



**Board of Directors Meeting Minutes
March 31, 2016
Marine Boardroom, CLBC Head Office,
7th Floor, 1200 West 73rd Avenue, Vancouver BC**

The Board Chair introduced the Board and Management, and explained the format of the 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
David Everett – Board Member
Dave Babych – Board Member
Mona Murray – Board Member
Jane Holland – Board Member

Elizabeth Hunt – Board Member
Eileen Stewart – Board Member
Onkar Biring – Board Member
Joanne Curry – Board Member
Diane Friedman – Board Member

Regret:

Roberta Kjelson – Board Member

CLBC Staff

Seonag Macrae – Chief Executive Officer
Richard Hunter – CFO, Vice President, Finance
Jack Styau – 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
David Toone – Manager, Special Project and Risk Management
Sharon Walker – Manager, Internal Audit
Marilyn Almocera – Executive Assistant to the CEO
Kanapa Pitakpong – Board Liaison (Recorder)

Guests:

Angela Clancy, Executive Director, Family Support Institute
Marta Carlucci, Family Support Institute
Alana Murray, member of the public

Call to Order

The Chair called the Public Board Meeting of March 31, 2016 to order at 08:30 a.m. and welcomed guests.

Story Telling

Mona Murray introduced a video titled “A House is Not Always a Home” by Lynne Seagle”, via www.conversationsthatmatter.org

1. Approval of Consent Agenda

Consent Agenda of the March 31, 2016 open meeting of the Board of Directors was reviewed and approved as presented.

Motion

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

CARRIED

2. Approval of Agenda

The Agenda of the March 31, 2015 open meeting of the Board of Directors was reviewed. Q&S Committee Chair revised the agenda to include the Q&S Committee’s reporting on the review of the first draft Annual Service Plan Report under the Q&S Committee report section.

Motion

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

CARRIED

3. Strategic Issues/ Board Education:

3.1 Presentation “Individualized Funding”

The presentation was not available at the time of the meeting. It will be rescheduled for a future meeting.

3.2 Presentation “Family Support Institute”

Angela Clancy and Marta Carlucci, Family Support Institute, introduced themselves to the Board. Angela and Marta presented to the Board on the Family Support Institute including the FSI organizational structure, current work and programs being carried out in collaboration with CLBC, and responded to questions from the Board.

Angela Clancy and Marta Carlucci left the meeting at 9:50 a.m. The meeting was paused for a short break and resumed at 10:00a.m.

4. Other Business:

4.1 CEO Report

Seonag Macrae provided a summary of her CEO Report as of January 31, 2016, discussed highlights from the report, and responded to comments and questions from the Board.

4.2 Provincial Advisory Committee Appointment

Megan Tardif presented a Provincial Advisory Committee (PAC) nomination; Ms. Ruth Shannon, a member of the Richmond Community Council, to the Provincial Advisory Committee (PAC), for Board approval.

Motion

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

CARRIED

5. Board Committee Reports:

5.1 Finance and Audit Committee Report

David Everett reported the Committee's review of the Financial and Operating Report for the ten months ending January 31, 2016, the Quarterly Management Information to December 31, 2015, and the 2016/17 Budget Update.

David Everett reported that while financial cost pressures exist against measured revenues funded by the Ministry, Management is forecasting to close the year with a balanced budget for 2015/16.

The Committee reviewed the revised Tab 11: Terms of Reference and Work Plan of the Finance and Audit Committee. A number of important word changes were introduced at the meeting. Management applied those changes and presented the revised version dated March 31, 2016. The F&A Committee approved the revised TOR and associated Work Plan for submission to the G&HR Committee for their consideration subject to the inclusion of the changes as recommended by F&A Committee.

5.2 Quality & Service Committee Report:

Jane Holland reported that the Committee reviewed and discussed with Management the Quarterly Management Information as of December 31, 2015.

The Committee reviewed the first draft of the Annual Service Plan Report 2015/16 and provided comments to Jack Styan. The second draft incorporating changes discussed in the March 30th meeting and feedback from the Ministry will be presented for Committee's final review and recommendation for Board's approval in June.

Motion

It was **MOVED** and **SECONDED** that the Board of Directors approves the first draft of the Annual Service Plan Report, subject to those suggestions made by the Committee on March 30, 2016, as recommended by the Q&S Committee.

CARRIED

The Q&S Committee reviewed the revised tab 13: Terms of Reference and Work Plan of the Q&S Committee and provided minor edits to Management on March 30, 2016. The Committee provided revised wording for section 4.1.3 under risk management and edits to section 4.5.2 on annual report.

The Q&S Committee approved the changes made to the Terms of Reference and Work Plan of the Q&S Committee dated March 31, 2016 and endorsed to the G&HR Committee the amendments to the Committee's Terms of Reference and for recommendation to the Board for approval.

The Committee discussed with management the draft suggestions for agenda items for the Annual PAC/Board Meeting in June 2016. The Committee was informed that, in anticipation of the new PAC Chair appointment, the draft agenda is being developed/ finalised. Both draft agenda and the nomination of a new chair will be discussed in the next PAC meeting April 9th via conference call. To accommodate approval of the agenda prior to the June Board meeting, Management requested that approval of the agenda be delegated to the Board members who attend the PAC.

Motion

It was **MOVED** and **SECONDED** that the Board of Directors approves the delegation of approval of the agenda for the Annual Joint PAC/Board Meeting to the Board members who attend the Provincial Advisory Committee (PAC) as recommended by the Q&S Committee.

CARRIED

5.3 Governance & Human Resources Committee Report

Eileen Stewart reported Committee's discussion regarding the Executive and Board Compensation Disclosures 2016. Under the Public Sector Employers Act, CLBC is required to disclose terms and conditions of employment for senior employees as well as Board Compensation. Similar to the previous years, the timing of the availability of the information and when it has to be reported does not coincide with committee meeting review. As a result, the Committee recommends that the Board authorizes the Board Chair, or designated member of the Board, to approve and sign the attestation statement for both the Executive and Board Compensation Disclosures for submission to PSEC.

Motion

It was **MOVED** and **SECONDED** that the Board of Directors authorizes the Board Chair or a Chair appointee to sign the attestation statement for the Executive & Director Compensation Disclosure for 2015/16 on behalf of the Board, as recommended by the G&HR Committee.

CARRIED

The Committee reviewed the plans and programs arranged for Board site visits in June 2016 and expressed appreciation to Management for coordinating the activities for the Board..

The Committee reviewed the HR portion of the Quarterly Management Information as of December 31, 2015. The Committee was informed by management that the indicators and targets will be re-assessed for 2016.

The Committee reviewed terms of reference of G&HR Committee; F&A and Q&S Committee.

In reviewing the G&HR TOR, no substantial changes were made on the TOR except to the Committee's calendar which included a number of updates to better reflect the Committee's terms of reference. Some minor revisions were made to the calendar updates to ensure the actions outlined were clear. The TOR and the work plan are cross-referenced. Management applied those changes and presented the final draft for approval.

G&HR Committee recommends that the Board approve the revised TOR for G&HR Committee as amended at the Mar 30, 2016 Committee meeting.

Motion

It was **MOVED** and **SECONDED** that the Board of Directors approves the revised TOR for G&HR Committee as amended at the Mar 30, 2016, as recommended by the G&HR Committee.

CARRIED

In response to the reviews of the Committees' TORs, The Committee discussed the revised Q&S Committee's TOR which was being reviewed by the Q&S Committee at the same time as the G&HR Committee. The G&HR Committee did not expect any significant changes to arise from the Q&S Committee's review. On this basis, the G&HR Committee agreed to recommend the revised Q&S TOR with amendments for approval by the Board.

Motion

It was **MOVED** and **SECONDED** that the Board of Directors approves the revised TOR for Q&S Committee as amended at the Mar 30, 2016, as recommended by the G&HR Committee.

CARRIED

Eileen reported that F&A committee had reviewed the revised terms of reference and made modest changes at their meeting on March 30. The G&HR Committee agreed to recommend the amended F&A TOR, pending confirmation from the Board about the proposal to reassign ethical reporting to the Governance and HR Committee.

Motion

It was **MOVED** and **SECONDED** that the Board of Directors approves the revised TOR for F&A Committee as amended at the Mar 30, 2016, as recommended by the G&HR Committee.

CARRIED

5.4 Directors Reports on Community Interactions & External Events

The Board Chair invited the Board members who attended industry conferences and community events/ activities to share their experiences and feedback in attending those events.

Tom Christensen shared with the Board his feedback and experience in attending a monthly meeting of the Vernon Family Support Group on Mar 23rd. Eileen, Diane, and Mona shared their comments regarding the CLBC's Housing Forum in Vancouver on March 10th.

Story Telling

David Everett presented a video titled "*Employment Champions*", on Incommon.tv

Volunteers for New Story

Elizabeth Hunt and David Babych will be presenting new stories in the next meeting on June 3, 2016.

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 11:21 a.m. The next Board meeting is scheduled for June 3, 2016 in Vancouver BC.