
Meeting Minutes

Board of Directors

June 25, 2021

Time: 9:00 am – 12:00 pm

Location: Go-To-Meeting (virtual)

Attendees

Greg Keefe, Joe Feeney, Doug Boyd, Mike Dolter, Bobby McNeil, Chuck Faulkner, Jane Fraser, Connie Nolan, Juanita Spencer, Laurie Murley

Regrets

Darren Bruckschwaiger

Staff Attendees

Kathy Gillis, Russ Adams, Hugh Fraser, Kim Ashizawa, Tracy Williams

The Chair, Greg Keefe, welcomed Laurie Murley who was the successful candidate for the Board position.

1. Review of Agenda

The draft agenda was reviewed – there were no additions/deletions.

2. Review of Minutes

The draft minutes of April 9, 2021 were reviewed.

Moved by Joe Feeney, seconded by Bobby McNeil the draft minutes of April 9, 2021 be accepted. Motion carried.

3. Committee Meetings Update

Governance & HR Committee

Greg Keefe provided the Governance Com. update on behalf of Darren Bruckschwaiger.

(a) Board Recruitment

Three candidates applied & three were interviewed for the PVSC Board (municipal elected) vacancy. All the interviews went well, and Laurie Murley (Councillor for West Hants Regional Municipality) accepted the offer and appointed as of June 1, 2021. Debriefings were held with the other two candidates and advised there would be future opportunities if they want to put their name forward at that time. Another round of recruiting, with Jane Fraser retiring, will need to be held; hoping to have the recruitment completed for September 2021.

(b) Board Committee Current State Discussion

- The Governance Com. approved a revised Terms of Reference for the Stakeholder Relations and Engagement Committee (formerly the Strategy & Stakeholder Relations Committee), and requests that the Stakeholder & Engagement Committee validate those terms of reference at their next meeting.
- The Governance Com. is recommending the Board approve the new Board Committee structure, as follows, and staff work with the Governance Com. to review the committees to place the new Board member once appointed (for Jane's vacancy).

Governance & HR Com.

Joe Feeney, Chuck Faulkner

Audit, Risk & Finance Com.

Mike Dolter, Doug Boyd, Juanita Spencer

Stakeholder Relations & Engagement Com.

Darren Bruckschwaiger, Laurie Murley, Bobby McNeil

*Board Chair sits as ex-officio on all committees

Moved by Jane Fraser, seconded by Joe Feeney the Board accept the recommendation of the Governance Committee and approve the new Board committee structure. Motion carried.

(c) Strategy

- Separating the Director of Assessment/CEO position has been paused at this time.
- The CEO's contract will be discussed in-camera.

Audit, Risk & Finance Com.

The Committee Chair, Mike Dolter, provided an update from the meetings held on May 27, 2021 and June 17, 2021.

May 27, 2021 Meeting:

(a) 2020-21 Year end Financials

The Committee received an update from staff on 2020-21 fiscal year and the projected year end position. As well as the results of the actuarial report and its impacts on the financial position, and a discussion on the year end surplus transfer. Drafts of the year end statements, and a detailed Statement of Operations were provided to the Committee.

PVSC will see a surplus of \$1,085,649 through the end of 2020-21 fiscal year which the Audit, Risk and Finance Committee is recommending to the Board be transferred to the Special Operating Reserve.

Moved by Mike Dolter, seconded by Bobby McNeil as recommended by the Audit, Risk and Finance Committee the Board approve the transfer of the 2020-21 operating surplus of \$1,085,649 to the Special Operating Reserve be accepted. Motion carried.

The Audit, Risk and Finance Committee is also recommending to the Board a 2021-22 in-year transfer of \$600K from the Special Operating Reserve be used to replenish the Technology Fund.

Moved by Mike Dolter, seconded by Joe Feeney as recommended by the Audit, Risk and Finance Committee the Board approve the 2021-22 in-year budget transfer of \$600,000 to the Technology Replacement Fund from the Special Operating Reserve be accepted. Motion carried.

(b) Investment Report

The Committee received an update from staff on the year end investment position of the PVSC.

The Committee accepted staff's recommendation as well as subsequent action for staff to bring forward revisions to the Investment Policy for the Committee's consideration to clarify Board discretionary review of funding level in extraordinary circumstances. The Audit, Risk & Finance Com. is recommending the Board approve not to withdraw funds over the 110% funding level at this time.

Moved by Mike Dolter, seconded by Jane Fraser that notwithstanding the Investment Policy and due to significant market volatility due to uncertainty created by the COVID-19 global pandemic crisis, the Audit, Risk and Finance Committee recommends the Board accept not to withdraw funds over the 110% funding level at this time. Motion carried.

June 17, 2021 Meeting:

(a) Financial Policy Review

Amortization Policy

The Amortization Policy was updated to simplify the Policy language and make its application much more generic. There are no major changes to the Policy's key elements recommended. All amortization approaches suggested in the Policy are in line with standard practices. At the Committee's direction staff clarified the language on Leasehold improvements.

Procurement Policy

Staff have proposed a more in-depth review of the Procurement Policy to ensure its application is practical for use at the PVSC. The current Policy is much the same as the Provincial Government policy upon the creation of the PVSC. Staff will review attempting to scale the policy to better meet the needs of the organization while adhering to the underlying principles of the Provincial Government's policy.

Investment Policy

Staff recommended the Committee reassess the Policy when the Benefits Fund exceeds 110% of the liability at the time of actuarial valuation. This was done by adding language (to Section 2 a.) to provide the Board flexibility in uncertain times. Staff adjusted the language as requested by the Committee, and the changes were later approved through e-voting by the Committee, as follows:

- vii. Notwithstanding this ratio policy, in the event of extraordinary circumstances, such as a global pandemic or similar crisis of significant magnitude, on the advice of management the Audit, Risk and Finance Committee may recommend the Board retain the level of the Benefits Fund until such time as, in the opinion of the Board, the risk from the crisis has abated.*

The Audit, Risk and Finance Committee agreed with the language amendments to the Investment Policy and the Amortization Policy and recommends approval of the revised Policies to the Board.

Moved by Mike Dolter, seconded by Connie Nolan the revised Investment Policy and Amortization Policy as per the amended language be approved and accepted by the Board. Motion carried.

(b) Audited Year End Financials

The external financial auditors, Grant Thornton, presented the organization's audited Financial Statements for Fiscal 2020-21 to the Committee. There were no material differences from the results presented by management at the May 27, 2021 meeting. In the Auditor's opinion the Statements present fairly in all material aspects, in accordance with Canadian accounting standards for not-for-profit corporations. The Auditors cited no major areas for concern and there were no upcoming changes to accounting standards which were deemed to have an impact on the PVSC's operations.

The Audit, Risk and Finance Committee recommends the Board's approval of Audited Financial Statements for the year ended March 31, 2021 as presented on June 17, 2021 to the Committee.

Moved by Mike Dolter, seconded by Jane Fraser, as recommended by the Audit, Risk & Finance Committee, the Audited Financial Statements for the year ended March 31, 2021 be approved and accepted by the Board. Motion carried.

Greg Keefe noted the Audit, Risk and Finance Committee held an *in-camera* with the Auditors and there were no issues.

An Ethics Workshop offered by Grant Thornton will be held in the future with the Board/Management.

Russ Adams advised the Board that David Chipp will be moving on from PVSC for another opportunity with Dalhousie, and thanked David for his work.

4. Annual Report Approval

Kathy Gillis introduced Sarah Herring who was instrumental, with Hugh Fraser, in putting the Report together. She noted Sarah has done a terrific job on various communication pieces. Sarah provided the Board with an overview of the theme (Grateful & Resilient) and design of the Annual Report.

Moved by Jane Fraser, seconded by Doug Boyd the Annual Report for April 1, 2020 – March 31, 2021 be accepted. Motion carried.

5. Q1 CEO Report

Kathy highlighted the following items:

Strategy

- The work with Rose Landry has been completed on where we landed on the three areas of focus.
- A lot of good work continues on the data science side of things internally and externally
- Completed the work with IPTI on the machine learning implementation diagnostic tool.
- Working with IPTI on the AI White Paper to introduce it to a wider group.

Stakeholder Relations

- Good communication (via Hugh Fraser) continues with the municipal units & government and continuing to (slowly) move the new strategy forward.

Core

- Finishing appeals and getting reassessment finalized. Working on permits and getting out in the field (taking COVID precautions)
- Canada Post is ending ePost as of December 2022. A number of municipal units use it, and work is underway to work with the units on this and undue ePost. In terms of SharePoint looking at other uses (could perhaps be of use for the municipal units).
- Cyber Security recommendations are being completed. Insurance has been renewed (rate when up a bit).
- The Gratitude sessions are continuing – the 2nd module was held in June and the next will be held in September.
- Staff surveys have paused (until the new strategy was finalized).
- Board members asked if it would be good for them to have the cyber security training that staff received. Russ Adams indicated it would good however it may be an issue with Board Directors not having a PVSC.ca domain. If possible, Russ noted it could perhaps be held at the time of the Ethics Workshop.

Action: Staff to follow-up to determine if the cyber security training provided to staff can be delivered to the Board of Directors (without a PVSC.ca domain).

6. Strategy & Business Plan

Kathy Gillis indicated the Board previously approved the Strategy and now additional information is being presented as requested at that time.

- In terms of continuity, the Board Chair will discuss this with the Board during the *in-camera*.
- Putting a pause on the Director of Assessment/CEO separation.
- The strategic journey for the next three years was presented based upon on three strategic areas of focus resulting into 2021-2023 six strategic priorities that also identified who is responsible for each piece. A template was developed which each person used to look at risks, etc. for their priority area.

Moved by Joe Feeney, seconded by Mike Dolter the 2021 Business Plan presented to the Board by management be accepted. Motion carried.

Board members advised that a great job was done on the Plan. It was also noted that Ops measures exist but that we do need Strategy metrics.

7. In Camera

An in-camera discussion was held.

Meeting Adjourned