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|  | **MINUTES**  Governance Committee  February 1, 2018, 2:00 – 3:30 PM |

**Expected:** Scott Ferguson, Christine Peringer and Sarah Bingham

**Regrets:** Murray Long

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| ***Agenda Item*** | ***Discussion/Decision or Action*** |
| 1. **Welcome**    1. Agenda review    2. Election of Chair    3. Minutes / actions from 27 Apr 2017 meeting | Scott called meeting to order at 2:20 pm.  Agenda accepted as presented.  Scott nominated Chair for the year.  Minutes accepted as presented. |
| 1. **Committee Action Items**    1. Strategic Planning (Sarah / Scott)    2. Policy Review Process (Sarah / Scott)    3. Bylaws (Scott)    4. Board Annual Evaluation (Christine)    5. Board Member Development (Sarah)    6. Board and Committee Structure (all)    7. Nominations sub-committee (tbd) | 1. **Strategic Planning:** The Board has decided that we would review the strategic plan in Fall 2018, to make sure we are on track and update as necessary. The GC will meet in August to review the plan and make any recommendations at that time. 2. **Policy Review:** Sarah reported on policy review action: Each committee is reviewing their policies Finance – All reviewed with last one coming. HR: Seven policies are done, due to committee hard work. Health and Safety and Employee Handbook are still in process. Compensation is on the board agenda for approval. In December Bill 148 passed so we need to update our policy re accessing lieu hours.   Operational Policies: Sarah still reviewing these.  **Action:** Sarah will bring any new drafts to GC in August.  Governance: April 27 2017 (2.e.i (2nd one)) changes to the Board of Director Responsibilities are still to be approved by the board. **Action**: Scott will bring a draft to the Board for approval at the Feb. Board meeting.   1. **By-laws:** Bylaws passed at the AGM in June 26 2017. No further action at present. 2. **Board Annual Evaluation:** We last did this in October 2015 and we want to reinvigorate this process. The Board willconsider if it wants to use the same format. If the Board approves, Sarah will send it out in June. **Action**: Sarah will shepherd this forward. 3. **Board Member Development** There was great board member participation in the National Symposium in November and five board members attended the Be Strong Training January 16th 2018. Sarah would like it if more board members could attend the webinars and there are more on-line training available we could consider. Meaghan Schooley will be attending a future board meeting to outline details of our insurance coverage to the board. **Action**: Sarah will do a quick on-line survey of board members to canvass them for their training needs. 4. **Board and Committee Structure.** We modified our structure at the June 2017 AGM. **Action**:  1. Sarah will add to the board contact list who is on which committee. 2. Scott will send Sarah the LAWs model 5. **Nominations sub-committee**   Two (minimum) to 4 (maximum) vacancies are on the board for this AGM.  **Decision**:  1. We are re-striking the Nominations Committee and seek members. Murray and Sarah are ex-officio members. **Action**:  1. Sarah (in Scott’s absence) will seek volunteers at the next meeting. 2. Sarah will call each board member to explore their role on the board. |
| 1. **Committee Operations**   GC TOR (Scott) | **Action**: Scott will send Sarah a final version of the Draft GC Terms of Reference for Board Approval on Feb. 27th 2018. |
| 1. **Any Other Business** | Murray drafted a comprehensive Consensus Policy.  **Action**: Scott will set up the draft on Google Docs and send invitations to other GC members to add their comments. |
| 1. **Closing Round** | Next Meeting Date – Thurs. April 26, 2018  Decision: GC will target to meet quarterly going forward. |