
BOARD COMPOSITION AND SUCCESSION PLANNING

1. Introduction

Effective Boards are composed of Board members having the right combination of personal attributes and relevant skills and experience.

The Minister is responsible for appointing Directors to the Board of CLBC. However, the Board Chair, with the support of the Board, plays a role in ensuring orderly succession of Board members by advising the Minister on the types of skills and experience required on the Board, identifying potential candidates and providing feedback on incumbent Directors.

2. Key Considerations in Board Composition

The optimal Board composition for CLBC involves a consideration of the following four broad categories.

2.1. Personal Characteristics

All Directors should be committed to CLBC's vision, mission and values and possess the following personal characteristics:

- integrity and accountability;
- demonstrated high ethical standards and integrity in personal and professional dealings, and who are willing to act on, and remain accountable for, Boardroom decisions;
- informed judgment;
- ability to provide wise, thoughtful counsel on a broad range of governance issues;
- mature confidence;
- preference for Board and team performance over individual performance;
- respect for others;
- high performance standards;
- a history of achievements that reflect high standards for themselves and others;
- ability to commit the time required; and
- no real or perceived conflicts.

2.2. Specific Skills and Experience

Board members, as a group, should possess a combination of skills, experience, and cultural competence relevant to CLBC's strategic goals and the Board's oversight responsibilities. The specific skills and experience sought may change from time to time in keeping with changes to CLBC's internal and external opportunities or challenges. Relevant skills and experience include:

- board experience;
- executive experience;
- financial accounting and/or audit;
- legal/regulatory;
- human resources;
- communications;
- understanding of developmental disability sector;
- understanding of public sector;
- strategic planning;
- risk management;
- technology;
- policy development; and
- strategic management and organizational change.

2.3. Board Leadership

In order for the Board to be effective, it is important that the Board include some Directors who have the necessary skills, experience and desire to fill key leadership positions on the Board including Board Chair and Committee Chairs.

2.4. Diversity

Within the context of the required Board skills, consideration is given to bringing together a diverse group of Directors with the goal of creating robust Board dynamics, fulsome Board discussions and ensuring different perspectives are brought to issues. Diversity in this context includes diversity of backgrounds, perspectives and problem solving approaches, representatives of the diversity of B.C.

3. Process

The Board Chair, Governance and Human Resources Committee and Directors all play key roles in identifying the needs of the Board and potential candidates to fill those needs. Throughout the process, the Board Chair plays a leadership role in liaising with the Minister on behalf of the Board.

3.1. Identifying Required Skills and Experience

With the Board Chair, the Governance and Human Resources Committee leads a process to identify specific skills and experience desired in new Directors to fill upcoming vacancies.

In order to identify the desired skills and experience, the Governance and Human Resources Committee develops and analyzes a Board Competency Matrix to determine:

- a) the optimal attributes desired for the Board as a whole;
- b) the skills, background and experience of continuing Directors; and
- c) the “priority needs” (i.e., those attributes that should be added and/or strengthened on the Board) to be filled in the appointment of new Directors.

Appendix A sets out a form of Competency Matrix to be used as a guide by the Governance and Human Resources Committee in reviewing the needs of the Board and the priority needs in new Director appointments.

In completing the Competency Matrix, each year the Board:

- reviews and revises the list of competencies along the horizontal axis as required;
- marks the competencies of each continuing Director;¹ and
- circulates the completed Matrix to Board members for their review and approval.²

The completed Competency Matrix, as approved by the Board, is used as a guide in identifying potential Director candidates.

3.2. Identifying Candidates

All Directors are encouraged to identify candidates who meet the desired needs as identified through the above process. The Governance and Human Resources Committee also searches pro-actively to identify suitable candidates.

In relation to filling vacant appointments, the Board Chair liaises with the Minister and with the Crown Agencies and Board Resourcing Office (CABRO), which oversees the recruitment and recommendation of candidates for appointments to all Crown corporations. CABRO also arranges for the posting of all Board vacancies.

In relation to any current Director that is eligible for reappointment, the Board Chair provides the Minister with an assessment of the Director’s performance during the preceding term, based on the Chair’s personal assessment and any feedback provided through a Director evaluation process (if applicable).

4. Notification

At least four months prior to the expiry of a Director’s term, the Board, through the Board Chair:

¹ In completing the competencies of each continuing Director, the Director receives a check mark for each area in which the Director makes a significant contribution and is expected to play a leadership role on the Board.

² Directors who disagree with their key skills analysis can recommend changes to the Governance and Human Resources Committee.

- a) provides notice to the Minister and the Crown Agencies Board and Resourcing Office that the term of the Director is about to expire and request an appointment;
- b) provides to the Minister a written request for a new appointment to fill such vacancy;
- c) provides the Minister with the Board's analysis of the needs to be filled in a new Director appointment; and
- d) establishes a search group comprising members of the Governance and Human Resources Committee to short-list and interview candidates
- e) provides the Crown Agencies Board and Resourcing Office and the Minister with the names and biographical information of any individuals recommended by the Board to fill the vacancy.

Throughout the Director recruitment and appointment process, the Board Chair is available for consultation with the Minister with respect to the background, experience and skills required on the Board.

Appendix A – Form Of Competency Matrix

Director's Name	Competencies														Term Expires
	Board Experience/ Governance	Executive	Finance, Accounting and/or Audit	Legal/ Regulatory	Human Resources	Communications	Understanding of Developmental Disability Sector	Understanding of Public Sector	Strategic Planning	Risk Management	Exec Oversight of Technology Dev & Management	Policy Development	Strategic Management & Organizational Change	Regional Area	
1															
2															
3															
4															
5															
6															
7															
8															
9															
10															
11															

In completing the competencies of each continuing Director, the Director receives a check mark for each area in which the Director makes a significant contribution and is expected to play a leadership role on the Board.

Directors who disagree with their key skills analysis can recommend changes to the Governance and Human Resources Committee.

Shading of "Term Expires" cell indicates final term.