



**Board of Directors Meeting Minutes
March 22, 2017
Seymour Meeting Room, Marriott Airport Hotel,
7571 Westminster Hwy, Richmond 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
Onkar Biring – Board Member
Joanne Curry – Board Member
Diane Friedman – Board Member
Dan Smith – Board Member
Mike Watson – Board Member

David Babych– Board Member
Barbara Carle-Thiesson – Board Member
David Everett – Board Member
Jane Holland – Board Member
Eileen Stewart – 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
Stacey Lee – Director, Human Resources
David Toone – Director, Contract and Risk Management
Alex Afanasev – Manager, Internal Audit
Marilyn Almocera – Executive Assistant to the CEO
Kanapa Pitakpong – Board Liaison (Recorder)

Call to Order

Tom Christensen, Board Chair, called the Public Board Meeting of March 22, 2017 to order at 9:00 a.m. and welcomed members of the board, executives, and guests.

Story Telling

Diane Friedman introduced a video titled “*Rise Up, by Royce Mann*” on youtube.com

1. Approval of Agenda

Agenda of the March 22, 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 January 25, 2017 Meeting

The minutes of the January 25, 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 “Credo for Support”

Seonag Macrae presented a video titled “*Credo for Support*”.

3.2 CLBC’s Trend Analysis of Growth in Demand and Services

Richard Hunter presented information on CLBC’s Trend Analysis of Growth in Demand and Services. He discussed various factors and influences that have led to a practice of responding to newly-registered individuals for paid services, the metric to measure those demands, level of service responses and funding provided over the past six years. It was noted that the changing demographic of individuals may hide a significant shift in cost and demand that could result in CLBC’s funded services increases in the future.

The meeting was paused for a short break during 10:20-10:30a.m.

4. Other Business:

4.1 Board Committee’s Appointment

Tom Christensen recommended Mike Watson be appointed as a member of the Q&S Committee and Board representative to the PAC, joining Jane Holland and Onkar Biring, effective immediately.

Motion

It was **MOVED** and **SECONDED** that the Board approves the appointment of Mike Watson to the Q&S Committee and as Board representative to the PAC, as recommended.

CARRIED

4.2 CLBC's 2017/18 Mandate Letter

The Board received, in February 2017, the CLBC's 2017/18 Mandate Letter and the accompanied Taxpayer Accountability Principles. The letter is to be acknowledged and signed by the Board. The Board Chair requested that each Board member reviews the letter and provides consent for the Board Liaison to apply electronic signatures on the letter. The Board Liaison will submit the signed letter to the SDSI office as required. The Board read and provided signature consents to the Board Liaison in the meeting.

4.3 CEO Report

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

5. Board Committee Reports:

5.1 Finance and Audit Committee Report

David Everett reported the Committee reviewed and discussed Financial & Operating Report as of Jan 31, 2017 and that CLBC is on course in achieving the balanced budget for 2016/17.

The Committee reviewed the Quarterly Management Information as of Dec 31, 2016 and discussed the proposed revised F&A Committee's terms of reference. The terms of reference will be submitted to G&HR Committee for final review and recommendation for Board's approval.

5.2 Quality and Service Committee Report

Jane Holland reported that the Committee did not again review the Quarterly Management Information report as of December 31, 2016 since the majority of the Q&S Committee members already attended the F&A Committee where the item was discussed. However, the Committee reviewed and discussed Management's proposed Quality Indicator Report - a report with specific information on high level year-to-date data related to quality indicators that are currently tracked by the Quality Assurance Office. The Committee provided some suggestions and approved the report format. The 2016/17 Quality Indicator Report will be presented to the Committee in May.

The Committee reviewed and discussed the proposed changes to the Q&S Committee's Terms of Reference and work plan. The revised Q&S terms of reference was submitted to the G&HR Committee for final review and approval by the Board.

The Committee received a report from Jane Holland and Onkar Biring on the Jan 28, 2017 PAC meeting. Discussions with the PAC included nomination of new PAC Chair, John McCulloch, and CLBC's current work for inclusive housing, community engagement, and effective communications. In discussion with the PAC, PAC requested the Board to provide directions on information the PAC can provide to the Board at PAC meetings. The PAC also requested a written report around Board activities and emerging service trends and budget information to be shared with the PAC.

Lastly, the Committee reviewed preliminary suggestions for agenda items for the agenda of the Annual joint PAC/Board Meeting 2017.

The Committee suggested including in the agenda, a discussion with the PAC on items from the Strategic Plan that might be relevant for Councils to work on provincially, following last year's discussion between the Board-PAC on the strategic plan for CLBC. The draft agenda will be discussed with the PAC on April 8th.

The Committee recommended the Board delegates the approval of the agenda for the Annual Joint PAC/Board Meeting to the Board members who attend the Provincial Advisory Committee.

Motion

It was **MOVED** and **SECONDED** that the Board delegates the approval of the agenda for the 2017 Annual Joint PAC/Board Meeting to the Board Representatives to the PAC as recommended by the Committee.

CARRIED

5.3 Governance & HR Committee Report

Eileen Stewart reported the Committee's bi-annual review on Board Governance which includes an annual review of TORs for each committee. The Committee reviewed the proposed changes and were comfortable with all except the removal of Tab 17- Risk Management, in the Board Governance Manual. The Committee asked that tab 17 including its current introductory paragraphs and appropriate wording regarding the Committees' collective responsibility in risk management be maintained.

The Committee discussed with the Board, Whistleblower Protection (Tab 14, Section 8) and recommended no changes for the section. It was suggested that the term "*client*" be replaced with "*individual*" throughout the Manual. Lastly, in Tab 18, it was suggested that the first sentence in 2.2 be amended to read, "*Board members, as a group, should possess a combination of skills, experience, and cultural competence relevant to...*" The Board discussed and provided feedback.

Motion

It was **MOVED** and **SECONDED** that the G&HR Committee recommends to the Board an approval of the revised F&A Committee's Terms of Reference as presented.

CARRIED

Motion

It was **MOVED** and **SECONDED** that the G&HR Committee recommends to the Board the approval of the revised Q&S Committee's Terms of Reference as presented.

CARRIED

Motion

It was **MOVED** and **SECONDED** that the G&HR Committee recommends to the Board an approval of the revised G&HR Committee's Terms of Reference as presented.

CARRIED

Motion

It was **MOVED** and **SECONDED** that, as recommended by the G&HR Committee, the Board approves the revised Board Governance Manual dated March 22, 2017.

CARRIED

The G&HR Committee reviewed the Quarterly Management Information as of Dec 31, 2016 related to Human Resources and is comfortable with the progress that is being made on goal attainment.

Management informed the Committee that PSEC reporting guidelines for Executive and Director Compensation Disclosure for 2016/17, have not been provided as of the date of this meeting and are expected in May . In previous years, the Board has delegated the signing of the disclosure attestation to the Board Chair to meet the PSEC submission deadline.

Motion

It was **MOVED** and **SECONDED** that the Governance and HR Committee recommends to the Board to authorize 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 disclosures for submission to PSEC.

CARRIED

6. Directors' Reports on Community Interactions/ External Events

Tom Christensen reported on his recent Quarterly meeting with the Minister on Mar 8th. Jane and Eileen will attend the WOWaward ceremony in Gibsons on the Board's behalf, on Mar 25th. Seonag shared with the Board the information on 'Untapped Awards Gala' on May 10th in Vancouver, and that CLBC will be attending this event and the invitation is extended to the Board. The Board reviewed the updated 2017 Conference Calendar and requested information on Inclusion BC to be shared with the Board.

7. Story Telling

David Babych presented his chosen video "Chris Sutter "from youtube.com.

8. Volunteer for New Stories

Eileen Stewart and Joanne Curry will be presenting new stories in the next meeting on May 18, 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 11:20 a.m. The next Board meeting is scheduled for May 18, 2017 in Vancouver, BC.