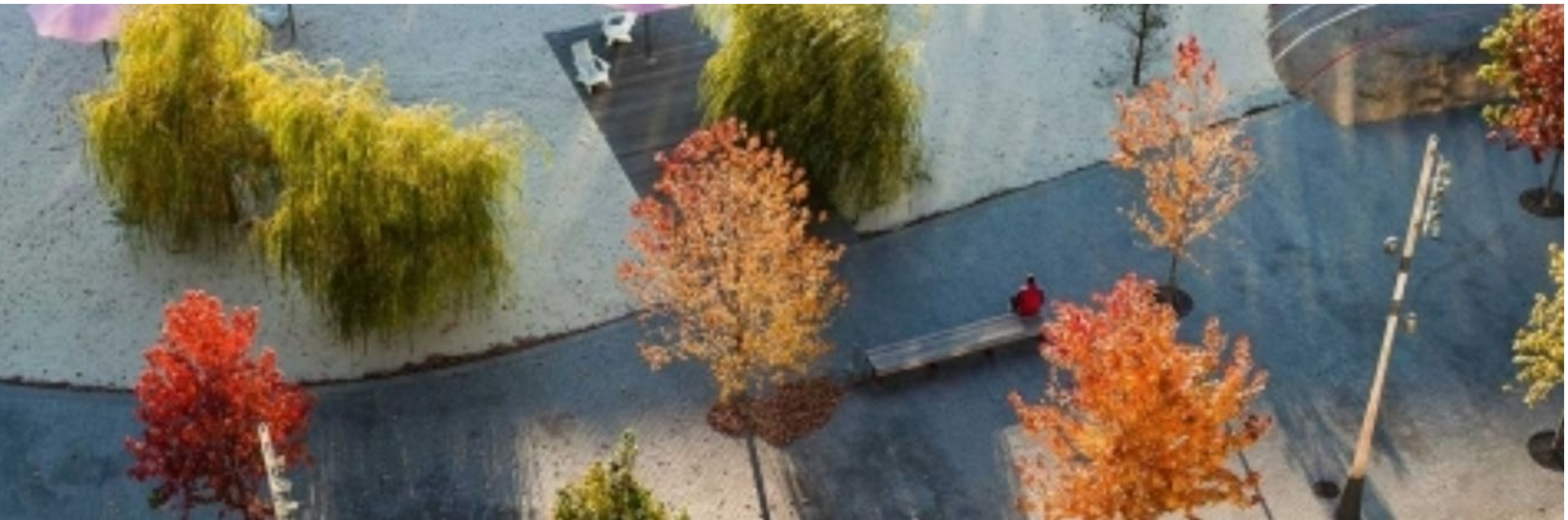


# LANDSCAPE ARCHITECTURE CANADA FOUNDATION

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## BOARD OF DIRECTORS MANUAL



Approval Date by Board: October 16, 2017. Revised December 1, 2025.



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## 1.0 PURPOSE AND INTRODUCTION

The purpose of the LACF Board Manual is to assist in effective performance by board directors, furthering governance capacity and providing the foundation for LACF. The manual comprises key documents, policies and procedures of the organization to help board directors understand the functioning of the Board and the LACF. It is also intended to help new members of the Board to have a better appreciation of their roles and tasks on the Board.

The LACF is incorporated under Corporations Canada, under the Canada Not for Profit Act, which identifies certain requirements that must be included in the bylaws. The Act takes precedence over governance procedures and the bylaw takes precedence over policy. The manual and the governance documents enclosed is a cumulative effort of several members of successive boards and remains a living document, meant to be updated as LACF grows and seeks to move in new directions. New board directors are encouraged to consult with the Governance Committee should questions arise about Board governance matters.

## 2.0 ABOUT LACF

LACF is a national charitable organization established in 1988 by members of the Canadian Society of Landscape Architects (CSLA) to support and promote the ideals commonly expressed through the profession of landscape architecture.<sup>1</sup>

The LACF website is [www.lacf.ca](http://www.lacf.ca).

### 2.1 LACF Vision and Mission

*LACF's vision: LACF believes in the power of landscapes to transform our common future.*

*LACF's mission: LACF invests in research, communication and scholarship that advances our collective capacity to shape resilient, equitable and meaningful landscapes for all.*

Since its inception, LACF has raised funds for well over 100 grants, scholarships and special initiatives including habitat guidelines, historic landscapes research, oral histories, professional education programs, design research, conference proceedings, book publications, and trending communication projects. LACF's website maintains a portfolio of these rich and diverse initiatives.

### 2.2 History of the LACF

Don Graham was a founding force in establishing the predecessor to the Landscape Architecture Canada Foundation (LACF) in the late 1970's. In 1987, the Foundation was reorganized under the new name through the efforts of Don Graham and further developed by a task force chaired by Cecelia Paine. Task force members included Glenn Harrington, Cameron Man, Jim Taylor and Doug Paterson. The task force developed guidance for LACF goals, activities and organization. An interim board included Don Graham, President; Brad Johnson, Vice President; Jim Taylor, Secretary; Don Pettit, Treasurer; and board directors Vincent Asselin, Alex Budrevics, Ed Fife, Robert Gibbs, Peter Jacobs, Cecelia Paine and Doug Paterson.

It was determined by task force members that the Foundation be created not to advance the landscape architecture profession per se, rather to advance the values on which the landscape architecture profession is based. The objectives and mission established for LACF were to receive, manage and disburse funds in support of research, communication and scholarship that advances the ideals expressed through the profession of landscape architecture.

The report of the task force was presented to the CSLA Board of Governors at their annual meeting in Halifax in August, 1987 (LACF Task Force Status Report, August 1987). Recommendations from the report were approved by the CSLA board and the first meeting under the new structure was held on July 7, 1988, in Winnipeg. The interim board stepped down and a new board was elected, including Vincent Asselin, Don Graham, Peter Klynstra, Macklin Hancock, Len Novak, Cecelia Paine and Jim Taylor. The board elected the following officers: Jim Taylor, President; Vincent Asselin, Vice President; and Cecelia Paine, Secretary.

Initial activities included developing a graphic image for promotional materials and launching a fund-raising program. Doug Paterson, President of the College of Fellows, proposed a “Campaign of Fellows” be established to assist in fund-raising. It was suggested that a goal of \$50,000 be raised during the first five years from the College and a total of \$250,000 from all sources.

A grants policy was developed by the board, and the first grants were awarded in 1990, with Cecelia Paine serving as Grants Chair. Financial stability of the Foundation was due to the long-time service of Gunter Schoch as Treasurer. Jim Taylor served as president of the Foundation from 1988 to 2006.

The annual Campaign of Fellows has been a major source of funding for the Foundation. LACF also benefited from a significant bequest by the Francis Blue Estate in the 1990s.

*Compiled by Jim Taylor and Cecelia Paine  
May 2, 2018*

## 3.0 CORPORATE STRUCTURE

### 3.1 Registration and Continuance

LACF is a Canadian Revenue Agency Registered Charity also registered with Corporations Canada under the *Canada Not-for-profit Act*. Obligations for Board directors under that act are in Appendix 1.

The Treasurer reports annually to Corporations Canada.

### 3.2 Governing Documents

#### 3.2.1 Bylaws

LACF by-laws are registered with Corporations Canada and need to be re-registered with them if there are changes.

By-laws are to be reviewed annually by the Governance Committee who recommend changes to the Board. The Board approves any By-law changes prior to bringing them forward to the members for AMM for approval. Members must receive notification of by-law changes 60 days prior to their consideration for approval.

Board directors may make recommendations to the Governance Committee for changes at any time. By-laws need to be in keeping with Federal legislation, and re-registration with Canada Revenue Agency and Industry Canada is required if changes are made. [Click here to read the LACF Bylaws](#)

#### 3.2.2 Strategic Plan

The LACF has approved a series of strategic plans throughout its history. The most recent Strategic Plan is available on the LACF website. Our Strategic Plans are usually updated on a three-year cycle.

#### 3.2.3 Business Continuity Plan

The LACF Executive Director maintains copies of the business continuity plan, in place should there be a business interruption within the LACF. The purpose of this business continuity plan is to prepare the LACF in the event of extended service outages caused by factors beyond its control (e.g., natural disasters), and to restore services to the widest extent possible in a minimum time frame. The plan identifies vulnerabilities and recommends necessary measures to prevent extended service outages. It is a plan that encompasses all LACF system sites and operations facilities. NOTE: Because of its confidential nature, this document is not available online, and only available to the Executive Committee and staff.

#### 3.2.4 Annual Report

The LACF is obliged, by law, to submit a yearly annual report detailing its activities and including financial statements.

### **3.2.5 Committee Manual**

The LACF Committee Manual sets out the role and function of committees, work groups and task forces.

### **3.2.6 Policy Manual**

The LACF Policy Manual sets out the guidelines by which the LACF will operate.

### **3.2.7 Budget**

Prepared by the Finance Committee annually, the budget is presented to the Board for approval in the Fall.

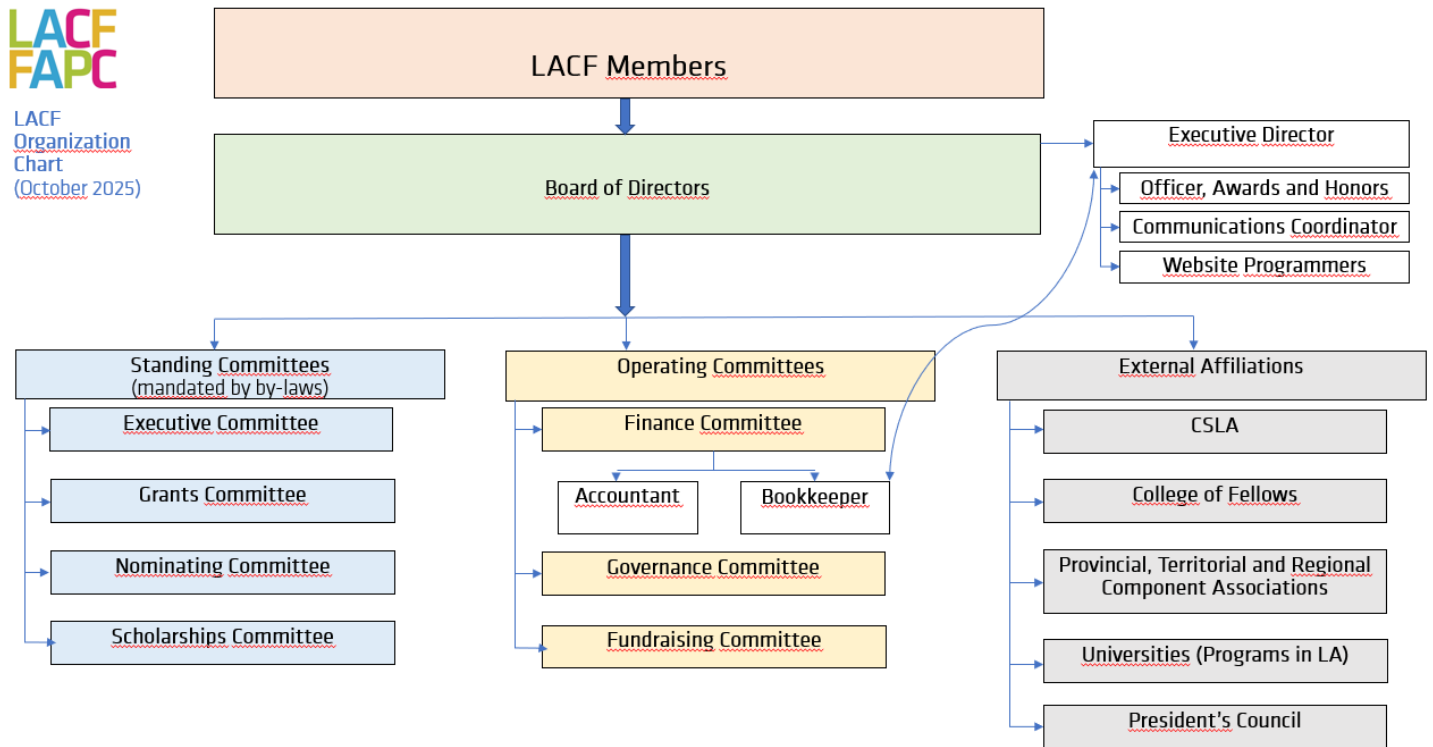
## **3.3 Membership and Annual Members Meetings**

Members are all individuals who have donated a minimum amount (currently \$100) in the calendar year preceding the Annual Member Meeting and are interested in furthering the purposes of LACF. A firm or other organization who donates the minimum amount may designate an individual to represent it as a member. There is only one class of membership.

The Annual Members Meeting (AMM) is held by videoconference in the Spring, or, optionally, during the CSLA Congress. LACF by-laws cover the rules of notice of nominees for election, the notice of meeting, and quorum.

Voting for board directors is the only official responsibility of the Members to occur at each Annual Members Meeting. An annual report, including a report on grants, scholarships, and finance, is presented to the membership at the AMM. If presented, members vote on by-law changes.

### 3.4 Organizational Chart



### 3.5 Relationship with the CSLA

LACF is a stand-alone charitable organization operating under its own by-laws. However, we have close ties with the CSLA, and the College of Fellows.

A letter of understanding was approved by both Boards in January 2018. The letter of understanding is to be implemented through the Executive Director of CSLA and the LACF Executive Committee. The primary liaison with CSLA is currently through the President and the Executive Director.

In addition, as of January 2020, a management agreement between the CSLA and LACF was put in place to provide Executive Director, Awards and Communications Support to LACF.



## 4.0 BOARD OF DIRECTOR PROCESSES

### 4.1 Board Structure

#### Board of Directors, Executive Committee and Staff

For current Board, Executive Committee and Staff listing, visit: <https://lacf.ca/about-lacf/meet-lacf-board>

The structure and mandate of LACF are defined by the legislation under which it is incorporated, the letters patent, the by-laws, and any governance policies enacted under the authority of the by-laws.

The Board of Directors is comprised of at least twelve (12) members including four (4) officers and at least eight (8) other Directors. Officers must also be Directors.

Term of office for all Directors is approximately three (3) years. To ensure Board continuity, terms are staggered resulting in election of approximately one-third of the Directors per year. Directors may serve up to three consecutive terms, if re-elected.

### 4.2 Role of the Board

The Board's job is to govern the affairs of the Foundation within the framework of relevant legislation and standards. The Board of Directors, representative of the Foundation's membership, is given the legal corporate authority and responsibility for the achievement of the organization's mission, for its stability and for provision of systematic linkage with other organizations engaged in the pursuit of similar objectives, and the community at large. It is responsible for ensuring that it has adequate information to monitor performance of the Foundation.

The provisions in the by-laws allow for up to thirty (30) directors on the Board. To date, the Board maintains 12-16 members.

The Board is responsible to the membership who provides donations contributing to the operation of the Foundation. The Board is also accountable, in a more general sense, to exercise good stewardship of the Foundation on behalf of the trust placed in it by its members, public, volunteers and other stakeholders. Individual members of the Board are elected and/or appointed under the authority of the by-laws and are responsible to the members of the Foundation who elect or appoint them. However, they have no authority to act or give direction individually other than in such a manner as is approved in policy or by resolution of the Board. The Board may delegate authority to an individual Director or officer or member of a committee; however the Board retains ultimate responsibility and accountability.

The Board will account to the membership and stakeholders through annual and periodic reports on the activities and finances of the Foundation, annual financial statements, providing access to minutes of the Board meetings if requested (except in-camera portions) and generally operating in an open and transparent manner.

#### Major duties of the Board:

- Oversee development and approval of a strategic plan.
- Approve annual budgets and operating plans.
- Define and / or safeguard the organizational mission, the values framework and operating principles within which it expects the Foundation to be administered and to review these periodically.
- Govern and administer the Foundation through broad policies and planning objectives approved by the Board and review these periodically.
- Seek and secure sufficient resources for the Foundation to finance its programs adequately.
- Report to the membership and stakeholders regarding programs of the Foundation and expenditures of funds.
- Regularly review the Foundation's service to ensure it is consistent with the purpose of the Foundation and that its programs are effective and relevant.
- Represent the Foundation and its programs to other foundations, professional bodies and the public.

### **4.3 Board Meetings**

The Board strives to meet once a year face-to-face, and quarterly via conference call. An annual calendar of meetings is set up at or near the face-to-face meeting.

If the quarterly calls need to be changed, or if additional meetings are deemed necessary, the Board President, with input from the Board as necessary, will set dates. In addition, Board meetings may be called by the Vice-President or any two (2) Directors at any time, or by the President on direction in writing by three (3) Board directors.

Notice should be delivered not less than twenty-one (21) days prior to a meeting. E-mail meetings are held if time is of the essence for a Board decision.

"In-camera" meetings when dealing with confidential matters will be identified on the agenda.

Discussions at meetings of the Board will be confined to those issues that clearly fall within the Board's authority according to its policies. Board deliberation at meetings will be timely, fair, orderly, thorough, and efficient.

The face-to-face meeting is generally scheduled in conjunction on location and during CSLA's annual Congress. This may be held in conjunction with the LACF's Annual Members' Meeting or on a different day, at the discretion of the Board.

Carrying out the work of the Board of Directors effectively requires a commitment to attend Board meetings. Expectations regarding Board Meetings include:

- Notice: If the Board Director is unable to attend a meeting, the member should inform the Executive Director in advance.
- Preparation: All members should review meeting materials, prepare themselves for discussions, and comments in advance. If unable to attend the meeting, give comments on materials to the President so he/she can present the ideas at the meeting.

- Follow-up: Draft Board minutes are circulated approximately ten (10) days after the meeting, for review and follow-up on action items as required. Minutes are approved at the next board meeting. A record of motions is posted to the website.

[Click here to read the LACF Board Record of Motions](#)

## 4.4 Board Decision Making

A quorum is required for the transaction of any business of the Foundation. By policy, quorum for Board meetings is two-thirds of the directors (being present in person or electronically). Decisions of the Board are made as a group at board meetings at which a quorum of the Board is present. Decisions will ideally be made through a consensus development process leading to a formal vote to record the decision. This process is intended to encourage full discussion and development of a decision that all or at least the largest possible majority of board directors can support, prior to a vote. Where disagreements continue to exist, dissenting members may request that their objections be recorded in the minutes. A favourable vote of the majority of the members present, regardless of abstentions, is required for approval.

Directors have the right to discuss questions before the Board and make their decisions in an uninhibited atmosphere. Directors will welcome and respect the diverse views of their colleagues, maintain confidentiality as required and support Board decisions.

The following may be considered in-camera upon an approved motion of the Board:

- Personal matters about an identifiable individual.
- Litigation or potential litigation.
- Receiving advice that is subject to solicitor-client privilege.
- Matters falling under the *Municipal Freedom of Information and Protection of Privacy Act*.
- Matters of personal conflict between members of the Board.
- Any other matters which, the public discussion thereof, the Board, by a two-thirds (2/3) majority vote, determines would be prejudicial to the interests of the Foundation or its members.

### 4.4.1 Procedure for Email Board Decisions

The LACF Board meets four times per year. Business sometimes needs to be conducted between these meetings. This can be done through the Executive Committee, but the email decision protocol outlines how to proceed when it is desirable to have the full Board involved in a decision when time is of the essence.

This procedure applies to all decisions circulated by email, i.e., without a conference call or video call.

Procedure:

- Each Director shall provide a private email address to the Executive Director (where LACF confidentiality can be maintained).
- When a decision is required by email, the Chair, via the Executive Director, will circulate the motion and its supporting documents to the Board by email indicating the name of the mover of the motion. A deadline for responses will also be set.
- Directors must reply-all to the email by noting Yes, No, or Abstain. The first Director to respond Yes will be considered the seconder of the motion.
- Once a majority of responses is received, the decision will be called and confirmed by the Chair via the Executive Director.
- Records of the Email Meeting shall be filed as for regular meetings by the LACF Executive Director and approved at the following Board meeting.

Note that a secret ballot may not be requested for an email vote.

## 4.5 Director Responsibilities

Each Board director is expected to become an active participant in a body that functions effectively as a whole. In addition to assisting in the exercise of the major duties of the Board, members are responsible to exercise due diligence in the performance of their duties. They are responsible to:

- Be informed of the articles of incorporation and legislation under which the Foundation exists, its by-laws, mission, values, and policies as they pertain to the duties of a Board director. New board directors should read the by-laws and review the content of the website soon after being elected to the Board.
- Keep generally informed about the activities of the Foundation, and general trends in the profession.
- Attend Board meetings (see below “Attendance” regarding missed meetings).
- Serve on Board committees and task forces, and contribute from personal, professional and life experience to the work of the Board.
- Exercise the same degree of care, diligence and skill that a reasonably prudent person would show in comparable circumstances.
- Offer personal perspectives and opinions on issues that are the subject of Board discussion and decisions.
- Voice, clearly and explicitly at the time a decision is being taken, any opposition to a decision being considered by the Board.
- Maintain solidarity with fellow directors in support of a decision that has been made in good faith in a legally constituted meeting, by directors in reasonably full possession of the facts.
- Ask directors to review a decision, if there is reasonable ground to believe that the Board has acted without full information or in a manner inconsistent with its fiduciary obligations, and, if still not satisfied after such review, ask that the matter be placed before the membership.

- Know and respect the distinction in the roles of the Board consistent with the principles underlying the policies of the Foundation.
- Exercise vigilance for and declare any apparent or real personal conflict of interest in accordance with the Foundation's bylaws and policies.

#### 4.5.1 Code of Conduct

The LACF expects all members of the Board and the Executive Director (Directors and Officers) to adhere to a high standard of professional and business ethics in the pursuit of their duties for LACF. Each Director and Officer must work to promote trust and confidence in LACF's activities.

It is difficult to codify all elements that Directors and Officers should observe to meet the necessary level of conduct. It is the general expectation that Directors and Officers will seek to do what is right for the protection of LACF, to respect the values of LACF, and to behave in a manner that reflects sound business conduct and ethical standards becoming to the integrity, image, and good reputation of LACF.

The code of conduct applies to each Director and Officer throughout their tenure with LACF.

#### Expectations

Duties and Standards of Conduct: Directors and Officers must always act honestly, in good faith, and in a manner which will enhance the image of and be in the best interests of LACF. Directors' performance is expected to reflect care, diligence, and skill required for the effective governance of LACF.

Observing and Respecting Policies and Laws: Directors are required to be aware of the laws and regulations relating to the business and responsibilities of LACF, and specifically for the areas in which Directors have responsibility. LACF expects no Director to enter into any transaction or perform any task that could reasonably be considered legally suspect. Directors and Officers are also expected to keep informed of the bylaws and policies of LACF and abide by them.

Safeguarding Assets and Confidentiality of Information: Directors and Officers are responsible to protect and safeguard the assets of LACF. This includes tangible assets as well as information of members, employees and LACF. All information relating to LACF, its members, its personnel, and to other businesses or individuals that Directors and Officers receive or have access to in the course of their work is to be treated as confidential. Such information shall not be used for any purpose other than that for which it was obtained. Directors and Officers may only disclose confidential information to external third parties when use or disclosure is authorized or required by an enactment or in court proceedings. Any other external disclosure of confidential information requires the prior approval of the President. This confidentiality provision continues to apply to all information gained while a director or Officer of LACF even after the person is no longer a Director or an employee.

Undue Advantage: LACF Directors and Officers must not:

- Attempt to influence LACF policies or decisions so as to gain personal or business advantage for themselves or a related party (family members, business partners);
- Use confidential information for personal or business advantage for themselves or a related party;

- Use their position with LACF to attempt to gain personal benefits or to confer benefits upon other persons or businesses with whom or with which they have common personal or business interests.

## **Gifts and Entertainment**

Where acceptance, directly or through a third party of gifts, entertainment or favours from members or suppliers, potential members or suppliers or other persons with whom LACF has dealings, can place Directors and Officers in a compromising position, Directors, Officers and their immediate families must not seek or accept such gifts. Directors are to use discretion in deciding whether acceptance is the business “norm”.

Directors and Officers cannot accept a gift, hospitality, or favour, offered to them knowing their affiliation with LACF if it:

- Is of a form or nature where an impartial observer and/or a member would interpret it to be an improper incentive or bribe;
- Places the Director under an actual or implied obligation;
- Has a value equivalent to or greater than \$100; and/or
- Is in the form of cash or its equivalent.

## **Reporting Responsibilities and Consultation**

Directors and Officers are required to report to the Board Chair any action, deed, or transaction, past, present or proposed, conducted either by themselves or another Director and/or Officer of which they are aware and which appears to violate the terms of this code of conduct. The President will report such matters to the Executive Committee of the Board.

This policy is not intended to address all aspects of the conduct and behaviours required of LACF Directors and Officers. Where a director or Officer encounters any situations where they are uncertain about the correct actions to follow, they may consult with the President.

## **Cooperating with Investigations**

Directors are expected to comply promptly with any request from an auditor or agent acting in an official legal position or with authority of the Board and to provide full disclosure of any situation under review and/or investigation. To verify that the investigation is valid, Directors are invited to contact the President.

## **Certification of Awareness and Adherence**

At the time of taking office as a director or Officer and annually thereafter, Directors and Officers will be asked to review this policy and to confirm that they have received a copy, have read it, understand it and sought additional information if required to assist their understanding of it.

#### 4.5.2 Attendance

The by-laws state “Board directors who miss three (3) meetings consecutively shall be automatically removed from the Board.” The Board should do whatever possible to ensure that they are never in the position where a member has three consecutive absences. Board directors must inform the Executive Director and President if they are unable to attend a meeting. With notice, they will be marked as “regrets”. Without notice, they will be marked as “absent” and recorded as having missed a meeting. After two consecutive regrets or absences the Executive Director will point this out to the Board; the Board will discuss who will contact the absent member regarding their motivation and/or capacity to stay on. Inability to make meetings affects quorum, and the effectiveness of the Board. However, there can be good reasons for wishing to retain a Board director who gives regrets for multiple meetings.

See Appendix 1 Duties of Directors, the *Canada Not-For-Profit Corporation Act*.

Note that LACF by-laws do not require Board directors to be members of LACF. However, as a courtesy, Board directors are encouraged to contribute the minimum amount (currently \$100) to the Foundation annually to become members. As LACF functions on donations, board directors are further encouraged to show leadership in giving when possible. That said, Board directors contribute in many ways other than financially, so donations are not a requirement of being a Board director.

#### 4.6 Officers

The officers of the Foundation shall be a President, Vice-President, Past President, and Treasurer and such other officers as the Board may determine.

Officers shall be elected by the Directors of the Board and shall hold office for three (3) years or until their successors are elected. Officers shall be subject to removal by resolution of the Board of Directors at any time. More than one office may be held by the same person.

Officers of the Foundation are in the service of the Board. Individual officers may not act in place of the Board except when acting together as an Executive Committee in accordance with the by-laws and policies. Officers sign all by-laws and other such documents requiring the signatures of officers of the Foundation. The President, as Chief Executive Officer, will normally act as public and media spokesperson for the Board and Foundation.

For further descriptions, refer to the by-laws at [LACF.ca](http://LACF.ca). link by clicking here

## 4.7 Board Policies and Procedures

The Board develops a variety of policies and procedures to guide the work of the Foundation. Four basic levels are:

- Memoranda of Understanding  
Letters of Understanding or Memoranda of Understanding are between LACF and other groups. They are to guide both parties in their actions. A template for developing MOUs/agreements for scholarships was developed in 2019. MOUs must be approved by the LACF Board.
- Policies  
Policies guide the operations of LACF regarding internal matters. They must be approved by the LACF Board. A template for policies was developed and approved in 2018. The process of adapting policies to the new format is ongoing.
- Procedures  
Procedures guide the work of a committee. They are approved by the associated committee, and any parties as appropriate; they are generally not brought to the Board for approval. Currently procedures are often included with their overarching policy.
- Frameworks  
Frameworks are developed for various committees (e.g., scholarship framework) as guides to the committee work. They are often precursors to more detailed policies.

## 4.8 Committees

Committees are the engines of work done by LACF. They are subsets of the Board with specific tasks. There are three types:

- Standing Committees are those required under our by-laws. LACF maintains four (4) Standing Committees: Executive Committee, Nominating Committee, Grants Committee and Scholarship Committee, mandated to deal with responsibilities that are outlined in the by-laws of the Foundation.
- Operating Committees are those required for our ongoing operations, even if they are not required under our by-laws. For example, the finance committee needs to work on an ongoing basis, not from time-to-time. Operating Committees are established by the Board President, subject to approval by the Board. They are generally mandated to deal with operational and/or management matters on an as required basis.
- Task Forces are for specific tasks that are either put in place to make a decision or are required for other time-related work. Task Forces are established by the Board and regularly report on their activities to the Board. They are chaired by a Board director and comprised of members of the Board and external members as necessary. These task forces have a limited time horizon and a defined sunset clause in



their mandate. They are mandated to examine and develop recommendations on Board policy matters and are required to provide written reports at each Board meeting until their task is completed.

Membership on at least one committee or task force is expected of Board directors.

## **4.9 Liaisons/Cross appointments**

### **President's Council**

The president of LACF becomes a member of the President's Council of ASLA, CELA, CLARB, LAAB, IAAC, LAF AND LACF. The Executive Director represents the LACF at the quarterly Presidents' Council CEO meetings.

### **Leadership Group**

The President of LACF becomes a member of the Leadership Group, organized by CSLA and comprised of the CSLA Board of Directors, component presidents, chairs of CSLA Committees and the LACF President. Meetings are held quarterly.

## **4.10 Staff**

Currently LACF operates with the support of an Executive Director, an Officer, Awards and Honors, and a Communications Coordinator via a management agreement with the CSLA. Additional financial assistance is done on contract.

### *The Role of the Executive Director*

The Executive Director shall act according to the terms of the Management Agreement with CSLA. The position shall ensure that all administration and secretarial functions are performed for the Board and Executive Committee, and that records are kept of all proceedings and transactions. The Executive Director is the custodian of the corporate seal and of all official books, papers, records, documents and correspondence of the LACF. The Executive Director assumes the office and the responsibilities of Secretary of the Board. The Executive Director shall hold office as is outlined in the contract and as the Board of Directors requires. The Executive Director will represent the LACF on operational issues and act as spokesperson as directed by the Board. The Executive Director shall supervise contractors and staff.

## **4.11 Internal and External Communications**

The LACF Staff are responsible for developing and maintaining the LACF website and overall communications via the LACF Communications Strategy.

### **LACF Logo**

The LACF logo is downloadable from the website.

## Videoconference and Teleconference Services

The LACF offers both teleconference and videoconference services to Board directors. To use these services, please contact the Executive Director or the Communications Coordinator, who schedule and monitor the use. The expenses for these services are monitored by the Executive Director and budgeted for accordingly.

### 4.12 Dealing with Conflict of Interest

Conflicts may be declared at the Board meeting, or ahead of the Board meeting, in writing, to the Executive Director.

Members of the Board of Directors shall always act in the best interests of the LACF rather than interests or constituencies. This means setting aside personal self-interest and performing their duties in transaction of the affairs of the LACF in such a manner that promotes public confidence and trust in the integrity, objectivity, and impartiality of the Board.

Members of the Board shall serve without remuneration. No director shall directly or indirectly receive any profit from his/her position. The pecuniary interests of immediate family members or close personal or business associates of a director are considered to also be the pecuniary interests of the director. Board directors are in a “conflict of interest” whenever they themselves, or members of their family, business partners or close personal associates, may personally benefit either directly or indirectly, financially, or otherwise, from their position on the Board.

A conflict of interest may be “real”, “potential” or “perceived”; the same duty to disclose applies to each. Full disclosure does not remove a conflict of interest.

#### Principles for Dealing with Conflict of Interest:

- The Board directors must openly disclose a potential, real or perceived conflict of interest as soon as the issue arises and before the board or its committees deal with the matter at issue.
- If the Board directors is not certain he/she is in a conflict-of-interest position, the matter may be brought before the President, Executive Committee or Board for advice and guidance.
- If there is any question or doubt about the existence of a real or perceived conflict, the Board will determine by vote if a conflict exists. The person potentially in conflict shall be absent from the discussion and vote.
- It is the responsibility of other Board directors who are aware of a real, potential, or perceived conflict of interest on the part of a fellow Board director to raise the issue for clarification, first with the Board director and, if still unresolved, with the Board President.
- The Board director must abstain from participation in any discussion on the matter, shall not attempt to personally influence the outcome, shall refrain from voting on the matter and unless otherwise decided by the Board, must leave the meeting room for the duration of any such discussion or vote.
- The disclosure and decision as to whether a conflict exists shall be duly recorded in the minutes of the meeting. The time the person left and returned to the meeting shall also be recorded.

**Resolving conflict of interest disputes:**

- The Executive Committee, in a meeting duly called for the purpose, shall review any complaints that a director has violated any provision of the LACF's Bylaws and policies
- The Executive Committee shall similarly review disputes between members of the Board that interfere with the ability of the Board to carry on its business.
- Allegations of illegal activity shall be immediately referred to police or other appropriate authorities for investigation. Any director against whom such allegations are made shall take a leave of absence from the Board pending completion of the investigation.
- The review of such complaints or disputes shall include an opportunity for the members concerned to present their positions. Executive Committee members who originate or are the subject of such complaints or disputes must declare their conflict and absent themselves from such meetings.
- Every attempt should be made to resolve such matters expeditiously and fairly.
- The recommendations regarding resolution of such matters shall be brought to the Board for approval.
- The ruling of the Board shall be final. Should the member refuse to abide by the ruling the Board may table the matter pending determination of disciplinary action. Such action may include formal or informal censure by the President or the board, suspension, or a request for the member's resignation.

**4.13 Responsibilities of the Outgoing Board Directors**

LACF Members leaving the Board are expected to:

- Provide orientation to the incoming representative or replacement chair (if the board director was chairing a committee)
- Remit all Board documents to the Executive Director (these exclude public documents, such as the annual report and strategic plan)

## 5.0 STRATEGIC PLAN

LACF develops and follows a Strategic Plan, usually on a **three-year** cycle.

The Strategic Plan has replaced the former 'goals' of the LACF.

[Click here to learn more about the LACF Strategic Plan](#)

## 6.0 FUNDRAISING

### 6.1 Fundraising Strategy

The Board approved a Fundraising Strategy for the Fundraising Committee in December 2020.

### 6.2 Fundraising Activities

A summary of current fundraising activities follows:

- Annual College of Fellows Fundraising Campaign  
Fundraising was historically done primarily through an annual request to the CSLA College of Fellows campaign. This ask remains annual and is often related to a holiday giving campaign.
- Annual Congress Fundraising  
Fundraising through CSLA has taken various forms at Congress, such as pledge cards, silent auctions and reverse auctions, or special events.
- Corporate Fundraising  
The fundraising committee began focussing on corporate donations in 2017. The first fruition of work is that Maglin donated \$10,000 to LACF at the CSLA Gala and Reverse Auction in Montréal October 2017. Beginning in 2019, corporate fundraising has accelerated to include four levels of corporate donor recognition (the highest, platinum, level at \$25,000 annually). Long-term yearly contributions by donors are being encouraged.
- School Fundraising  
Fundraising champions formed funds for each accredited program starting in 2015, with the goal to complete endowments for current accredited programs by the end of 2018. In that time, University of Calgary was added as an additional accredited program. By the end of 2018, all but U of C and the Ontario programs were fully endowed.
- Special Event Campaigns  
Members and the fundraising committee look for other opportunities to raise funds for LACF, such as special events or targeted social media campaigns.

## 7.0 PROGRAMS

### 7.1 Grants

The provision of research grants has been the basis of LACF from its inception. The LACF Grants Jury oversees the submission, review, granting, and reporting on grants to professionals and students annually. The jury currently oversees four forms of funding:

- Grants to professionals
- Grants to students
- Directed Grants
- Special Project Grants
- Fellowships

[Click here for more information on the grants](#)

Grants normally have no set requirements (i.e., no research agenda set by LACF) and are evaluated according to a set list of criteria established by the Grants Committee. Directed grants have established criteria set by the grant's initiators that go beyond the general requirements for grants. Topic specific grants, available to both students and professionals, may be established by components or external partners.

To date, intake of proposals for grants is done in the fall of each year. The jury reviews and makes recommendations to the Grants committee chair in December. Applicants are given notice of their award, if any, in January. Their work is to be completed by December 15<sup>th</sup> of the same year.

From time-to-time, the Board may approve the award of a special grant. The Grants Committee reviews such requests and makes a recommendation to the Board. Special grants are rarely awarded. Examples of special grants have been to support Landscapes/Paysages; various for Ron Williams' book; the Vienna Biennale 2016; and Claude Cormier's *Serious Fun*. The procedure for special grant approval is covered in the Special Grants Policy. A fund specifically for special grants is established in the annual budget.

#### **Robert N. Allsopp Urban Design Fellowship**

The Robert N. Allsopp Urban Design Fellowship is intended to provide a practicing mid-career landscape architect, whose work and exploratory interests are in urban design, with funds for research or pursuing a specific area of inquiry over a five-to-six-month 'sabbatical'. The Fellowship will provide support for urban design research which elevates the art, science, and practice of landscape architecture, contributes to the knowledge base of the profession and is beyond the scope of the projects in their office or practice.

The objective of the Fellowship is to provide an equal opportunity for research, gaining new perspectives, and "re-charging the battery" - something that is usually afforded to tenured university academics. Such an opportunity is rarely available to busy professional practitioners. The everyday responsibilities and pressures of practice are normally too onerous to allow for stepping-away to pursue research or follow a line of enquiry that is 'non-billable'.

## Frances Blue Collection

In commemoration of Frances Blue's generous bequest to the Landscape Architecture Canada Foundation, LACF contributes annually to the Centre for Canadian Landscape architecture Archives at the University of Guelph.

Centre for Canadian Landscape Architecture Archives: For many years, the Library has supported the University's program in landscape architecture with archival and special collections materials. In 1998, a new project known as the Centre for Canadian Landscape Architecture Archives was established to enable access to Guelph's resources. By providing the profession and the broader public community with historical resources, ideas, and information not available from any other source, this project aimed to make the work of such great Canadians as the Dunington-Grubbs, the Stenssons, Lois Lister, George Tanaka, Macklin Hancock, Roger du Toit Architects and many others known via the web.

In 2007 the Frances McLeod Blue Collection was established for two purposes. First, it contains her personal records, i.e. her photographs, glass slides, drawings, watercolours, school projects, and gardening books. Second, historical records in smaller collections pertaining to the development of landscape architecture in Canada in the pre-1975 period help to expand our historical understanding. The Library and the Landscape Architecture Canada Foundation are partnering in the development of this important archive. Future accessions are anticipated.

Canada has a rich history in landscape design and architecture, and the University of Guelph Library has many additional resources on landscape architecture to complement its Canadian archival resources: rare books on landscape gardening before 1900, works by the English landscape designer, Humphry Repton (1752-1818), and prints of projects by Frederick Law Olmsted (1822-1903) and Associates. As the library's commitment to the Centre has increased, its holdings have become a significant national resource for historical and current resources, including the Canadian Society of Landscape Architects awards archives which was established in the library after 1987.

Guelph's archival resources can help Canadians understand the interrelationship between people and the environment in our urban and rural areas. Our holdings also provide insight into how the profession of landscape architecture has developed ideas about planning, designing and managing this complex relationship.

In 2019, LACF increased its annual grant to the University of Guelph to support the Frances Blue Collection from \$1,000 to \$2,500, for a period of five years. This fund was established to recognize the significant bequest of Frances Blue, FCSLA, to LACF. Frances Blue was the secretary of the CSLA for many years. The initiative supports acquisition of materials relevant to the period of establishment of the CSLA.

## 7.2 Scholarships

In March 2016 LACF developed a scholarship policy through a board task force. This significantly changed how LACF operates, by expanding donations beyond the grants program, and single scholarship.

Scholarships are in these general types:

National: Such as the Frederick Gage Todd or Peter-Jacobs Indigenous Scholarship

[Click here for more information on national scholarships](#)

Accredited Programs:

University/program directed scholarships are established for each accredited program, with funding through LACF. The components and university scholarship champions have assisted/are to assist with getting the scholarships endowed. Each program is responsible for nominating a suitable candidate; the Scholarship Committee then approves the candidate for award.

MOUs are not required, but encouraged, for accredited program scholarships.

Partner:

LACF encourages student-directed scholarships to be established by partners such as CSLA Component Associations (i.e., such as Peter Klynstra Memorial Scholarship; SALA scholarship (June 2016)). MOUs are required for partner scholarships.

[Click here for more information on regional scholarships](#)



## 8.0 MAINTENANCE AND APPROVAL OF THE BOARD MANUAL

This manual was originally brought to the Board at the October 16, 2017 Board meeting and approved as a working document. Updated versions of the Board Manual have been subsequently approved by the Board. The Governance Committee is responsible for yearly review of the manual. Changes to the manual are proposed to the Board annually or as deemed necessary by the Governance Committee.

## 9.0 APPENDICES

### APPENDIX 9.1: Canada Not-for Profit Act Directors Obligations

Canada Not-For-Profit Corporations Act: Articles on Duties of Directors

<http://laws.justice.gc.ca/eng/acts/C-7.75/page-15.html#docCont>  
accessed June 27, 2017

148 (1) Every director and officer of a corporation in exercising their powers and discharging their duties shall

- (a) act honestly and in good faith with a view to the best interests of the corporation; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Duty to comply

(2) Every director and officer of a corporation shall comply with

- (a) this Act and the regulations; and
- (b) the articles, the by-laws and any unanimous member agreement.

Lawfulness of articles and purpose

(3) Every director of a corporation shall verify the lawfulness of the articles and the purpose of the corporation.

No exculpation

(4) Subject to subsection 170(5), no provision in a contract, the articles, the by-laws or a resolution relieves a director or an officer from the duty to act in accordance with this Act or the regulations or relieves them from liability for a breach of this Act or the regulations.

Director – reasonable diligence

149 (1) A director is not liable under section 145 or 146, and has complied with his or her duties under subsection 148(2) and (3), if the director exercised the care, diligence and skill that a reasonably prudent person would have exercised in comparable circumstances, including reliance in good faith on

- (a) financial statements of the corporation represented to the director by an officer of the corporation or in a written report of the public accountant of the corporation fairly to reflect the financial condition of the corporation; or
- (b) a report of a person whose profession lends credibility to a statement made by that person.

Director – good faith

(2) A director has complied with his or her duties under subsection 148(1) if the director relied in good faith on

(a) financial statements of the corporation represented to the director by an officer of the corporation or in a written report of the public accountant of the corporation fairly to reflect the financial condition of the corporation; or

(b) a report of a person whose profession lends credibility to a statement made by that person