



Board of Directors Meeting Minutes

Wednesday, May 25, 2011

Airport Square – 7th Floor, 1200 West 73rd Avenue

Attendees:

Denise Turner
Ken Crump
Mark Duncan
Norah Flaherty
Darryl Harand
Elizabeth Hunt

Arn van Iersel
Roberta Kjelson
Ernie Malone
Jan Marston
Don Rowlatt

Presentations:

Al Etmanski and Jim Fletcher, BC Advisory Council on Social Entrepreneurship
Dr. Michael Shoop, PhD., The Shoop Group
Brian Salisbury, Director of Strategic Planning

Staff:

Rick Mowles (CEO)
Penny Johnson (Recorder)

Call to Order:

The Chair called the meeting to order at 11:40 a.m., and welcomed the Members.

1. Agenda

The Agenda was reviewed,

Motion:

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

CARRIED

2. Minutes of the March 30th Meeting of the Board of Directors

The Minutes of the March 30th meeting were reviewed,

Motion:

It was **MOVED** and **SECONDED** that the Board approve the Minutes of the March 30th meeting of the Board of Directors as presented.

CARRIED

3. Business Arising from the Minutes

Communications Policy

The revised Communications Policy was reviewed,

Motion:

It was **MOVED** and **SECONDED** that the Board approve the Communications Policy as presented.

CARRIED

4. Strategic Issues/Board Education

a. Social Innovation Presentation

Brian Salisbury introduced Al Etmanski and Jim Fletcher, Co-chairs of the BC Advisory Council on Social Entrepreneurship.

Al Etmanski and Jim Fletcher presented an overview of opportunities and concepts being perused by the Council and how social innovation and social finance can support new approaches to address pervasive social challenges; and answered questions from the Board.

The Chair thanked Al Etmanski and Jim Fletcher for their insight and willingness to share information. Al Etmanski and Jim Fletcher left the meeting at 1:10 p.m.

b. Strategic Planning

Brian Salisbury introduced Michael Shoop of the Shoop Group, the contractor who is leading the Strategic Planning process for CLBC. Michael Shoop then lead the Board Members through a strategic planning exercise over several hours as one component of the more fulsome exercise of gathering input from a variety of key stakeholder groups around the province over the next several weeks.

The Board Chair thanked Michael Shoop for his assistance. Michael Shoop and Brian Salisbury left the meeting at 4:00 p.m.

5. Other Business

a. Media Reports

Denise Turner reminded Board Members of CLBC's communications policies as well as the robust suite of policies and processes which are in place both at the organizational and Board level which allow Management and the Board to ensure appropriate oversight of CLBC. If Board Members should have any questions about media reports that cannot be adequately

addressed through the normal due diligence processes that are in place, they should phone the Chair.

b. Community Council Appointments

Rick Mowles presented biographical information and the names of eight individuals for re-appointment to Community Councils.

Motion:

It was **MOVED** and **SECONDED** that the Board re-appoint the eight individuals to the Community Council for a term of two years, as presented and recommended by Management.

CARRIED

6. Finance & Audit Issues

a. Report of the F&A Committee

Don Rowlett, who Chaired the F&A Committee meeting on May 20, 2011, gave a verbal report on the Finance & Audit Committee and responded to questions and comments raised by the Board.

b. Annual Audited Financial Statements

Don Rowlett presented a motion to approve the Annual Audited Financial Statements,

Motion:

It was **MOVED** and **SECONDED** that the Board approve: a) The write off of capital assets in the amount of \$739,000 and receivables in the amount of \$196,000; and b) the Audited Financial Statements for the year ended March 31, 2011 as amended (to include a note referencing the transfer of children's services in the statement of operations), as recommended by the Finance & Audit Committee.

CARRIED

c. OAG Auditors Report

Don Rowlett presented the OAG Auditors Report and responded to questions.

d. Appointment of External Auditor

Arn van Iersel presented the process used by the F&A Committee to appoint an external auditor and responded to questions.

Motion:

As recommended by the Finance & Audit Committee, it was **MOVED** and **SECONDED** that the Board approve the appointment of Deloitte & Touche, LLP as auditors of CLBC for the fiscal year 2011/12 with an option to renew annually for up to five years.

CARRIED

The Chair expressed thanks from the Board for the tremendous job Management has done over the past year. Rick Mowles will relay this message to the senior management team.

7. Governance & Human Resources Issues

a. Report of the G&HR Committee

Jan Marston gave a verbal report on the Governance & HR Committee and responded to questions and comments raised by the Board.

Minor changes were requested by MSD and subsequently made to the Board Code of Conduct Policy. As a result, the Policy needs to be re-approved by the Board and the annual Director Declarations were circulated at the meeting and re-executed by Board members.

Motion:

As recommended by the Governance & HR Committee, it was **MOVED** and **SECONDED** that the Board approves the Board Code of Conduct and Business Ethics Policy as revised.

CARRIED

b. Approve CEO Performance Process

Discussed in camera.

c. Compensation Philosophy and Guidelines

Work is being done to design a fulsome compensation philosophy and guidelines for excluded staff of CLBC. The CEO, Management, and the G&HR Committee will continue to work with experts in the field and the relevant government departments over the next several months in this regard and will report back to the Board.

d. Approve Board, Committee, Chair Evaluation Process

Discussed in camera.

e. Approve Executive and Director Compensation Disclosure

Discussed in camera.

Motion:

As recommended by the Governance & HR Committee, it was **MOVED** and **SECONDED** that the Board approves the Executive and Director Compensation Disclosure as presented.

CARRIED

8. Quality & Service Issues

a. Report of the Q&S Committee

Norah Flaherty gave a verbal report on the Quality & Service Committee and responded to questions and comments raised by the Board.

b. Approve Final Draft Annual Report

The Quality & Service Committee and the Finance & Audit Committee were delegated by the Board to approve their respective components of the draft Annual Report, which took place at prior meetings held in recent weeks.

At this time, the feedback received from those meetings has been incorporated into the final “draft” of the Annual Report which needs to be approved by the Board before it goes to the Ministry for their final approval, and then off to print and distribution.

Motion:

It was **MOVED** and **SECONDED** that the Board approves the final draft of the 2010/11 Annual Report as presented, as recommended by the Quality & Service Committee – provided that any substantive changes that may arise as a result of feedback from government be reviewed and approved by the Board Chair before going to print.

CARRIED

9. CEO Report

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

Rick Mowles announced that CMS is going live this week: all contracts can now be completed online. This is a significant move for CLBC (six-month implementation period), and the feedback from the pilot project has strongly indicated that it will be a big time-saver.

Rick Mowles has been meeting with staff all over the province to thank them for their hard work over the last year, and after meeting with about half of the staff, so far all meetings have been very positive.

The Board commented again on how important the work is of the front line staff and how much it valued the tremendous job everyone has done, particularly this past year.

10. Correspondence

Correspondence was reviewed by the Board.

11. In Camera

The Board moved the meeting In Camera at 4:30 p.m. to discuss human resource issues.

Adjournment

There being no further business to discuss, the meeting was adjourned at 6:00 p.m. The next meeting of the Board is scheduled for July 27, 2011 at 12:00 p.m.