



**Board of Directors Meeting Minutes  
March 10, 2021  
MS Teams/Conference Call Meeting**

The Board Chair began the meeting with a territorial acknowledgement on the lands from which we were calling-in from, introduced the Board and Management, and then explained the format of CLBC Board meeting. Michael Prince reminded everyone that this meeting was being recorded as a trial run.

**Question and Answer Period**

In order to improve communication, transparency, and accessibility to the public, the Board of CLBC provides opportunities for the public to schedule presentations and to ask questions from the Board prior to the beginning of every Board meeting.

The Board received no questions from the public in advance and no members of the public were in attendance.

**Public Presentations**

There were no public presentations.

**Attendees:**

Michael Prince – Board Chair  
Kathy Bright – Board Member  
Patti Sullivan – Board Member  
Julia Payson – Board Member  
Marnie Larson – Board Member  
Joely Viveiros – Board Member

Onkar Biring – Board Member  
Barbara Carle-Thiesson – Board Member  
Nelson Chan – Board Member  
Simon Philp – Board Member  
Jake Anthony – Board Member

**Guest:**

Jonathan Dube – Assistant Deputy Minister, SDPR  
Debbie Moore – Chair, PAC  
Kara Andersom and Michael McLellan – Self Advocate Leadership Network (SALN)

**CLBC Staff:**

Ross Chilton - CEO  
John Stinson - Vice President, Regional Operations  
Henry Chen – Vice President, Finance and Chief Financial Officer  
Jack Styan – Vice President, Strategic Initiatives  
Sara Miller – Vice President, Corporate Services  
Megan Tardif – Executive Director, Quality Assurance



Randy Schmidt – Executive Director, Communications and Stakeholder Relations  
Joanne Mills – Executive Director, Indigenous Relations  
Karen Mackay - Director, People Services & Organization Development  
Alex Afanasev – Manager, Internal Audit  
Rebecca Lim – Executive Assistant to the CEO  
Donna Nordmann – Board Liaison (Recorder)

### **Call to Order**

Michael Prince, Board Chair, called the Public Board Meeting of March 10, 2021 to order at 9:00 a.m. and welcomed members of the Board, executives, and guests.

The Chair reminded attendees that CLBC Directors and Officers are public office holders and thus subject to the provisions of the Conflict of Interest Act. He asked Directors and Officers to declare any conflicts of interest, real or perceived they may have. None were declared.

### **1. Consent Agenda**

- Agenda of the March 10, 2021 meeting of the Board of Directors was reviewed.
- The minutes of the January 20, 2021 meeting of the Board of Directors was reviewed.

### **Motion**

It was **MOVED** and **SECONDED** that the Board approves the agenda and minutes as presented.

**CARRIED**

### **2. Other Business:**

#### **2.1 PAC Report by PAC Chair**

Debbie Moore, Chair of Provincial Advisory Committee (PAC) gave a report on PAC. Debbie responded to comments and questions from the Board.

#### **2.2 CEO Report**

Ross Chilton presented and discussed highlights of his CEO Report as of March 2021 and responded to comments and questions from the Board.

*Break from 9:53 a.m. to 10:00 a.m.*

### **3. Board Education:**

#### **3.1 Inclusive Language – BC Self Advocacy Leadership Network (SALN)**

Kara Andersom and Michael McLellan presented their PowerPoint presentation and interacted with the board. The board members asked Kara and Michael if they could forward their presentation to their contacts to make people more aware of the message they were trying to convey, and Kara and



Michael were thrilled that they would do that. They directed members to their website [www.salnbc.com](http://www.salnbc.com) where all their podcasts were available.

#### **4. Board Committee Reports:**

##### **4.1 Finance & Audit Committee Report**

Barbara Carle-Thiesson reported that the committee had their meeting the day before and will report on the items in detail at the closed board meeting being held later today.

##### **4.2 Governance & HR Committee Report**

Kathy Bright reported that the Committee reviewed the revised board governance manual and an updated manual will be presented to the Board at the May meeting. Kathy reported that Sara Miller developed a reporting tool that the committee will review at each meeting and subsequently provide to the board to keep track of the priorities that were identified at the evaluation. The committee invited Bruno DeVita from Alexander Holburn to discuss the legal opinion regarding CLBC's Director & Officer insurance. The Committee will ask David Toone to follow up with Risk Management Branch to see if they can change the word 'or' in our exclusions to the word 'and' which is a very minor change and may have been an error, other than that our insurance is adequate. The board manual will be updated to reflect the actual coverage under D&O. CLBC has been trying to improve access to our Open Board meetings. The committee discussed with Randy Schmidt how to move this forward and will be doing a test recording of this open board meeting and he will come back with recommendations at the next meeting. Kathy reported that all directors completed their Conflict of Interest (COI) declaration and this has been included in a summary sheet showing who has COI and mitigations to be taken accordingly. The committee reviewed the Executive and Director Compensation Disclosure and sought board approval

Motion: G&HR Committee recommends that the Board authorizes the Board Chair, or another appropriate member of the Board, to approve and sign the attestation statement for the Executive Compensation Disclosure and Board Directors' compensation.

**CARRIED**

##### **4.3 Quality and Service Committee Report**

Patti reported that the committee reviewed the performance report to December 31, 2020 and the risk review for the committee. The corporate risk register is currently under review by Management and will be brought to the board for approval. The committee discussed the recommended changes to their Terms of Reference and have formed a sub-committee who will work with the consultant to review and amend the committee's TORs.



### **5. Directors' Reports on Community Interactions/ External Events**

Michael Prince, Patti Sullivan, and Jake Anthony reported on events they had participated in. Michael will be meeting with Minister Simons later this week. Michael reported that this was Onkar's last open board meeting and thanked him for his commitment to CLBC for the past 6 years.

### **9. Adjournment**

There being no further business to discuss, the Chair asked for a motion to adjourn the meeting.

#### **Motion:**

It was **MOVED** and **SECONDED** that the Board meeting be adjourned.

**CARRIED**

The meeting adjourned at 11:17 a.m. The next open Board meeting is scheduled for May 12, 2021 via MS Teams.