
Meeting Minutes

Meeting: Board of Directors

Date: April 24, 2015

Attendees

Jimmy MacAlpine, Russell Walker, Greg Keefe, Michele McKenzie, Kevin Saccary, Betty MacDonald, Amanda Whitewood, Raymond Tynes

Regrets

Doug Sabeau, Alex Morrison, Brian Cullen

Staff Attendees

Kathy Gillis, Dwayne Phillips, Chris Doucette, Rebecca Vorstermans, Tracy Williams

Guests

Dr. David Detomasi (via phone – re Governance Committee Update - Board Recruitment Plan)

The Chair, Jimmy MacAlpine, called the meeting to order.

1. Review of Agenda

The draft agenda was reviewed for any additions or deletions.

**Moved by Russell Walker, seconded by Amanda Whitewood that the agenda be accepted.
Motion carried.**

2. Review of the Minutes

The draft minutes of March 27, 2015 were reviewed.

**Moved by Russell Walker, seconded by Greg Keefe that the Minutes be accepted.
Motion carried.**

3. Update from Committees

Governance Committee

(a) Competency Matrix

Dr. David Detomasi, Queen's University, joined the meeting by phone for the Governance Committee update with regard to the Board Recruitment Plan and to review and discuss the Competency Matrix.

Dwayne Phillips noted that after the April 15th Board Competency Session Dr. Detomasi was asked to build a matrix. The draft Skills and Competencies Matrix is a progression model – one to two years, and three to five years, it represents what was discussed at the session and it will help with the recruitment process to fill vacancies now and into the future. Dr. Detomasi indicated that the product (matrix) is a result of a couple of months work conducted through interviews, surveys, and meetings with Board members.

The question was asked if governance awareness, experience, and education is captured in the matrix. Dr. Detomasi explained this is not built in specifically but if Board members lack in an area, training could perhaps take place. It was noted by the Board that the Union of Nova Scotia Municipalities (UNSM) should perhaps have training and workshops for elected officials for Boards they oversee.

The Board noted the matrix provides a good framework for the recruitment process, and thanked Dr. Detomasi.

Moved by Raymond Tynes, seconded by Russell Walker that the Skills and Competencies Matrix be approved and accepted and that it be provided to the UNSM Board for review and approval as part of the recruitment process. Motion carried.

(b) Board Recruitment Plan

In terms of the recruitment process/timelines, the next steps were reviewed. It was determined that the PVSC Board Chair will meet with the UNSM Board (on May 6th) to explain the Skills and Competencies Matrix (versus sending a letter to the UNSM Chair).

Moved by Raymond Tynes, seconded by Greg Keefe that the Chair meet with the UNSM Board to explain the Skills and Competencies Matrix be accepted. Motion carried.

Action: Staff to obtain a copy of the survey results (with no names associated) from Dr. Detomasi to be provided to the Governance Committee.

(c) Compensation Disclosure Policy

The Compensation Disclosure Policy has been reviewed by the Committee with minor updates (FOIPOP (Freedom of Information and Protection of Privacy) language included and compensation rates (employee salaries) rounded to the nearest dollar) and is being recommended for Board approval.

Moved by Russell Walker, seconded by Raymond Tynes that the Compensation Disclosure Policy updates be accepted. Motion carried.

(d) Governance Manual

The Governance Committee reviewed the Manual and some discussion occurred around the regular review of board per diem. A short review of provincial examples of other boards and commissions revealed that PVSC's per diem is within the provincial average.

The Board Expense Claim Policy has been updated to reflect the per diem review process and the Governance Committee is recommending the Board Expense Claim Policy for Board approval.

Moved by Amanda Whitewood, seconded by Raymond Tynes that the updated Board Expense Claim Policy, reflecting the per diem review process, be accepted. Motion carried.

In addition, as part of the Governance Manual review, the PVSC Code of Conduct will be revised to reflect the current date (versus 2007) and Board members are being asked to sign the updated version.

4. Auditor General Scope Discussion

For information purposes only, an external legal opinion has indicated that PVSC should not be considered an audible entity, although this could be contested.

5. Business & Communication Plans

Chris Doucette indicated that the Business Plan is based on priorities for this year (2015/2016), and has been developed as per the strategic direction/priorities for 2015-2020. The areas of strategic focus / priorities were reviewed. The Communication Plan outlines how the priorities will be communicated throughout the year.

Board members expressed that both documents, the Business & Communication Plans, are well done and well written.

Moved by Michele McKenzie, seconded by Kevin Saccary that the Business Plan for 2015/2016 be accepted. Motion carried.

Staff noted that the Business Plan and Communication Plan tie together. As well, there are operational/divisional plans, project charters and SOWs (Statement of Work) that tie into both plans.

Moved by Michele McKenzie, seconded by Betty MacDonald that the Communication Plan be accepted. Motion carried.

It was suggested that in the future the Communication Plan be attached as an appendix to the Business Plan.

6. Employee Engagement

Dwayne Phillips & Chris Doucette provided background information on two initiatives recently implemented at PVSC in terms of employee engagement and as per the strategic area of focus – Strengthening Our Business. The two initiatives are Corporate Leadership Forum & Great Place to Work.

Corporate Leadership Forum

The objectives of the Forum were reviewed – discuss ways to develop and strengthen leadership at all levels and support staff in their personal development, to share practices and ideas and learn from each other, etc. The Forum includes leaders from across the organization, participation is voluntary, and the group will meet four-six times per year or as required.

Great Place to Work

PVSC has provided its managers with the book titled “Good to Great” by Jim Collins. The book is about a five year study that examines why some companies transition from average (good) companies into great ones, and why others fail to make this transition.

PVSC is interested in “Best Workplaces” certification; it’s an opportunity for 3rd party recognition. The assessment will include a Culture Audit – a management questionnaire is conducted that will provide insight into the organization’s value system, programs, and practices (will basically showcase things implemented into the organization). As well, the assessment will include a Trust Survey – confidential/anonymous feedback from employees that measures behaviors (ie. relationship with management, other employees, their job) that lead to a trusting workplace environment.

Great Place to Work is an international research, consulting, and training institute that helps organizations identify, create and sustain great workplaces. On average, just over 5, 500 organizations each year partner with the institute to share ideas, practices, and establish a benchmark for organizational performance, and each year a Best Workplaces list is published, recognizing Canada’s top 50 small and medium sized companies and the top 50 large and multinational companies. This initiative is viewed as an evolution to PVSC’s Employee Engagement surveys.

The next steps and timelines for the Great Place to Work initiative were reviewed – the process, which will include continued exploration, preparation for the Culture Audit, launch of the Trust Survey, final submission) will take place between April and December, and following that organizations will be notified in January and the List published in April (2016).

7. CEO’s Objectives

The Chair, Jimmy MacAlpine, advised that the Governance Committee met on April 23, 2015. As a follow-up, the CEO’s objectives for 2015/16 were previously reviewed by the Chair and Vice Chair and have been approved by the Governance Committee and a copy provided to Board members. The Chair commended Kathy Gillis, CEO, on the results achieved with regard to her 2014/2015 objectives. As per the objectives approved for this year, one of the major objectives is Risk Management. The Governance Committee recommended that Board members be provided with a copy of the presentation summarizing the Enterprise Risk Management program (ERM) and the objectives, which Board members have received.

Kathy Gillis advised the ERM program is critical to the organization and is the last build for the corporate structure. She pointed out that through the building of this process, the Audit & Finance Committee should oversee the ERM program, which the Governance Committee approved. To support the build, PVSC requested a proposal from Mara Consulting to lead the development of the program. The cost to implement the program is \$95k which can be accommodated in the budget. Board members liked the approach but cautioned that the process does not become too large or bogged down. Kathy advised that senior management & executive need to be involved and understand the risk process.

In relation to the CEO's Performance Plan, going forward, it was suggested to look at a different formats in terms of key commitments for the CEO; perhaps look at other examples and best practices (ie. Great Place to Work).

Action: Michele McKenzie will follow-up and provide possible resources with regard to CEO Performance Plans.

8. In-camera

An *in-camera* session was held to discuss CEO compensation. The Board approved the CEO's compensation based on the annual objectives achieved.

Meeting adjourned