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# Meeting Minutes

## Board of Directors

November 24, 2017

Time: 9:00 am – 12:00 pm

### Attendees

Jimmy MacAlpine, Greg Keefe, Clifford Hood, Alex Morrison, Connie Nolan, Darren Bruckschwaiger, Jim Spurr, Jane Fraser, Michele McKenzie

### Regrets

Mike Dolter, Betty MacDonald

### Staff Attendees

Kathy Gillis, Meredith Buchanan, Russ Adams, Kim Ashizawa, Tracy Williams

### Other Attendees

Michael Kelly, Mara Consulting

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## 1. Review of Agenda

The draft agenda was reviewed.

**Moved by Darren Bruckshcwaiger, seconded by Michele McKenzie the draft agenda be accepted. Motion carried.**

## 2. Review of Minutes

The draft minutes and addendum of October 20, 2017 were reviewed.

**Moved by Greg Keefe, seconded by Connie Nolan the draft minutes and addendum of October 20, 2017 be accepted. Motion carried.**

## 3. Committee Updates

### Quality and Client Service Committee

- As Chair of the Quality Committee Michele McKenzie advised the Committee met on November 23, 2017.

She reported that as part of the ongoing Governance Review, a review of the mandate of the Board's committees was undertaken and consideration has been given to whether the role of the Quality Committee should continue. From the results of the review, it is being recommended that the Quality Committee be dissolved. Michele noted the importance of the quality activities and the importance of them feeding directly into the Board, and even more so given the growth strategy. Staff have prepared a list of quality activities to be determined where those items will sit.

The motion put forth at the Quality Committee was read as follows:

- Moved by Clifford Hood, seconded by Greg Keefe the Committee accept 1. all items that went to the Quality Committee for information or update be transferred to the CEO's Report to the full Board; 2. all items recommended to the Board for approval be assigned to the Governance Committee, the Audit, Risk and Finance Committee, or the CEO Report; 3. all items that were solely for review and/or discussion be considered on a case by case basis for assignment to the CEO Report, the Governance Committee, or the Audit, Risk and Finance Committee; 4. Quality be added to the Board agenda as a standing item; 5. the time allocated for the CEO Report be expanded, and that upon adoption of these recommendations that it be recommended to the Board that the Quality and Client Service Committee be dissolved. Motion carried.

**Moved by Michele McKenzie, seconded by Alex Morrison that the Board accept the Quality and Client Service Committee be dissolved. Motion carried.**

#### Audit, Risk and Finance Committee

Darren Bruckschwaiger provided an update on the November 23, 2017 Audit, Risk and Finance meeting.

- The Committee reviewed the quarterly financial statements for the second quarter ended September 30, 2017. PVSC's Operations are within the approved budget. The actual financial results indicate a positive balance on the Operating Fund as at September 30. The Organization's budget projections are that PVSC will close the financial year with a balance on the Operating Fund that is very close to budget. The Permit Data Exchange (PDX) and the New Service Development projects are being funded through the Technology Advancement Fund.

The PDX project development is being finalized and no significant additional spending is expected to be incurred on PDX for the remainder of this financial year.

- The Committee discussed PVSC's Growth Strategy. Specifically, the pilot project opportunity; risk mitigations for not-for-profit status/liabilities to municipalities pertaining to for-profit services; and, the governance structure to create a subsidiary (a full update will be provided to the Board as per agenda item # 4).
- The Committee received an update on the Mass Appraisal Service Offering and shared a high-level overview with the Board (a full update will be provided to the Board as per agenda item # 6).

**Moved by Darren Bruckschwaiger, seconded by Jane Fraser the Audit, Risk and Finance Committee update be accepted. Motion carried.**

The Board asked if any risks are being tracked. Russ Adams indicated there is a need to start running a specific risk analysis pertaining to the growth strategy.

#### Governance Committee

Jimmy MacAlpine, Chair of the Governance Committee, provided an update on the November 23, 2017 meeting.

- The Committee received an update/discussed the Growth Strategy – the creation of a subsidiary and funding models (an update will be provided to the full Board as per agenda item # 4).
- The UNSM conference went well, PVSC's presentation was well received, and the UNSM accepted the Governance Change Resolution.
- As per the governance change, staff will be starting the process to create a memorandum of understanding for municipalities and will be meeting in the next few weeks with the UNSM and AMA on the development. As well, staff will begin the process to create service level agreements.
- An objective of the governance review was to review the mandate of the Board's committees. The Governance Committee is recommending the Board approve the Terms of Reference that have been established for the Audit, Risk & Finance Committee, and for the Governance and Human Resources Committee.

- In anticipation of the Board approving the recommendation to dissolve the Quality Committee, the Governance Committee recommended and agreed that Clifford Hood join the Audit, Risk and Finance Committee, and Michele McKenzie join the Governance Committee.
- The Committee received an overview of the progress to date and next steps on the Governance Review project (an update will be provided to the Board as per agenda item # 5).
- Kathy Gillis and Meredith Buchanan will be attending the upcoming UNSM Board meeting on Dec 1<sup>st</sup>.

Betty MacDonald informed the Governance Committee the UNSM Board has approved changing the UNSM's name; the name is to be determined.

**Moved by Jimmy MacAlpine, seconded by Jane Fraser the Governance Committee update be accepted. Motion carried.**

#### **4. Growth Strategy Update**

**Moved by Jim Spurr, seconded by Michele McKenzie the Board move *in camera* for the Growth Strategy update. Motion carried.**

**Moved out of *in camera*.**

**Moved by Darren Bruckschwaiger, seconded by Jane Fraser the Board authorize staff to proceed to create a for-profit limited company incorporated as a Nova Scotia company, wholly owned by PVSC limited by share. Motion carried.**

**Moved by Greg Keefe, seconded by Connie Nolan that revenues from the Pilot Project be reserved for providing an operating loan to the new subsidiary (ServiceCo) for initial start-up costs be accepted. Motion carried.**

**Moved by Michele McKenzie, seconded by Clifford Hood it be accepted that an interim board for start-up of ServiceCo be established with the following members as the initial ServiceCo Board members – Jimmy MacAlpine, Greg Keefe, Betty MacDonald, and Alex Morrison. Motion carried.**

#### **5. Governance Review Update**

(Updates on the UNSM conference and the memorandum of understanding were provided to the Board as per the Governance Committee update.)

The terms of reference for the two committees, Audit, Risk & Finance and Governance & Human Resources, were shared with the Board. It was indicated there are no real changes just a better articulation of the scope and the HR piece added to Governance in terms of the CEO working with the Chair on senior executive succession planning, etc.).

**Moved by Alex Morrison, seconded by Connie Nolan the Audit, Risk and Finance, and the Governance and Human Resources Committee Terms of Reference be accepted. Motion carried.**

Kathy provided an overview of the progress to date on the Corporate Governance Review project – the Code of Conduct has been completed, the Governance Change resolution passed, the mandate of the Board’s committees reviewed with the Quality Committee being dissolved and the terms of reference for the committees just approved, a Board Retreat was held back in May with governance best practices reviewed by Cheryl Hodder, and in June Michael DeVenney provided a debrief from the retreat to the Governance Committee on Board roles & responsibilities. The next steps include creating bylaws, validating the inventory of policies, and staff working with the Department of Municipal Affairs on the required amendments to the PVSC Act. All of this will then be incorporated into a Charter/Manual (an overhaul of the current manual). Will do housekeeping on all documents to determine relevancy.

#### **6. Mass Appraisal Service Offering**

**Moved by Jane Fraser, seconded by Greg Keefe the Board accept moving *in camera* for the Mass Appraisal Service Offering update. Motion carried.**

**Moved out of *in camera*.**

**Moved by Alex Morrison, seconded by Greg Keefe the Board accept the Phase 3 scope, and the reallocation/release of funding for Phase 3. Motion carried.**

Kathy also advised the Board that PVSC will be hosting a Mass Appraisal Valuation Symposium with the International Property Tax Institute (IPTI) in June 2018, that will be held at the Halifax Convention Centre. An invite will be sent to Board members for a networking session.

#### **7. In Camera**

No matters were identified for the minutes following the *in camera*.

**Meeting Adjourned**