



Board of Directors Meeting Minutes January 28, 2014

Directors Present:

Bill Yetman, Chair
Laurie Hicks
Wendy Nailer
Paul Sudarsan
**by phone, in part*

Nancy Dudgeon*
Myra Libenson
Christopher Neuman
Natasha vandenHoven

Robert Foldes
Shannon MacDonald
Manuel Pedrosa

Staff Present:

Stacey Daub, Chief Executive Officer
Azalea Angeles, Executive Assistant

Guests:

Karen Sadlier-Brown, CSQ Committee Member
Michael Beswick, CSQ Committee Member
Chester Cheang, Finance and Audit Committee Member (in part)
Colleen Fleming, Governance Consultant (in part)

Regrets:

Gina deVeaux

1.0 PRELIMINARY ITEMS

1.1 Call to Order

With confirmation of the presence of a quorum, the meeting was called to order.

1.2 Chair's Remarks

The Chair welcomed everyone to the first meeting of the new year. He provided brief updates to the Board on the staff open house over the holidays, the peer evaluations and the governance project work. In particular, he thanked S. MacDonald, Chair of the Governance Committee for the time and commitment spent during the holidays to drive the project forward.

1.3 Approval of Agenda

On a motion duly moved (vandenHoven), seconded (Neuman) and carried, the agenda was approved as circulated.



1.4 Disclosure of Conflict of Interest

There was no conflict of interest declared by any board member with respect to the agenda items for this meeting.

2.0 CONSENT AGENDA

On a motion duly moved (Pedrosa), seconded (Nailer) and carried, the Board of Directors:

- 2.1 Approved the Board of Directors meeting minutes from November 26, 2013
- 2.2 Received the CEO Performance Management update
- 2.3 Received the Q3 CEO Report

3.0 STRATEGIC MATTERS

3.0 Governance Project Update

The purpose of today's discussion is to present to the Board the findings report of C. Fleming, governance consultant. The report is a record of initial findings based on the consultant's review of documentation, observation at Board and Committee meetings and interviews with selected members of the Board and senior management

S. MacDonald reported that the Governance Committee worked closely with the consultant to ensure that the information in the report was useful to the ongoing review and improvement process of the Board. Following the presentation of C. Fleming, the Board will have an opportunity to discuss next steps.

S. MacDonald emphasized the important of the work being done and wants to ensure that the board is comfortable and supportive of the path moving forward.

C. Fleming joined the meeting and presented the finding report, specifically highlighting the timeline, purpose of the report, environmental pressures to improve governance, results of the documentation review and an overview of leading practice. Board members requested clarification on a number of items included in the report and examples to validate certain observations.

C. Fleming shared the key recommendations from the finding report. The board discussed the various recommendations and asked questions to gain a better understanding of its impact to current board practice.



The Board also discussed the retreat agenda and content and agreed that a clear framework and plan be developed for the retreat, priorities should be circulated in advance and constructive dialogue should be a priority for the retreat.

C. Fleming left the meeting.

C. Cheang joined the meeting via teleconference.

At the request of S. MacDonald, each board member shared their opinion of the Findings Report and provided their thoughts and perspective regarding the next phase of the governance project and the appropriate external support required by the Board.

Based on the Board's discussion, the Governance Committee will develop next steps in the project and determine the support required to move into the next phase of the governance project.

4.0 ADJOURNMENT

There being no further business the meeting was adjourned.