



Board of Directors Meeting Minutes
September 28, 2010
Airport Square – 7th Floor, 1200 West 73rd Avenue

Attendees:

Denise Turner	Arn van Iersel
Ken Crump	Ernie Malone
Mark Duncan	Jan Marston
Norah Flaherty	Don Rowlatt
Darryl Harand	

Presentations:

Doug Woollard (Vice President, Organizational Development)
Brian Salisbury (Director, Strategic Planning)
David MacPherson (Director, Regional Operations, Vancouver Island)
Lynn Middleton (Director, Regional Operations, Interior)
Paul Sibley (Director, Regional Operations, Vancouver Coastal & North)
Aman Gill (Manager, Facilities & Administration)

Staff:

Rick Mowles (CEO)
Rena Donald (Recorder)

Call to Order:

The Chair called the meeting to order at 10:51pm.

1. Agenda

****Motion:***

It was **MOVED** and **SECONDED** that the Board move Service Re-design In Camera due to human resource and labour relations issues, and to table the CLBC Brand/Identity discussion for a future meeting.

CARRIED

Motion:

It was **MOVED** and **SECONDED** that the Board approve the Agenda as amended.

CARRIED

2. Minutes of the July 27th Meeting of the Board of Directors

Motion:

It was **MOVED** and **SECONDED** that the Board approve the Minutes of the July 27th meeting of the Board of Directors as presented.

CARRIED

3. Business Arising from the Minutes

There was no business arising from the minutes.

4. Strategic Issues/Board Education

a. Board Governance

Jan Marston provided an update on the Board governance project. Watson Advisors has been contracted to work with the Board and management on a review of Board governance. A draft Governance Manual is to be completed by November 15 for the Governance & HR Committee to review.

Motion:

It was **MOVED** and **SECONDED** that the Board delegate oversight of the Board governance project to the Governance & HR Committee, including making recommendations to the Board as required on any material changes to the existing Board governance structure that might arise as a result of the governance review.

CARRIED

5. Other Business

a. Climate Action Plan

Brian Salisbury and Aman Gill presented an update on the status of the Climate Action Plan and responded to questions and comments from the Board

b. Board Operations

The Chair discussed the use of a consent agenda; how it is used, benefits, etc. A consent agenda would be part of the main agenda, all materials attached, issues raised as needed.

6. Finance & Audit Issues

a. Report of the Finance & Audit Committee

Ken Crump presented a verbal report of the September 27th meeting of the Finance & Audit Committee and responded to questions and comments raised by the Board

b. Financial Statements for the Period Ended July 31st, 2010

Ken Crump presented a review of the Financial Statements for the period ended July 31st, 2010.

Motion:

As recommended by the Finance and Audit Committee, it was **MOVED** and **SECONDED** that the Board accept the Financial Statements for the period ended July 31st, 2010, substantially in the form presented.

CARRIED

c. 2009/2010 Financial Information Act

Ken Crump presented a report on the Financial Information Act to the Board. Each government corporation is required to publish a highly detailed report within six months of its year-end in a prescribed form.

Responsibility of reviewing and reporting on this item has, in the past, been delegated to the Chair of the Finance & Audit Committee.

Motion:

It was **MOVED** and **SECONDED** that the Chair of the Finance and Audit Committee continue to be authorised to review and approve the reporting required under the Financial Information Act on behalf of the Board.

CARRIED

Motion:

It was **MOVED** and **SECONDED** that the Board accept the 2009/10 Financial Information Act Report as recommended by the Finance & Audit Committee.

CARRIED

d. Board Compensation & Travel Expense Policy

Motion:

It was **MOVED** and **SECONDED** that the Board:

- Approve the revisions to CLBC's travel policy as recommended by the Finance & Audit committee; and,
- Adopts the document titled "Board Compensation and Expenses" for inclusion in the Board manual.

CARRIED

e. Information Resource Management Plan

Motion:

As recommended by the Finance and Audit Committee, it was **MOVED** and **SECONDED** that the Board:

- Approve the IRMP dated July 27th, 2010.
- Approve the revised capital budget for 2010/11 comprising: \$3.445 million for the information resource management plan; and \$0.234 million in respect of furniture, leasehold improvements and vehicles; for a total of \$3.679 million.

CARRIED

f. CMS Project Charter & Business Case

Motion:

As recommended by the Finance and Audit Committee, it was **MOVED** and **SECONDED** that the Board approve the CMS Project Charter and Business Case.

CARRIED

7. Governance & Human Resources Issues

a. Report of the Governance & HR Committee

Jan Marston gave a verbal report on the Governance & HR Committee which included discussion regarding the two existing Board vacancies, Board member evaluations, and ongoing Board member education and orientation.

b. Terms of Reference of the Governance & HR Committee

The Draft Terms of Reference of the Governance & HR Committee were presented to the Board for endorsement. It was explained that the Board's endorsement, rather than approval was being sought at this time, as the Committee's Terms of Reference may change as a result of Board governance project. An annual Committee work plan was reviewed by the Committee and will be further developed at future meetings.

Motion:

It was **MOVED** and **SECONDED** that the Board endorse the Draft Governance & HR Committee Terms of Reference as presented, at the recommendation of the Governance & HR Committee.

CARRIED

8. Quality & Service Issues

a. Report of the Quality & Service Committee

Norah Flaherty presented a verbal report of the Quality & Service Committee, which included a review of the Committee's Draft Terms of Reference, its annual work plan, and a discussion regarding Board representation on the Provincial Advisory Committee and stakeholder relations.

Motion:

It was **MOVED** and **SECONDED** that the Board approve, at the recommendation of the Quality & Service Committee, that Norah Flaherty be appointed the second Board representative to sit on the Provincial Advisory Committee.

CARRIED

b. Terms of Reference for the Quality & Service Committee

The Draft Terms of Reference of the Quality & Service Committee were presented to the Board for endorsement in much the same fashion as the Governance and HR Committee.

Motion:

As recommended by the Quality and Service Committee, it was **MOVED** and **SECONDED** that the Board endorse the Draft Terms of Reference of the Quality & Service Committee.

CARRIED

9. CEO Report

Rick Mowles presented his bi-monthly CEO Report and responded to questions and comments from the Board.

10. In Camera

Motion

It was **MOVED** and **SECONDED** that the Board move the meeting In Camera at 1:13pm.

CARRIED

There being no further business to discuss, the meeting was adjourned at 4:00pm. The next meeting of the Board is scheduled for November 30th, 2010 at 10:45am.