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## B. Board Structure and Operations

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### 1. Board Powers and Duties

Pursuant to the [CLAA](#), the Board is responsible to manage the affairs of CLBC. The Board does so by delegating to management responsibility for the day-to-day operations of CLBC. Board members serve part time and the Board's role is one of governance and oversight of CLBC.

The Board's role is to oversee the organization and its operations within the overall policy and mandate set by the Government of B.C. The Board has a primary responsibility to guide CLBC's short and long-term success, consistent with the Board's responsibility to the government and other stakeholders.

The Board's governance role involves a wide range of responsibilities, including approving CLBC's strategic plan, operating budget and capital plan, ensuring quality management, overseeing CLBC's business and activities, reviewing CLBC's material risks, and overseeing a succession planning process to ensure continued leadership.

### 2. Board Structure

Directors are appointed by the Minister of Social Development and Poverty Reduction (the "Minister"). The Board is comprised of up to 11 Directors including the Board Chair.

The Board Chair is a Director who is designated as Board Chair by the Minister or, if not appointed by the Minister, appointed by the Board under the [Bylaws](#).

The Board maintains an analytical framework for assessing desired competencies, expertise, skills, background and personal qualities that are sought in potential candidates for the Board. Based on this analysis, the Board annually approves a Board Competency Matrix. The Board, after considering the Board Competency Matrix, identifies potential Director candidates for recommendation to the Minister.

The process for identifying the needs of the Board and sharing this information with the Minister is set out in the Board Composition and Succession Planning section of the Board Manual.

### 3. Directors' Terms

Each Director is appointed by the Minister for a maximum three-year term, and his or her term may be renewed for one additional term up to three years. The Board Chair may authorize a Director to continue to hold office after his or her term expires until the earliest of when he or she is reappointed, a new Director is appointed, or for six months.

If a person ceases to be a Director before his or her term expires, the Minister may appoint a replacement Director for the remainder of the original Director's term. Otherwise, the Board Chair may, after consultation with the Minister, appoint an

individual to hold office as a Director for six months or until an appointment is made by the Minister, whichever is earliest.

#### 4. Independence

All Directors should be independent of CLBC; that is, independent of management and free from any relationship that might interfere with the exercise of their independent judgment as a Director. However, Directors may have a significant connection to individuals referred to in the definition of “community living support” in the CLAA. These Directors must disclose their conflict and such conflict must be resolved in accordance with the Code of Conduct.

#### 5. Compensation

Compensation for Directors is set by the Minister in accordance with the general directives from the Treasury Board. Current Director compensation rates and expense reimbursement guidelines are set out in detail in the section of the Board Manual entitled [Director Compensation and Expenses](#).

#### 6. Meetings

The Board holds at least four regular meetings per year. In addition, the Board holds an annual strategy session and may hold additional special meetings as required.

#### 7. Committees

The Board has established the following standing Committees to assist it with its work:

- a) Finance and Audit;
- b) Governance and Human Resources; and
- c) Service Quality and Performance

The Board has established guidelines for Committees and Committee chairs as well as Terms of Reference for each Committee that set out the powers and duties of the Committee, the rules of procedure and accountability. These are detailed in [Committees – Section C](#) in this Manual.

## 8. Community Councils

CLBC has established Community Councils across the province. The purpose of Community Councils is to work collaboratively with community partners to support community inclusion, citizenship and full participation of people with developmental disabilities.

The Community Councils are advisory and have no governance or decision-making authority.

## 9. Provincial Advisory Committee

As required by the CLAA, the Board has established an Advisory Committee to the Board, composed of one person from each Community Council. The purpose of the Provincial Advisory Committee is to ensure two-way communication between Community Councils and the Board by acting as a link to the Board on both successes and concerns identified by Community Councils that have provincial implications for CLBC and those it serves. It also recommends improvements to policy and practice for Board and CLBC staff consideration to enhance the quality of life for people served by CLBC.

The Provincial Advisory Committee is advisory and has no governance or decision-making authority.

## 10. Board Relations with Management

The Board hires the CEO and delegates to the CEO overall responsibility for the operations of CLBC within the parameters set by the Board. The CEO manages CLBC's human and financial resources.

The Board has developed policies and guidelines to clarify roles and responsibilities between the Board and management. Directors may direct questions or concerns on management performance to the Board Chair or Committees Chairs.

Directors must respect the organizational structure of management. A Director has no authority to instruct any employee of CLBC. Director contact with management and staff must be directed through the Chair, and through the Chair to the CEO, to maintain one point of contact and one voice in giving direction to staff.

## 11. Governance Structure Review

These provisions regarding the structure of the Board are reviewed and approved at least every two years by the Board through the Governance and Human Resources Committee.

A Director who is eligible for re-appointment shall inform the Board chair at least six months ahead of the end of the Director's term whether he or she intends to seek re-

appointment for a further term. If the Director intends to seek a second term, the Board Chair is required to advise the Minister as to the Director's performance during the subsequent term. The Board Chair's advice and recommendation shall be informed by the Board Chair's own observations and the results of any Director assessment feedback.

### **End of Term**

Upon a Director's term ending, the Director is required to return to CLBC all materials and other items belonging to CLBC, including confidential Board materials.