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# Meeting Minutes

**Meeting: Board of Directors**

**Date: October 24, 2014**

## Attendees

Russell Walker, Alex Morrison, Jimmy MacAlpine, Brian Cullen, Raymond Tynes, Betty MacDonald, Kevin Saccary, Doug Sabeen, Amanda Whitewood (phone), Billy Joe MacLean, Greg Keefe, Michele McKenzie

## Staff Attendees

Kathy Gillis, Dwayne Phillips, Kim Ashizawa, Grace Chitate, Meredith Buchanan, Chris Doucette, Tracy Williams

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The Chair called the meeting to order.

### 1. **Welcome – New Director**

The Chair welcomed the attendees, in particular new Board member Michele McKenzie. All attendees introduced themselves.

### 2. **Review of Agenda**

The draft agenda was reviewed for any additions or deletions.

**Moved by J. MacAlpine, seconded by B. MacDonald that the agenda be accepted. Motion carried.**

### 3. **Review of the Minutes**

The draft minutes of September 25, 2014 were reviewed.

**Moved by A. Morrison, seconded by K. Saccary that the Minutes be accepted. Motion carried.**

### 4. **Selection of Vice Chair of the Board (*In Camera*)**

During an *in camera* session, J. MacAlpine was selected as the Vice Chair of the Board of Directors.

## 5. Update from Committees

### Governance Committee

#### a. **Executive Committee Draft Terms of Reference**

The Governance Committee met on October 23, 2014. In relation to the Collective Bargaining Protocol that was approved by the Board some time ago, an action arose as to whether an Executive Committee was required. Staff were tasked with creating draft Terms of Reference to help the Governance Committee explore whether the creation of an Executive Committee was necessary. The Terms of Reference were reviewed at the Governance meeting and all members of the Committee determined that the creation of an Executive Committee is not necessary for PVSC. However, Staff will review the Collective Bargaining Protocol and consider use of an ad hoc committee to support that process.

#### b. **Board Action Plan**

As a result of the Board Evaluation that took place earlier this year, a Board training session will take place on November 27<sup>th</sup> with Queen's University.

#### c. **Board Recruitment Policy/Process**

The Governance Committee had asked staff to develop a director recruitment policy framework; to support PVSC's effort to move towards a more planned approach to filling board vacancies to ensure appropriate skills, experience and values are considered when recruiting, and to proactively determine gaps to rebalance the Board when vacancies occur. The process will explore using external recruiters in the process and establishing a municipal roster. Staff need to continue with more work on the policy to present back to the Board for approval.

#### d. **Committee Approvals**

The Chair advised that Greg Herrett has resigned from the PVSC Board of Directors due to his AMA (Association of Municipal Administrators) presidency role. In addition, Billy Joe MacLean's term will expire as of December 1, 2014.

Board Directors M. McKenzie will serve on the Quality & Client Service Committee and G. Keefe will serve on the Audit & Finance Committee.

### Audit & Finance Committee

D. Phillips indicated that staff met with the Audit & Finance Committee on October 23, 2014 regarding the 2015/16 budget for PVSC, which will be presented to the full Board today and will be looking for approval. The proposed budget links with the strategic direction of the organization, with the main focus to minimize financial impact with municipal units. The proposed budget for 2015/16 will remain flat due to structural changes; PVSC's budget has been flat for the last five years. The proposed budget of \$17.09 million was reviewed for 2015/16. In addition, the Utility and Review Board costs were reviewed.

G. Chitate reviewed the funding requirements and funding sources (most being structural), and the three-year budget forecast. It was proposed that the Operating Reserve of \$125,000 be carried forward from 2014/15 operations.

G. Chitate also provided an overview of the 2015/16 proposed budget versus the current, and an overall summary of the 2015/16 budget.

The Board noted that the “flat budget” is actually a decrease due to cuts being made, and also stated that the budget can only be “held” for so long. The modest increases for the next couple of years are fine but noted that at some point this will have to be addressed.

**Moved by B. J. MacLean, seconded by G. Keefe that the 2015/2016 budget be accepted. Motion carried.**

K. Gillis and the Board members thanked staff for their efforts and the work put forth in preparing the proposed budget.

**6. Utility and Review Board Costs**

The Board Chair advised that he hopes to have a meeting with the Treasury Board Chair regarding the Utility and Review Board cost recovery and the three-year rolling average billing that is currently being applied to PVSC.

**7. 2015-2020 Strategic Plan Review and Approval**

The 2015-2020 Strategic Plan was discussed. M. Buchanan provided an overview of the context of the strategic plan, the planning timeline, and as well reviewed the priorities of the last five years and the proposed direction and priorities for the next five years. In terms of the three areas of strategic focus (priorities), the five year goals and the associated strategies were reviewed

It was noted, as per the strategic focus area “Strengthening Our Business”, that the transition to move to a one year base date will most likely take effect for 2017 for both residential and commercial. Board members identified that this needs to be communicated to the municipal units and others as early as possible.

K. Gillis indicated that PVSC has engaged someone to look at diagnosing the organization’s strategic direction (ie. to determine if the right skill set, succession planning process, etc. is in place).

The proposed mission and vision were also reviewed.

**Moved by A. Morrison, seconded by R. Tynes that the 2015-2020 Strategic Plan be accepted. Motion carried.**

**8. Corporate Communications Strategy**

The 2015-2020 Communications Strategy, to support PVSC’s overall strategy, was reviewed. The four keys areas (goals) and associated strategies being proposed for 2015-2020 were reviewed.

**Moved by J. MacAlpine, seconded by A. Morrison that the 2015-2020 Communications Strategy be accepted. Motion carried.**

Having a session with the Board on market valuation was identified by members of the Board.

C. Doucette presented the Corporate Scorecard. He noted that at this point no targets have been set as the intention is to involve staff/management in this process during the business planning discussions (to help them gain an understanding). Looking at possibly having “stretch” targets. It was suggested to include historical performance when this comes back to the Board.

The next steps, with the approval of the five year direction, will include Operations and project planning (December/January), 2015/16 Business Plan approval (March), review of Strategic Plan (April), and CEO updates (quarterly).

K. Gillis thanked staff for their work on the strategic/communication plan.

**9. CEO Report**

Board members reviewed the CEO’s report in advance of the meeting, it was not reviewed in detail at the meeting.

**10. In Camera Session**

An *in camera* session was not held as there were no issues or concerns for discussion.

**11. Other**

This was the Board’s first meeting using the Board Extranet site resulting in a paperless meeting. Board members thanked staff for their work in this regard. It was suggested that a paper copy of the agenda be available at the meetings for ease of reference.

**Meeting adjourned**