



**Board of Directors Meeting Minutes
January 28, 2014
Holiday Inn and Suites
700 Old Lillooet Road, North Vancouver, BC**

The Board Chair introduced the Board and Management, and then 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 of 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.

Board Meeting

Attendees

Denise Turner – Board Chair
Ernie Malone – Board Member
Arn van Iersel – Board Member
Mark Duncan – Board Member
Norah Flaherty – Board Member
Darryl Harand – Board Member

Roberta Kjelson – Board Member
John McCulloch – Board Member
Elizabeth Hunt – Board Member
Diane Friedman – Board Member
Eileen Stewart – Board Member

CLBC Staff

Doug Woollard – Interim Chief Executive Officer
Richard Hunter – Vice President, Corporate Services
Carol Goozh – Vice President, Policy and Program Development
Jack Styan – Vice President, Strategic Initiatives
Brian Salisbury – Director, Individual, Family and Volunteer Engagement
Stacey Lee – Director, Human Resources
David Hurford – Director, Communications
Ric Matthews – Director of Regional Operations, Vancouver Island & Vancouver Coastal Region
Jule Hopkins – Manager, Service Accountability and Safeguards
Shelly Alexander – Corporate Secretary

Guest

Katrina Griffin, Self Advocate

Call to Order

The Chair called the Public Board Meeting of January 28, 2014 to order at 8:30 a.m. and welcomed guests.

Story Telling

Denise Turner introduced her video, which was selected from INCOMMON.TV.

1. Agenda

The agenda was reviewed. Item 3e on Community Council Member Nomination and Appointment Process was deferred to next meeting and item 3h on Board Committee Appointments was added.

Motion

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

CARRIED

2. Approval of Minutes

The approval for the Minutes of November 20, 2013 meeting was deferred for next meeting.

3. Strategic Issues/Board Education

3a. Presentation on "I can be Safe Online"

Jule Hopkins, Manager, Service Accountability and Safeguards, introduced Katrina Griffin, who presented the topic, "I can be Safe Online". After the presentation the Board asked questions and thanked Katrina for her presentation.

3b. Presentation on "Regional Project on Increasing Generic and Informal Supports"

Ric Matthews, Director of Regional Operations for Vancouver Island & Vancouver Coastal Region presented and answered questions from the Board about the regional project on increasing generic and informal supports.

3c. CEO Report

Doug Woollard, Interim CEO, provided highlights of his CEO Report and addressed questions from the Board.

3d. Community Council Appointments

Brian Salisbury, Director of Individual, Family and Volunteer Engagement, presented the Community Council Nominations for Board approval.

Motion:

It was MOVED and SECONDED that the Board approves the Community Council appointments and reappointment as recommended by Management.

CARRIED

3e. Community Council Member Nomination and Appointment Process

This item is deferred for next meeting.

3f. Key Change Initiatives

Jack Styan, Vice President of Strategic Initiatives, referenced his report on Key Change Initiatives and summarized progress to the end of 3rd quarter. The Board asked questions and thanked Jack for the informative summary of metrics based on quarters.

3g. Strategic Plan Refresh

Jack Styan discussed updates and timelines on the Strategic Plan Refresh and proposed changes to the review process for CLBC's Strategic Plan.

The Board noted that the Strategic Planning Process starts concurrently with the Strategic Plan Refresh for 2015 and at a time when Board's membership will change significantly. This will necessitate documenting the Strategic Planning Process into the Board manual.

Motion:

It was MOVED and SECONDED that the Board delegates the documentation of the Strategic Planning Process to the Governance and Human Resources Committee for recommendation to the Board for approval.

CARRIED

Motion:

It was MOVED and SECONDED that the Board approves the proposed changes to the current review process for CLBC's Strategic Plan.

CARRIED

3h. Board Committee Matrices - Retirements

Committee appointments are made at the recommendation of the Board Chair. The Chair reviewed proposed changes to the current Committee memberships to plan for retirements of five (5) Board members in 2015.

Motion:

It was **MOVED** and **SECONDED** that the Board appoints the following Board members to respective Committees:

- i. Eileen Stewart - Governance and Human Resources Committee
- ii. John McCulloch - move from Quality and Service Committee to Governance and Human Resources Committee and
- iii. Elizabeth Hunt - move from Governance and Human Resources Committee to Quality and Service Committee

CARRIED

4. Board Committee Reports

4a Finance and Audit Committee Report

Arn van Iersel, Chair of the Finance and Audit Committee, reported that the Committee reviewed the proposed amendments by management to the Committee's Terms of Reference (TOR) and work plan. The Committee further tabled some amendments.

Motion

It was **MOVED** and **SECONDED** that, as recommended by the Finance and Audit Committee, the Board approves the Committee's Terms of Reference, as amended.

CARRIED

The Committee further reviewed the policy on Auditor Independence and recommended amendment of the section for rotation of the lead audit engagement partner from every five years to seven years in accordance with current best practice.

Motion

It was **MOVED** and **SECONDED** that, as recommended by the Finance and Audit Committee, the Board approves the Auditor Independence Policy.

CARRIED

4b Governance and Human Resources Committee Report

Roberta Kjelson, Chair of the Governance and Human Resources Committee, reported on the Committee's review of HR strategy/metrics development, Conflict of Interest Policy and Code of Conduct, and Board Charter.

Committee members, in addition, revisited the Committee's Terms of Reference and work plan and identified amendments thereto.

Motion

It was **MOVED** and **SECONDED** that, as recommended by the Governance and Human Resources Committee, the Board approves:

- i. change of timing in the Committee calendar for review of communication activities related to governance from January to May of each year, and
- ii. change to update the Committee's Terms of Reference to reflect that the Corporate Secretary provides staff support to the Committee.

CARRIED

The Committee also discussed Communications Plan with respect to CLBC's Quality Service Commitment.

4c. Quality and Service Committee Report

Norah Flaherty, Chair of the Quality and Service Committee, reported to the Board that the Committee conducted a review of its Terms of Reference considering management's proposed changes and that the Committee suggested further changes. The Committee recommends approval by the Board of its TOR as amended.

Motion

It was **MOVED** and **SECONDED** that, as recommended by the Quality and Service Committee, the Board approves the Committee's Terms of Reference, as amended.

CARRIED

The Committee engaged on an appreciative inquiry process with Claudia Meyerman, Chair of the Provincial Advisory Committee (PAC), regarding PAC's membership and recruitment challenges, benefits of extra meeting time and collaboration to build a shared commitment to carry out PAC's TOR.

Story Telling

Ernie Malone introduced his chosen video from INCOMMON.TV.

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 11:40 a.m. The next Board meeting is scheduled for April 9, 2014 in Kamloops, BC