**Submit your volunteer hours please: https://www.cognitoforms.com/NSMBA1/Hours**

# BOARD OF DIRECTORS MEETING

December 16, 2025

6:45pm to 8:15pm

**Our Vision:** Trails for all, trails forever.

**Our Mission:** We are a volunteer-driven non-profit organization dedicated to caring for a sustainable trail network within the community.

***Board Members***

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**Meeting Chair:** Steve Lionais

**Meeting Secretary: Mike**

**Directors Present**: Rob, Raj, Rachid, Anjulie, Nara, Eleri, Brent, Penny

**Staff Present: Cynthia**

**Regrets: Jeff**

***Proceedings***

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Called to order at: 6:51pm

***Approval of Agenda***

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**Moved by:** Eleri

**Seconded by: Rachid**

www.nsmba.ca/board-meeting-minutes

## Agenda

Maximum 90 minutes

1. Approval of Minutes (5 mins)
2. Offline Updates (10 mins for any discussion)
3. Code of Conduct & Expectations (15 mins)
4. Election of Executive (15 mins)
5. Board Priorities (45 mins)
6. General Business -in camera (15 mins)

# A. Approval of Minutes (Max 5 minutes)

November 17, 2025 **Moved:** Nara **Seconded:** Mike

Approved minutes are available by request. The NSMBA publishes a quarterly summary.

www.nsmba.ca/board-meeting-minutes

# B. Offline Updates (Max 10 minutes)

Any updates from committees or staff that can be referenced offline should be linked here. If there's anything that needs to be discussed, please flag it under here.

A. 2026 Operation Goals have been finalized.
   a. Trail Strategy update from Cynthia
      i. Strategy aligns with the 2022–2027 Strategic Plan
      ii. Focus is thematic planning, not identification of specific trail alignments
      iii. Phase 2 includes:
         1. Community engagement
         2. Commercial operator engagement
         3. Continued First Nations engagement
      iv. Output will inform land managers on desired network characteristics and priorities
   b. Quantitative data (e.g., Trailforks, land manager data) to support advocacy where available
   c. Advocacy emphasized as consistent stewardship and professionalism, not confrontation
B. The 2026 Budget has been finalized.
   a. Fiscal year begins November 1
   b. Monthly reporting can appear volatile due to cash accounting
   c. Finance Committee to continue **quarterly reporting**
   d. Current position:
      i. Operating on target
      ii. Approximately two months of cash buffer
      iii. Strong sponsorship inflow noted late November
C. NSMBA AI Policy ready for approval
D. Executive Director Update for November

# C. Code of Conduct & Expectations (Max 15 mins)

a. Review agreementsCode of Conduct

i. Code of Conduct
    1. Confidentiality
    2. Social media conduct
    3. Speaking with one voice externally
ii. Social Media
iii. Confidentiality
iv. Declare conflicts
    1. Directors receiving compensation for trail work (Rob, Penny) declared conflicts:
        a. These directors will recuse themselves from:
            i. Compensation discussions
            ii. ED performance or employment-related decisions

b. Expectations for Directors
    i. 2 NSMBA events per year
    ii. 75% board meeting attendance requirement
    iii. Checking email/chat on a regular basis
    iv. Participate in at least one board sub-committee
    v. Solutions, not problems
    vi. Record your volunteer hours

c. Communication Channels between the Board and staff
    i. Board-to-staff communication to flow primarily through:
        1. Executive Committee
        2. Committees with defined mandates
    ii. Directors asked to avoid ad-hoc operational requests to staff

d. Role of Committees
    i. Committees clarified as strategic bodies, not operational teams

e. Prepare for meetings in advance
    i. Reminder to read the agenda and previous minutes

## D. Election of Executive Roles (Max 15 mins)

a. President, Vice President, Secretary, Treasurer
    i. Board vote for 2026
        1. President - Steve (unanimous)
        2. VP - Anjulie (unanimous)
        3. Treasurer - Raj (unanimous)
        4. Secretary - Jeff (unanimous)
    ii. Motion to appoint executive slate carried.

## E. Board Priority Planning for 2026 (Max 45 mins)

The priorities for the staff & operations team have been established for the year. The board being strategically focused, should be thinking long-term (12-24 months out) to help the organization accomplish wider strategic objectives.

a. Review of how the board operated last year. What worked well, what can be improved? Refer to the following documents to help frame some questions to consider during this exercise:
    i. Board Development Questions
        1. Have we clarified/muddled the vision/mission/values of the org?
            a. Yes, but clarified.
            b. Taking too much ownership potentially muddied situations
            c. Year-long progress/improvement
                i. Staff and ED clarification benefiial
            d. Transitioning from working to governance board parked some priorities
            e. Public perception challenged
            f. Positive shift happening to rebuild trust
            g. Staff focus to keep things clear and simple to stay focused on broader mission and task has been working (Cynthia)
                i. Extend that message to the board

h. External forces impact board conversations/decisions

2. Has turnover in board, staff and membership affected our profile and how can we improve it?
    a. Engage the community to seek desirability
    b. Who are our new membership candidates?
    c. Better job of communicating value
    d. How can we effectively communicate trail strategy
        i. It's challenging
            1. Leverage community education opportunities

ii. Board Governance Audit Questions
    1. Key Reflections
        a. Transition from working board to governance board is progressing
        b. Improved clarity between board and staff roles
        c. Trust rebuilding underway but remains a priority
        d. Communication clarity identified as a recurring challenge
    2. Governance Gaps Identified
        a. Committee mandates require updating and clarity
        b. Some governance documentation outdated or inconsistent
        c. Need for stronger motion discipline and use of Robert's Rules
        d. Signing authority, financial controls, and bylaw alignment require review
    3. Stakeholder Observations
        a. Stronger relationships with land managers
        b. Improved Indigenous engagement, acknowledged as long-term work
        c. Member trust improving but not fully restored
        d. Desire for clearer public explanation of trail planning constraints

b. What's on your mind for 2026? What would you like to see the board accomplished in

2026?

## F. General Business - in camera (Max 15 mins)

### Adjournment of Meeting at: 8:44pm

Select a meeting schedule for the upcoming year. During 2025 meetings were held on the third Tuesday of each month. The board to discuss the plans for 2026.

Next Meeting: Third Tuesday of the month (typical)