

KENORA DISTRICT SERVICES BOARD

Minutes for a Meeting of the
Governance Committee
Held on Friday, March 5, 2010
Commencing at 10:00 a.m.

PRESENT: Garry Parkes
Bill Thompson
Debbie Chartrand (via teleconference)
Rory McMillan (via teleconference commencing at 10:35 a.m.)

REGRETS: Phil Vinet

STAFF: Sten S. Lif, Chief Administrative Officer
Debbie Sidor, Executive Secretary

1. **CALL TO ORDER**

The CAO called the meeting to order at 10:14 a.m.

2. **APPROVAL OF AGENDA**

MOTION NO.: GC2010-01

Moved by Garry Parkes
Seconded by Bill Thompson

RESOLVED THAT the Governance Committee approve the Agenda for a regular meeting of the Committee to be held on Friday, March 5, 2010 in the Boardroom at 211 Princess Street, Dryden, ON commencing at 10:14 a.m. CST.

CALLED; CARRIED

ACTION: None

3. **ELECTION OF CHAIR**

Rory McMillan Nominated by Garry Parkes, Seconded by Debbie Chartrand
Bill Thompson Nominated by Rory McMillan

As there were no further nominations and as both nominees agreed to let their name stand, an election determined that Rory McMillan would Chair the Governance Committee.

4. **DISCLOSURE OF INTEREST AND THE GENERAL NATURE THEREOF**

4.1 **Agenda for Current Meeting**

The Chair called for any declaration of pecuniary interest and the general nature thereof under the Municipal Conflict of Interest Act with respect to the Agenda for this meeting.

None declared

5. DELEGATIONS / DEPUTATIONS

None

6. BUSINESS

6.1 Review Terms of Reference - Governance Committee

Sten reviewed the Terms of Reference for the Governance Committee including the Objective, Responsibilities, Composition and Term of Office, Election of Committee Chair, Meetings and Remuneration. He pointed out that the Governance Committee is the focal point for communication between the Board of Directors and the Chief Administrative Officer (CAO), and that they are responsible for conducting an annual review of the performance of the CAO.

The Governance Committee will meet a minimum of four times a year, more often if necessary.

Two immediate responsibilities of the Governance Committee will include the development of an Orientation program for the new Board of Directors and the development of information reporting requirements for the senior management staff to follow when preparing reports for the Board of Directors.

Staff is seeking direction from the Board of Directors with regard to the type of information the Board would like to receive from the Program Directors at the regular meetings of the Board. Quarterly financial statements will be provided as usual with background information pertaining to targets, whether they have been met or not, and why. Any issue of an exceptional nature will always be reported to the Board; however, staff would like direction from the Board on what other type of standard information they would be interested in receiving. Sten pointed out that Financial Statements are changing significantly due to new accounting procedures under Public Sector Accounting Board (PSAB) legislation. The budget on March 18 will be presented in the usual format but the Director of Finance will also present the budget in the new format which addresses the changes in reporting requirements.

Committee members discussed attendance at the four regular meetings and whether or not members could attend future meetings via teleconference. Sten pointed out that the Chair should be physically present in order to conduct the meeting and sign resolutions. He also noted that Committee meetings are open to the public and if meetings were conducted via teleconference, the public would be excluded. Following considerable discussion members agreed with the Terms of Reference which state that *"The four regular meetings of the Governance Committee shall be conducted with members present in the Board Room...."*. However, members also agreed that this would not preclude someone from attending a Governance Committee meeting via teleconference in the event that circumstances would not permit them to attend in person.

NOTE: Rory McMillan joined the meeting at 10:35 a.m. and assumed his role as Chair of the Committee. The CAO provided a summary of the proceedings up to this point in the meeting and Rory joined in the discussion on attendance at Governance Committee meetings.

6.2 Review Draft Terms of Reference - Marketing & Communications Task Force

Sten reported that the Marketing and Communications Task Force met in February and developed a draft Terms of Reference for the Task Force at that time. It is the responsibility of the Governance Committee to prepare the Terms of Reference for all Task Forces; therefore, the draft document was brought forward to this meeting for review by the

Governance Committee and a recommendation to the Board of Directors on March 18th. Bill Thompson inquired about the outcomes that the Task Force would be responsible for. Sten pointed out that since there is currently no budget for this Task Force and that only a small budget is being proposed in the 2010 budget so the Terms of Reference include only Goals.

The Chair expressed some concern relating to Goal #4, *"The Marketing and Communications Task Force will develop and recommend to the Board of Directors a strategy for lobbying the Regional, Provincial and Federal levels of Government."* Following some discussion the Committee agreed that the Terms of Reference would be presented for approval to the Board of Directors excluding Goal #4 which does not reflect the Mandate of the Task Force.

6.3 Review Amended Policy, KDSB-ORG-I-01 - Rules of Order and Proceedings

The Committee reviewed the amended *Rules of Order and Proceedings* policy and agreed that the amended policy be brought forward to the board for adoption.

6.4 Review Amended Policy, KDSB-ORG-I-02 - Role, Conduct and Responsibilities

Sten sought feedback from the Committee on the Vision, Mission and Values as stated on Page 3 of the amended policy. Members agreed that the statements pertaining to the Vision and Mission should be statements that reflect the discussions during the strategic planning sessions, but allow for change that would not require changes to the policy. Committee members agreed that the **Vision** and **Mission** statements should be amended to read:

Vision

This is the Board's future vision for the greater community as identified in the strategic plan.

Mission

This defines the Board's role in achieving the overall vision as identified in the strategic plan.

Bill Thompson questioned a statement under *Directors Code of Conduct "Member's interaction with the public, press or other media entities must support decisions taken by the Board as a whole"*. This generated some discussion with regard to the appropriate way to handle situations when a Board member is adamantly opposed to a decision made by the Board as a whole. Board members must be careful not to create fissures in the Board when making comments to the public or the media. It was suggested that Board members should only advise of their disagreement while pointing out that the Board made a decision and it must be accepted.

6.5 Discussion - Development of Board Orientation Program for new Board Members

Sten encouraged Committee members to start thinking about the type of information that should be delivered at an orientation session for new Board members. The Board of Directors should be involved in the development of an orientation program rather than having the program developed exclusively by senior management staff.

Discussion amongst Committee members and the CAO identified a need to change the focus somewhat to include more emphasis on the strategic plan, the mission, values, role of board members, the programs and services, the Board's mandate to deliver the services, how the cost of delivering the services is determined and where the money comes from. Sten suggested that a one-day event may not be enough and that the next session should be 1½ to 2 days minimum.

Rory requested that Sten put a list of suggestions together from the staff and distribute the list to the Committee for review and preparation for discussion at the next Governance Committee meeting.

6.6 Discussion - Development of Information Reporting Requirements for the Board of Directors

Sten recommended that the Board engage in discussions to determine information reporting requirements for the management team. As the Committee structure has changed significantly, staff would like to know what information, other than financial, the Board would like reported and at what intervals. At a minimum, quarterly reports will be prepared by senior management, but what does the board want to see in those reports so that they can adequately report to their councils. The dissolution of program committees has created a disconnect for previous members of those committees; however, everyone should get the same information and the new structure provides an opportunity for staff to get information to the entire Board so that everyone has the same knowledge when a decision needs to be made.

It was suggested that the staff prepare initial reports as a starting point and if the Board would like to have more or different information, a standard reporting format could be developed for all programs over the next several months.

The Chair requested a report from the CAO on Information Reporting Requirements. Sten indicated that the agenda for the March 18th meeting is lengthy and that the 2010 budget would be the primary focus. Board members will be asked to give some thought to this topic for discussion at the Board meeting scheduled for May 13, 2010.

6.7 Committee Meeting Schedule

Committee members adopted the proposed meeting schedule for 2010 and 2011 which will be posted on the Board's website. The next three meetings in 2010 will be held on April 15th, July 8th, and October 14th.

7. RESOLUTIONS/RECOMMENDATIONS

7.1 Recommend Approval of Terms of Reference - Marketing & Communications Task Force

MOTION NO.: GC2010-02

Moved by Debbie Chartrand
Seconded by Garry Parkes

RESOLVED THAT the Governance Committee recommend that the Board of Directors adopt a Terms of Reference for the Marketing and Communications Task Force as reviewed and amended at the March 5, 2010 meeting of the Governance Committee; such Terms of Reference is attached as Schedule 'A'.

CALLED; CARRIED

ACTION: Executive Secretary

7.2 Recommend Approval of Amended Policy, *KDSB-ORG-01 - Rules of Order & Proceedings*

MOTION NO.: GC2010-03

Moved by Bill Thompson
Seconded by Debbie Chartrand

RESOLVED THAT the Governance Committee recommend that the Board of Directors approve amended Board policy *KDSB-ORG-1-01 - Rules of Order and Proceedings*; such amended Policy is attached as Schedule 'A'.

CALLED; CARRIED

ACTION: Executive Secretary

7.3 Recommend Approval of Amended Policy, *KDSB-ORG-I-02 - Role, Conduct and Responsibilities*

MOTION NO.: GC2010-04

Moved by Garry Parkes
Seconded by Bill Thompson

RESOLVED THAT the Governance Committee recommend that the Board of Directors approve amended Board policy *KDSB-ORG-I-02 - Role, Conduct and Responsibilities*; such amended Policy is attached as Schedule 'A'.

CALLED; CARRIED

ACTION: Executive Secretary

8. NEXT MEETING(S)

The next meeting of the Committee will be held on Thursday, April 15, 2010 at 10:00 a.m. at 211 Princess Street in Dryden.

Bill Thompson requested that meetings commence no earlier than 10:00 a.m.

9. ADJOURNMENT

The meeting adjourned at 11:32 a.m.

Confirmed this 15th day of April, A.D. 2010

By Resolution No.: GC2010-06

Rory McMillan, Chair