



COMMUNITY LIVING  
BRITISH COLUMBIA

**Board of Directors Meeting Minutes  
May 18, 2017  
Marine Boardroom, CLBC Head Office,  
7th Floor, 1200 West 73rd Avenue, Vancouver BC**

The Board Chair introduced the Board and Management, and then explained the format of CLBC Board meeting.

**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.

**Public Presentations**

There were no public presentations.

**Attendees:**

Tom Christensen – Board Chair

Eileen Stewart – Board Member

Diane Friedman – Board Member

David Everett – Board Member

Barbara Carle-Thiesson – Board Member

Mike Watson – Board Member

Jane Holland – Board Member

Onkar Biring – Board Member

Joanne Curry – Board Member

Dan Smith – Board Member

David Babych – Board Member

**CLBC Staff:**

Seonag Macrae – Chief Executive Officer

Richard Hunter – Vice President, Finance and Chief Financial Officer

Jack Styan – Vice President, Strategic Initiatives

Lynn Davies – Vice President, Regional Operations

Sara Miller – Vice President, Corporate Services

Megan Tardif – Director, Quality Assurance

Randy Schmidt – Director, Communications

Stacey Lee – Director, Human Resources

Ian Scott - Director, Information Technology

David Toone – Director, Contract and Risk Management

Marilyn Almocera – Executive Assistant to the CEO

Kanapa Pitakpong – Board Liaison (Recorder)

**Guests:**

Sarah Marsh – Partner, PwC

Edward Matley - Director, Risk Assurance Services, PwC

## **Call to Order**

Tom Christensen, Board Chair, called the Public Board Meeting of May 18, 2017 to order at 9:00 a.m. and welcomed members of the Board, executives, and guests.

## **Story Telling**

Eileen Stewart presented a video titled "*How Dan Became a Scientist*" from [Conversationsthatmatters.org](http://Conversationsthatmatters.org)

### **1. Approval of Agenda**

Agenda of the May 18, 2017 meeting of the Board of Directors was reviewed.

#### *Motion*

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

**CARRIED**

### **2. Business Arising from the Previous Meeting**

#### **2.1 Approval of Minutes of March 22, 2017 Meeting**

The minutes of the March 22, 2017 meeting of the Board of Directors was reviewed. There was no business arising from the previous meeting and minutes.

#### *Motion*

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

**CARRIED**

### **3. Strategic Issues/Board Education:**

#### **3.1 Presentation "IT Risks – Cyber Security and the Role of Board"**

Sara Miller introduced to the Board PwC's team: Sarah Marsh - Partner and Edward Matley - Director, Risk Assurance Services, to present and discuss with the Board on IT Risks – Cyber Security and the Role of Board. Ian Scott joined the meeting to discuss CLBC's IT Security components and answered questions from the Board.

Ian reported that CLBC follows the Auditors General's audit of IT risks recommendations. Plans and processes in place include IT security risks analysis/ controls review, disaster recovery plan, the IRMP which includes the IT security measures, and the annual review of policy compliance and review process.

The Board thanked PwC and Ian for their valuable presentation.

*The meeting was paused for a short break 10:35-10:45 a.m. Sarah Marsh and Edward Matley left the meeting.*

### **4. Other Business**

#### **4.1 CEO Report**

Seonag Macrae discussed highlights of her CEO Report as of May 31, 2017 and responded to comments and questions from the Board.

## **4.2 PAC Appointments**

Megan Tardif presented the following Provincial Advisory Committee (PAC) nominations for Board approval; Colleen Larson from North Okanagan Shuswap, Gerry London from Thompson-Cariboo, and Barbara Paciejewski from Simon Fraser Community Council.

### *Motion*

It was **MOVED and SECONDED** that the Board of Directors approves the Provincial Advisory Committee (PAC) appointments/ reappointment as recommended by Management.

**CARRIED**

## **5. Board Committee Reports:**

### **5.1 Finance and Audit Committee Report**

David Everett reported that the Committee reviewed Audited Financial Statements – March 31, 2017. The Auditor, PWC, attended and presented an unqualified Independent Auditor's Report and met with the Committee.

### *Motion*

It was **MOVED and SECONDED** that, as recommended by the F&A Committee, the Board of Directors approves the Audited Financial Statements as of March 31, 2017 as presented.

**CARRIED**

In addition, the Committee recommends to the Board the approval of PwC appointment as the External Auditor for 2017/18 and the auditor's fee for 2017/18 in the amount of \$54,650 plus expenses capped at \$1,500.

### *Motion*

It was **MOVED and SECONDED** that, as recommended by the F&A Committee, the Board of Directors approves the appointment of PWC as the External Auditor for 2017/18 and the fee of \$54,650 plus expenses capped at \$1,500 as presented.

**CARRIED**

### **5.2 Quality and Service Committee Report**

Jane Holland reported the result of the Committee's review of the draft Annual Service Plan 2016/17, CLBC's legal and regulatory compliance related to quality service, and the results of the targeted survey on one of the service plan performance measures. The community consultation process was reviewed, Committee provided suggestions to Management. The Board representatives to the PAC reported on the PAC meeting of April 8<sup>th</sup>.

### **5.3 Governance & HR Committee Report**

Eileen Stewart reported that the Committee reviewed the CLBC's governance disclosure policies and practices and confirmed that CLBC is in compliance with the Board Resource Development Office (BRDO) disclosure requirements. In addition to the current governance disclosure practices, the Committee asked management to determine if there were any other best practices beyond what is provided via Board Resource Development Office (BRDO). The only item found which could be considered for publication is the board skills matrix. The Committee asked management to consult with BRDO for its perspective on publishing the skills matrix.

Further, Management reported that to the best of management's knowledge, CLBC is compliant with applicable legal and regulatory requirements related to the CLBC Workforce. The Committee recommended that Management explore if it is feasible to use an electronic posting board which might aid in posting /updating information in a timely way and ensure compliance for these items.

The Committee reviewed the current CLBC's philosophy and guidelines for management compensation and determined that no changes were being recommended at this time.

The Committee reviewed the quarterly management information report as of March 31, 2017 related to HR information for fiscal 2016/17. The Committee was pleased to see that there were reductions in turnover and sickness and improvements in employment engagement survey participation and results despite the significant changes for staff resulting from the regional reorganization.

Lastly, Management presented a "Board tour reporting template" for the Board. It was suggested that each tour group will prepare/ submit to Board Liaison a single report for inclusion in the Board meeting package which would be part of "Directors' reports on Community Interactions/External Events" in the subsequent Board meeting.

*Dan Smith joined the meeting at 11:00 a.m.*

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

Eileen Stewart and Jane Holland shared with the Board their experiences and feedback on attending the WOWAwards ceremony in Gibson on March 25<sup>th</sup> and the Untapped award gala on May 10<sup>th</sup> in Vancouver.

#### **7. Story Telling**

Joanne Curry presented "*Halifax now home to hockey club for people with developmental disabilities*" from [globalnews.ca](http://globalnews.ca)

#### **8. Volunteer for New Stories**

Barbara Carle-Thiesson and Jane Holland will be presenting new stories in the next meeting on September 26, 2017.

#### **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 11:42 a.m. The next Board meeting is scheduled for September 27, 2017 in Vancouver, BC.