

Governance Committee

Meeting Minutes

Monday, June 12, 2017 – 9:00 a.m.
LICA Board Room

PRESENT:

Committee Members
& Resource Persons

Delano Tolley (Vice-Chair)
Heather Harms (Attended at 9:10 a.m.)
John Ilchuk
Wilf Tomchek

Observers and Guests:

Staff and Contractors:

Arianne Crook, LICA Executive Director
Carrie Cardamone, LICA Executive Assistant

Regrets:

Wayne Bamber (Chairperson)
Michael Bisaga, Manager Environmental Monitoring Programs
Colin Hanusz, BRWA Program Manager
Andrea Woods
Colin Woods

1. CALL TO ORDER

Vice-Chair Delano Tolley called the meeting to order at 9:10 a.m.

1.1 Roll Call/Committee Member List

2. APPROVAL OF AGENDA

#1 Moved by John Ilchuk AND RESOLVED that the June 12, 2017 Agenda be approved as presented.

1. APPROVAL OF MINUTES

#2 Moved by Wilf Tomchek AND RESOLVED that the June 5, 2017 Minutes be approved, as presented.

4. ITEMS FOR DECISION

4.1 Policy 5.3 – Responsibilities of the Board of Directors

#3 Moved by Delano Tolley AND RESOLVED that the Governance Committee submit the following recommendations to the Board of Directors that Policy 5.3 – Responsibilities of the Board of Directors be amended to read:

“INTENT:

The Board’s role is to provide direction and leadership, and to respond to direction based on input from its membership. The Board recognizes its Governance role as policy focused. Policy implementation and administrative detail shall be carried out by LICA employees and committees.

The Board will ensure that the talents and energies of the membership are enlisted in the appropriate committees and that the role and authority of the committees are clearly set out.

The Directors participate in making Board decisions which lead toward desired outcomes. LICA is not politically motivated nor associated with any political organizations.

DIRECTIVES:

The Board is responsible for:

Article 5.3.1.1 Establishing LICA’s Vision, Mission, and Values.

Delete Article 5.3.1.2

Amend first bullet to now be Article 5.3.1.2 Setting goals and objectives annually through Strategic Planning.

Amend second bullet to now be Article 5.3.1.3 Overseeing budgeting and funding.

Article 5.3.1.3 to now be Article 5.3.1.4 Providing direction through the development of Bylaws and policies.

Article 5.3.1.5 Establishing committees based on organizational need.

Amend Article 5.3.1.4 to now be Article 5.3.1.6 Creating and confirming LICA’s identity in the community through stakeholder engagement.

Amend Article 5.3.1.5 to now be Article 5.3.1.7 Hiring, monitoring, and evaluating employees/contractors reporting to the Board.

IMPLEMENTATION:

Article 5.3.2.1 Officers are elected from among the Directors within 14 days of the Annual General Meeting.

Article 5.3.2.2 Members of the Board shall sign a copy of LICA’s Code of Ethics within 30 days of the Annual General Meeting.

Article 5.3.2.3 Strategic planning is guided by LICA’s Vision, Mission, and Values to establish annual goals and objectives.

Article 5.3.2.4 Board self-governance is established by policies that ensure that the Board and its committees are accountable and responsible for their actions.

Article 5.3.2.5 Operational Governance is established through finance, personnel, and stakeholder engagement policies.

Delete Article 5.3.3

4.2 Policy 5.4 – Bylaws

The Governance reviewed Policy 5.4 – Bylaws and agreed no changes were necessary.

4.3 Policy 5.5 – Decision Making Process

#4 Moved by Heather Harms AND RESOLVED that the Governance Committee submit the following recommendations to the Board of Directors that Policy 5.5 – Decision Making Process be amended to read:

IMPLEMENTATION:

Article 5.5.2.1 At the first meeting of the Board and of each committee, the elected Chair shall indicate that a consensus decision-making process is to be followed as outlined in the flow chart attached to and forming part of this policy.

Delete Article 5.5.2.2

Amend Article 5.5.2.3 to now be Article 5.5.2.2 The Board and each committee may obtain training and guidance in the use of the consensus decision-making process.

Delete Article 5.5.2.4

Amend Article 5.5.2.5 to now be Article 5.5.2.3 For Annual General and special meetings, the prescribed rules of order may be changed by resolution by a two-thirds majority of the LICA members present at a general meeting.

4.4 Policy 5.6 – Board and Committee Meetings

#5 Moved by John Ilchuk AND RESOLVED that the Governance Committee submit the following recommendations to the Board of Directors that Policy 5.6 – Board and Committee Meetings be amended to read:

“INTENT:

The operation of the Association requires regular Board meetings to meet goals and objectives. Committees shall meet as defined in terms of reference.

DIRECTIVES:

Article 5.6.1.1 Meetings will be open to the general public and news media.

Delete Article 5.6.1.2

Amend Article 5.6.1.3 to now be Article 5.6.1.2 Board and Committee Chairs, together with the Executive Director, will develop agendas for proposed meetings.

Amend Article 5.6.1.4 to now be Article 5.6.1.3 Minutes of all meetings of the Board and committees will be kept.

Amend Article 5.6.1.5 to now be Article 5.6.1.4 The Action List (attached at the end of this policy) can be used at any LICA meeting to facilitate participants' ability to carry out the decisions made at the meeting. The recorder shall list required actions, responsibility, and time frame, and supply a copy to each participant.

Article 5.6.1.5 When the Association has to deal with legal, security, personal, and labor relations issues, as designated in the Freedom of Information and Protection of Privacy Act (FOIPP), meetings may go in camera. The Board shall decide by consensus who will participate in that portion of the meeting. The Chair shall seek consensus on a motion to do so, and the time the Board goes in camera and comes out are recorded in the minutes. While the Board is in camera, no minutes are taken. Any decisions reached during the in camera session must be passed by consensus when the regular meeting resumes. What is discussed in camera may not be discussed at any other time or place, remaining confidential. Only those items brought out of camera and recorded in the regular meeting minutes may later be discussed.

IMPLEMENTATION:

Article 5.6.2.1.1 Prior to all meetings, the Board or committee Chair and the Executive Director will prepare the agenda and notice of the meeting. The notice of the meeting and agenda shall be provided to the members of the Board/committee at least five working days prior to the meeting date.

Delete Article 5.6.2.1.2

Amend Article 5.6.2.1.3 to now be Article 5.6.2.1.2 All Board and Committee meetings are open to the public who may participate in discussion; decisions shall be made only by the designated decision-makers.

Amend Article 5.6.2.1.4 to now be Article 5.6.2.1.3 The presiding Chair may expel and exclude from a meeting any person whose conduct is inappropriate.

Amend Article 5.6.2.1.5 to now be Article 5.6.2.1.4 Elected and appointed members of the Board are each entitled to one vote, which may be made in person, or by alternative means under circumstances where a decision is required and the Board is unable to meet.

Amend Article 5.6.2.1.6 to now be Article 5.6.2.1.5 Proxy voting will not be allowed.

Amend Article 5.6.2.1.7 to now be Article 5.6.2.1.6 Any member in good standing is entitled to a vote at any general or special meeting of the Society, as set out in the Bylaws.

Amend Article 5.6.2.1.8 to now be Article 5.6.2.1.7 When the Board cannot meet in a timely manner for a decision, the Officers may act on behalf of the Board. Any such decisions must be reported to the Board at the next regular meeting.

Delete Article 5.6.2.1.9, Article 5.6.2.1.10

Amend Article 5.6.2.1.11 to now be Article 5.6.2.1.8 The order of business at all regular meetings will generally be:

- **Approval of Agenda**
- **Declaration of Conflict of Interest**
- **Approval of Minutes of previous meeting(s)**
- **Items for Decision**
- **Items for Discussion on Upcoming Decisions**
- **Presentations/Delegations**
- **For Information Only**
 1. **Chair's Report**
 - 2 **Executive Director's Report**
 - 3 **Committee Reports**
 - 4 **Treasurer's report**
 - 5 **Other**

Amend Article 5.6.2.1.12 to now be Article 5.6.2.1.9 Before starting a Board meeting, the presiding Chair will ensure that a quorum is present, as per LICA Bylaws. If quorum has not been met, the meeting may continue, but decisions do not come into effect until approved at the next Board meeting.

Amend Article 5.6.2.1.13 to now be Article 5.6.2.1.10 a change to the Agenda may be proposed by any member and will require consensus.

Amend Article 5.6.2.1.14 to now be Article 5.6.2.1.11 All meetings will be adjourned within the advertised time, unless there is consensus to extend the time of adjournment.

Article 5.6.2.2.3 Elections of members for the Association's Board shall be held at the Annual General Meeting.

Article 5.6.2.3.1The Board, upon at least eight days' notice to all Directors, may call special Board meetings.

Article 5.6.2.3.2 Special General Meetings may be called by the Board or upon the written request of at least 25 members. Such a request shall contain the reason for the meeting and notice of intended motions. At least 21 days' written notice of such a meeting shall be given to all members. Quorum for a Special General Meeting is 25 members in good standing plus ten Board Directors.

Article 5.6.2.4.4 Following the election of the Board Chair, s/he shall assume the Chair, and the Vice-Chair and Secretary-Treasurer will be elected in the same way the Chair was elected.

Delete Article 5.6.2.4.5

Amend Article 5.6.2.4.6 to now be Article 5.6.2.4.5 A time and place for regular meetings will be determined.

Amend Article 5.6.2.4.7 to now be Article 5.6.2.4.6 A regular Board meeting shall follow the organizational meeting.

[Meeting of the Board of Directors]

Date:

Recorder:

ACTION LIST

<u>Task</u>	<u>Date to be complete</u>	<u>Person assigned to task</u>	<u>Y/N</u>

Next Meeting:

4.5 Policy 5.7 – Board Member Job Descriptions

#6 Moved by Wilf Tomchek AND RESOLVED that the Governance Committee submit the following recommendations to the Board of Directors that Policy 5.7 – Board Member Job Descriptions be amended to read:

“INTENT:

The Board of Directors are the decision makers of the Association, assuming responsibility for the administration of the organization, and its assets, liabilities, contracts, bylaws, and policies. The Chair, Vice-Chair, and Secretary-Treasurer each have specific responsibilities and are the Officers of the Association.

DIRECTIVES:

Article 5.7.1.1 The Officers shall be elected from among the LICA Board of Directors within 14 days of each Annual General Meeting.

Article 5.7.1.2 Officers shall be accessible to the Executive Director, Directors, and the general membership of the Association.

Article 5.7.1.3 All Board Directors are expected to:

Article 5.7.1.3.1 Participate in the formation of the Association's strategic plan, bylaws, and policies.

Article 5.7.1.3.2 Participate in committees as requested by the Board.

Article 5.7.1.3.3 Commit to the Vision, Mission, Values, and goals of the Association.

Delete Article 5.7.1.3.4

Amend Article 5.7.1.3.5 to now be Article 5.7.1.3.4 Attend all Board meetings.

Amend Article 5.7.1.3.6 to now be Article 5.7.1.3.5 Contribute constructively to Board discussions.

Amend Article 5.7.1.3.7 to now be Article 5.7.1.3.6 Speak with one voice—Board members may debate alternatives in the Boardroom; however, once a decision has been made, whether or not an individual Board Member is in agreement, s/he should respect consensus and not speak against the Board decision.

Amend Article 5.7.1.3.8 to now be Article 5.7.1.3.7 Become familiar with LICA Bylaws, policies, and organizational structure, as well as the adopted consensus decision-making process and rules of order, so that any decision of the Board may be made in an efficient, knowledgeable, and timely fashion.

Delete Article 5.7.1.3.9, Article 5.7.1.3.10

IMPLEMENTATION:

Addition of new Article 5.7.2.1.1 Presides at Board meetings

Amend old Article 5.7.2.1.1 to now be Article 5.7.2.1.2 Provides leadership to the Board in governing and supporting the Association. Facilitating work of the Board as a whole rather than acting as an individual.

Article 5.7.2.1.3 Works closely with the Executive Director to ensure effective operation.

Amend Article 5.7.2.1.2 to now be Article 5.7.2.1.4 Is the official spokesperson of LICA to stakeholders, the media, and the community; represents the Association in the community (or as delegated).

Amend Article 5.7.2.1.3 to now be Article 5.7.2.1.5 Develops agendas for the meetings with the Executive Director and/or Officers.

Delete Article 5.7.2.1.4

Amend Article 5.7.2.1.5 to now be Article 5.7.2.1.6 May make recommendations to the Board regarding committees to be established; seeks volunteers for

committees/coordinates individual Board member assignments; ensures each committee has a Chair; stays in touch with committee Chairs to be sure that their work is carried out; identifies committee recommendations that should be presented to the full Board; determines whether Officers' meetings are necessary and convenes the Officers' accordingly.

Amend Article 5.7.2.1.6 to now be Article 5.7.2.1.7 Establishes or delegates a committee for hiring an Executive Director and program managers; convenes Board discussions on the evaluation and negotiating a compensation and benefits package.

Amend Article 5.7.2.1.7 to now be Article 5.7.2.1.8 Ensures that Board matters are handled properly, including preparation of pre-meeting materials, committee functioning, and recruitment and orientation of new Board members.

Article 5.7.2.3.1 Manages the Board's review of and action related to, the Board's financial responsibilities; works with Executive Director in developing, implementing, and evaluating financial procedures and systems.

Delete Article 5.7.2.3.5

Article 5.7.2.4 Officers

Article 5.7.2.4.1 Provide consultative support to the LICA Executive Director.

Delete Article 5.7.2.4.2, Article 5.7.2.4.3, Article 5.7.2.4.4, Article 5.7.2.4.5

Amend Article 5.7.2.4.6 to now be Article 5.7.2.4.2 The Officers shall have access to the resources of the LICA office.

Amend Article 5.7.2.4.7 to now be Article 5.7.2.4.3 The Officers shall have a budget allocation to cover expenses and stipends.

Amend Article 5.7.2.4.8 to now be Article 5.7.2.4.4 The Board shall be provided with a report of the Officers' meeting(s).

Delete Article 5.7.2.5, Article 5.7.2.5.1, Article 5.7.2.5.2

5. ITEMS FOR DISCUSSION ON UPCOMING DECISIONS

6. PRESENTATIONS

No report.

7. FOR INFORMATION ONLY (FIO)

7.1 .Finances to June 7, 2017

The Committee review the finances to June 7, 2017.

8. **FEEDBACK ON MEETING**

9. **NEXT MEETING DATE(S)**

To be determined.

10. **ADJOURNMENT**

The meeting adjourned at 4:00 pm