



## Board of Directors Meeting Minutes

Wednesday, September 28, 2011

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

### Attendees:

Denise Turner  
Mark Duncan  
Norah Flaherty  
Darryl Harand  
Elizabeth Hunt

Arn van Iersel  
Roberta Kjelson  
Ernie Malone  
Jan Marston  
Don Rowlatt

Absent: Ken Crump

### Presentations:

Stephanie Milliken, President, Milliken HR Consulting  
Dr. Michael Shoop, PhD., The Shoop Group  
Jack Styan, Family Support Institute  
Murray George, Family Support Institute  
Aimee Morry, Family Support Institute  
Angela Clancy, Family Support Institute

### Staff:

Rick Mowles (CEO)  
Carol Goozh (VP, Policy & Program Development)  
Richard Hunter (VP, Corporate Services)  
Doug Woollard (VP, Organizational Development)  
Brian Salisbury (Director of Strategic Planning)  
Penny Johnson (Recorder)

### Call to Order:

The Chair called the meeting to order at 12:35 p.m., and welcomed the Members and Management.

### 1. Agenda

The Agenda was reviewed. Items 3d and 3e will be moved to a future meeting, and "Communications Plan Update" will be added to today's agenda.

**Motion:**

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

**CARRIED**

**2. Minutes of the July 27<sup>th</sup> Meeting of the Board of Directors**

The Minutes of the July 27<sup>th</sup> meeting were reviewed.

**Motion:**

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

**CARRIED**

**Motion:**

It was **MOVED** and **SECONDED** that the meeting be moved In Camera to discuss human resource issues.

**CARRIED**

**3. Strategic Issues/Board Education**

**a. CEO Performance Measurement Process**

Jan Marston introduced Stephanie Milliken, of Milliken HR Consulting, who presented an overview of the CEO evaluation process and responded to questions and comments raised by the Board Members.

The Chair thanked Stephanie Milliken for her presentation and commented that the Board looks forward to a more objective, structured CEO evaluation process. Stephanie Milliken left the meeting at 1:00 p.m.

**Motion:**

It was **MOVED** and **SECONDED** that the In Camera session of the meeting be recessed.

**CARRIED**

**b. Family Support Institute**

Carol Goozh introduced Jack Styan, Murray George, Aimee Morry, and Angela Clancy of the Family Support Institute (FSI). After the Chair welcomed them to the Board meeting, the FSI members presented a comprehensive overview of what the FSI does, and shared personal stories of challenges and accomplishments.

After the FSI members responded to questions and comments from Board Members, the Chair thanked them for helping the Board better understand the community landscape from the families' perspective, and for their tremendous work. The FSI members left the meeting at 1:55 p.m.

### c. Draft Strategic Plan

The Chair turned the meeting over to Brian Salisbury and Michael Shoop who led a discussion regarding the draft Strategic Plan and substantive issues affecting the Strategic Plan. Board Members provided comments and suggestions for improving the Plan. The Chair thanked the Board Members and Senior Management for their help in developing and evolving CLBC's Strategic Plan, and acknowledged the important role played by the Provincial Advisory Council and the Community Councils in helping develop the Plan.

#### ***Motion:***

It was **MOVED** and **SECONDED** that the Board approve the draft Strategic Plan with revisions discussed in the meeting.

**CARRIED**

The final Strategic Plan will be presented to the Board for approval at the November 23<sup>rd</sup> meeting. Brian Salisbury and Michael Shoop left the meeting at 2:55 p.m.

#### ***Motion:***

It was **MOVED** and **SECONDED** that the meeting be moved In Camera to discuss human resource issues.

**CARRIED**

### 4. CEO Report

Rick Mowles presented his bi-monthly CEO Report and responded to questions and comments raised by the Board. Rick Mowles has been organizing meetings with deputy ministers to discuss influencing factors in the community living sector and working together on various initiatives.

#### ***Motion:***

It was **MOVED** and **SECONDED** that the In Camera session of the meeting be recessed.

**CARRIED**

### 5. Other Business

#### a. Community Council Appointments

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

#### ***Motion:***

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

**CARRIED**

## **b. Key Messages for Board Members**

Roz Ingram, Director of Communications, presented some key messages which will be updated and disseminated to the Members on a monthly basis. These key messages may be used by Members in discussions with the public, and are intended to ensure all Board Members have ready access to factual information that may be topical from time to time.

## **c. Schedule of Outstanding Items**

Denise Turner presented a schedule of outstanding Board items from previous meetings. The schedule will be updated as required and presented to the Board at each meeting.

## **d. Community Living Month**

Roz Ingram advised that Community Living Month begins October 1<sup>st</sup>, and a list of events around the province are presented in the CEO Report (Agenda Item 4).

## **e. Communications Plan Update**

Rick Mowles and Roz Ingram presented a draft update to CLBC's Communications Plan for discussion and consideration by the Board. Having received feedback from Board Members, Management undertook to continue to evolve the draft Plan and to provide further information to the Board as required.

## **6. Finance & Audit Issues**

### **Report of the F&A Committee**

Arn van Iersel gave a verbal report on the Finance & Audit Committee and responded to questions and comments raised by the Board.

#### **Motion:**

It was **MOVED** and **SECONDED** that the Board approve the 2011/12 Internal Audit Plan, as recommended by the F&A Committee.

**CARRIED**

It was noted that primary oversight of several of the Projects planned for 2011/12 will rest with the Quality and Service Committee as per the agreed upon process between and among Committees. In these cases, the role of Finance and Audit Committee will be as co-ordinator or "quarter-back" and advisor to the Q&S Committee as required.

#### **Motion:**

It was **MOVED** and **SECONDED** that the Board approve the Banking and Borrowing Policy with the word "written" removed from Item 3.3, as recommended by the F&A Committee.

**CARRIED**

**Motion:**

It was **MOVED** and **SECONDED** that the Board approve the Financial Statements of July 31, 2011, as recommended by the F&A Committee.

**CARRIED**

**Motion:**

It was **MOVED** and **SECONDED** that the Board approve the updated Information Resource Management Plan, subject to securing capital funding for fiscal year 2012/13 as outlined in the Plan, as recommended by the F&A Committee.

**CARRIED**

**Motion:**

As recommended by the F&A Committee, it was **MOVED** and **SECONDED** that the Board give authority to Arn van Iersel to negotiate a payment agreement of up to \$2,500 with the external auditor with regard to their request for additional compensation in connection with the 2011/12 audit.

**CARRIED**

**Motion:**

It was **MOVED** and **SECONDED** that the Board approve the revised letter of engagement for CLBC's external audit with Deloitte & Touche LLP, as recommended by the F&A Committee.

**CARRIED**

**Motion:**

It was **MOVED** and **SECONDED** that the Board approve the amended Committee Work Plan, as recommended by the F&A Committee.

**CARRIED**

**Motion:**

It was **MOVED** and **SECONDED** that the Board approve the recruitment of an internal auditor, as recommended by the F&A Committee.

**CARRIED**

## **7. Governance & Human Resources Issues**

### **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.

**Motion:**

It was **MOVED** and **SECONDED** that the Board approve the Nurses Agreement, as recommended by the G&HR Committee.

**CARRIED**

After a discussion regarding the procedure for CLBC's open board meetings and having given consideration to the processes followed by various other organizations, the Board Members agreed with the Committee's recommendation that the processes followed by the Provincial Health Services Authority (PHSA) offered a good balance of allowing opportunity for public input and access, while at the same time providing the board with an appropriate environment in which to conduct its public meetings. Jan Marston and Carol Goozh will develop a procedure for open board meetings to be used for the first time for the November Board meeting in Prince George, which will include the opportunity for the public to make presentations, and a Q&A session.

## **8. Quality & Service Issues**

### **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. Norah also commented on her and Darryl's attendance at the recent meeting of the Provincial Advisory Committee (PAC) where a good portion of the day was spent garnering feedback from the Committee on the high level strategic directions of CLBC that are flowing out of the new draft Strategic Plan. Norah reported that the PAC members provided valuable input, which she saw reflected in the earlier session with the Board today (with respect to the draft Strategic Plan). Norah also, on behalf of the PAC, requested that Board Members give thought to potential candidates in community which may have an interest in serving on the Community Councils. Many of the Councils are being challenged with recruitment. It was mutually agreed within the Board that it is in the best interest of CLBC to have robust, thriving Councils, and all Directors agreed to make an effort to contribute to the Councils' recruitment efforts.

## **9. Correspondence**

Correspondence was reviewed by the Board.

## **10. In Camera**

The Board moved the meeting In Camera at 5:55 p.m. to discuss human resource issues.

## **Adjournment**

There being no further business to discuss, the meeting was adjourned at 6:30 p.m. The next meeting of the Board is scheduled for November 23, 2011 at 12:30 p.m.

## **ADDENDUM**

### **Report from Board Members on Listen and Learn Session with CLBC Staff Regarding Innovation**

Six Board Members met with staff from throughout the province to learn about their innovation projects and experiences. Board Members expressed appreciation to the presenters for their enthusiasm, creativity and commitment in promoting innovation and quality of life outcomes for their clients. It was clear from the various presentations that there are numerous excellent examples of innovation in the furtherance of CLBC's vision and mission. Board Members were very encouraged at the obvious alignment between the work that is already underway, and the strategic foci that are being developed in the new strategic plan.

Members encouraged staff to continue their successes in building sustainable partnerships and protocols with families, businesses, organizations and governments.