**Memo to LCCJ Board**

**Record of Governance Committee Meeting**

Date: April 20, 2022 – 1:00 pm

Present: S. Graham, Chair, R. Dickson, M. Bird, E. Stresman, A. Toor, J. Higginson and, J. McHard

The meeting addressed four main issues:

* Conflict of Interest Policy
* Approach to Board Self Evaluation and Capacity Development
* Planning for AGM
* Strategic Plan

**Conflict of Interest Policy**

1. The draft Conflict of Interest Policy incorporating the changes suggested at the previous board of directors meeting was discussed. It was agreed to make these changes to the policy. In addition, under Procedure Point 2, there was an addition of “The Person concerned must excuse themselves from all discussion and **remove themselves from the** **room**….” A concern was raised that this may result in a lack of quorum or sufficient people to have an effective discussion or decision. As well, In Procedure Point 6, “may” was changed to “will”.
2. Agreed to present this version of the conflict-of-interest policy at the next board of directors meeting.
3. Committee will also recommend that the review of bylaws and committee terms of reference will address the number of people needed to be present for a meeting.

**Approach to Board Self Evaluation and Capacity Development**

S. Graham suggested that there were three ways that this could be approached:

* Approach 1 – A combined approach with a questionnaire provided. A draft questionnaire intended to evaluate board capacity development was also presented.
* Approach 2 – new specific ideas on how to approach this.
* Approach 3 – eliminate items from Governance Committee terms of reference.
* Decision to bring to the Board for approval.

1. Concerns were expressed with the draft questionnaire; from what perspective where recipients to answer the questions (their own or the board as a whole) and, there where questions within questions. It was also questioned if this task was a priority at the present time, although it was in the past and may be in the future. Rather then Approach 3 of eliminating it completely, it should be amended to “as needed” or “as requested by the board”. It was also suggested that perhaps this should be part of each committee’s terms of reference, were they performing effectively.
2. It was agreed to put this item aside to look at it again as part of this committee’s review of their terms of reference.
3. Related to this issue is the agreement for all Board committees to assess and then revise their terms of reference to a) be up to date with the mandate and activities current within the Committee and b) be of a consistent format for each Committee. S. Graham will discuss the draft format at the next Board meeting to achieve an agreed format. The revisions are currently set to be approved at the Board in the June meeting. This target date may have to be revised.

**Planning for a September AGM**

* Important tasks and assistance to the ED – what? who?
* Establish a nominating committee – Chair? Members? Planned Role?
* New Board members required – number and expertise
* Annual Report – schedule

1. In the past this work has been done by a sub-committee of this committee. A. Toor, M. Bird and J. McHard agreed to form this committee. However, the board should be advised it is now their responsibility to strike a nominating committee.
2. We currently have one position open for a Board member. However R. Dixon and S. Graham’s 3 year terms are up at the next AGM. Their intention for renewal should be assessed. It is possible up to 3 empty Board seats may be available. Board skill requirements should be assessed by the Nominating Committee.
3. This year’s AGM can take place in September but the following year it will need to be done by July for the financial report to be reviewed and approved prior to submission to MCSS. Volunteers will be sought on the Committee to help the ED organize and prepare information for the AGM.

**Strategic Plan**

* Performance Indicators.

1. S. Graham and J. McHard have been reviewing the data base in order and questioning what data really needs to be collected. There are some performance indicators in the Strategic Plan that are no longer collected in the data base.
2. S. Graham will present this issue at the next board meeting for discussion.

**Closing**

Next meeting will be Monday, May 16 at 3pm.