

Governance Committee

Meeting Minutes

**Thursday, January 26, 2017 – 1:00 p.m.
LICA Board Room**

PRESENT:

Committee Members
& Resource Persons:

Wayne Bamber (Chairperson)
Heather Harms
John Ilchuk
Delano Tolley (Vice-Chair)
Andrea Woods

Observers and Guests:

Staff and Contractors:

Arianne Crook, LICA Executive Director
Eveline Hartog, LICA Administrative Assistant

Regrets:

Michael Bisaga, Manager Environmental Monitoring
Programs
Colin Hanusz, BRWA Program Manager
Wilf Tomchek
Colin Woods

1. CALL TO ORDER

Chairperson Wayne Bamber called the meeting to order at 1:05 p.m.

1.1 Roll Call/Committee Member List

2. APPROVAL OF AGENDA

#1 Moved by Andrea Woods AND RESOLVED that the January 26, 2017 Agenda be amended to include:

4.8 Bylaw Review,

and that the January 26, 2017 Agenda be approved, as amended.

3. APPROVAL OF MINUTES

#2 Moved by Delano Tolley AND RESOLVED that the November 28, 2016 Minutes be approved as presented.

4. ITEMS FOR DECISION

4.1 Policy 8.1 – Communications Strategy

#3 Moved by Heather Harms AND RESOLVED that the Governance Committee submit the following recommendations to the Board of Directors that the Communications Strategy be amended by the following:

Delete Advocacy in line OPERATIONAL POLICY: 8, and

“Article 8.1 Communication”, and

“Committees and individuals do not speak for LICA unless specifically authorized to do so.”, and

Under IMPLEMENTATION

“The Communication Policy will be approved by the Board, and will be reviewed annually as part of the LICA Board orientation.”, and

Add:

“The Communication Policy will be reviewed as a component of staff/contractor orientation.”, and

Delete: “Interim changes and additions to the Communications Strategy shall be at the discretion of the Board.”, and

Amend: “All communications will be consistent with the LICA Logo Guide (Appendix A).”, and

“All communication releases that are in alignment with Policy 8 shall be considered to be preauthorized by the Board.”

Amend: “The Communications Policy Appendix A is attached to and form part of this policy.”, and

Former Appendix A now becomes a part of Policy 8 COMMUNICATION, and

Add headings:

- Brand Recognition**
- Public Engagement**
- Event Promotion**
- Online Media**
- Print Publication**

Delete everything after the logo section of APPENDIX A

4.2 Policy 7.1 – Executive Director Job Description

#4 Moved by John Ilchuk AND RESOLVED that the Governance Committee amend the Executive Manager Job Description as recommended by the Board of Directors by the following:

“Position Summary

The Executive Director has a leadership role, managing daily operations; actively building relationships within and outside LICA’s diverse stakeholder community.”, and

4. Human Resources

Deleting “Nurture a positive office environment.”

4.3 Policy 5.19 – Ensuring LICA Sustainability – Sub Section Policy 5.19.2.4

#5 Moved by Heather Harms AND RESOLVED that the Governance Committee forward the following recommendations to the Board of Directors that Policy 5.19. – Ensuring LICA Sustainability be amended by the following:

“INTENT:

In order for LICA to remain relevant and sustainable, the organization must be responsive to regional concerns; provide stakeholders with current information, and ensure that LICA has adequate resources, which are used efficiently and effectively.”;
and

“Article 5.19.1 DIRECTIVES:”, and

Delete Article 5.19.1.1; and

Rename Article 5.19.1.2 to now be Article 5.19.1.1, and

Rename Article 5.19.1.3 to now be Article 5.19.1.2, and

**Rename Article 5.19.1.4 to now be Article 5.19.1.3, and
Delete Article 5.19.1.5, and**

Rename Article 5.19.1.6 to now be Article 5.19.1.4, and

Rename Article 5.19.1.6 to now be Article 5.19.1.5, which will read “LICA shall be open to pursuing opportunities for growth and diversification based on regional needs.”, and

Delete Article 5.19.2.1

Rename Article 5.19.2.2 to now be Article 5.19.2.1 which will read “All Board and committee members are expected to participate actively in LICA meetings and events.”, and

Delete Article 5.19.2.3, and

Rename Article 5.19.2.4 to now be Article 5.19.2.2, and

Rename Article 5.19.2.5 to now be Article 5.19.2.3 which will read “The LICA Business Case shall be reviewed annually and revised as required. This Business Case shall then be used, in conjunction with other LICA publications and events, as a membership recruitment tool.”, and

Rename Article 5.19.2.6 to now be Article 5.19.2.4, and

Rename Article 5.19.2.7 to now be Article 5.19.2.5, and

Delete Article 5.19.2.8, and

Rename Article 5.19.2.9 to now be Article 5.19.2.6 which will read “The LICA Board shall annually assess whether other sources of funds are needed and pursued accordingly.”

4.4 Governance Committee Terms of Reference

#6 Moved by John Ilchuk AND RESOLVED that the Governance Committee forward the following recommendations to the Board of Directors that the Governance Committee Terms of Reference be amended by the following:

“Resource Expenses and Budget:

- The GC shall have access to the resources of the LICA office and Executive Director
- The GC shall operate its finances as per LICA’s bylaws and policies

4.5 Policy 7.3 – Staff Salary

#7 Moved by Andrea Woods AND RESOLVED that the Governance Committee amend Policy 7.3 – Staff Salary as recommended by the Board of Directors by the following:

“Article 7.3.1.1 LICA staff members shall be paid monthly and may, upon request, be paid with a mid-month advance. Contractors will be paid in accordance to contract agreements.”, and

“Article 7.3.1.2 Salary advances other than the mid-month advance pay periods will not be given.”

4.6 Policy 7.6 – Overtime Hours

#8 Moved by Delano Tolley AND RESOLVED that the Governance Committee forward the following recommendations to the Board of Directors that Policy 7.6 Overtime Hours Sub Section 7.6.2.1 be amended by the following:

“Article 7.6.2.1 Overtime in excess of contracted hours shall be paid at time-and-a-half or banked as time in lieu to be used as straight time. Overtime hours are to be pre-approved by the Executive Director.”

4.7 Policy 7.7 - Holidays

#9 Moved by Andrea Woods AND RESOLVED that the Governance Committee forward the following recommendations to the Board of Directors that Policy 7.7 Holidays be amended by the following:

“Article 7.7.2.1 LICA staff shall be paid for Statutory and observed Holidays.”

4.8 Bylaws

Andrea Woods briefly gave the Committee an overview of LICA Bylaws that will have to be reviewed and changed once the LICA restructuring occurs.

Andrea also reviewed the proposed restructuring of the LICA Board of Directors.

5. ITEMS FOR DISCUSSION ON UPCOMING DECISIONS

No report.

6. PRESENTATIONS

No report.

7. FOR INFORMATION ONLY (FIO)

7.1 Finances to December 31, 2016

The Committee reviewed the finances to December 31, 2016.

8. FEEDBACK ON MEETING

9. NEXT MEETING DATE(S)

To be determined.

10. ADJOURNMENT

The meeting adjourned at 4:20 p.m.