

GOVERNANCE COMMITTEE TELECONFERENCE

March 22, 2018 (2:00 – 3:00 ET)

<https://global.gotomeeting.com/join/658028093>

APPROVED MINUTES

Committee Members in attendance			
S. Devereaux, Chair	T. Brookes	L. Champagne	L. Doig
J. Holm	W. Hunt	D. Jayas	R. Kinghorn
Committee Members sending regrets			
C. Roney			
Staff			
S. Price	H. Anderson		

	Item
1	<p>Opening of meeting and approval of agenda</p> <p>The Chair opened the meeting at 2:03.</p> <p>The agenda to review Board Policies was approved. Items 2 to 11 were updated on line throughout the webinar discussion.</p>
2	<p>Review updated Table of Contents</p> <p>Operational policies, Section 7, have been added where deemed necessary. It was agreed that they be termed as “Board” rather than “Operational” policies in the manual.</p> <p>National Position Statements do not need to be included. It was agreed that a hyperlink to “board products” be added to Section 8.</p> <p>Discussion was held over referring to the document as a “Policy Manual” versus a “Board Manual”.</p>
4	<p>Update/improve #4.4 Confidentiality Policy</p> <p>It was reiterated that items discussed during open Board meetings are in the public domain. Items discussed in camera remain confidential.</p> <p>It was suggested that we consider defining what is to be published or not.</p> <p>The words “matters such as” were deleted from item 2.</p> <p>Item 5 will be moved to policy 4.3.</p> <p>Items 6 and 7 will be removed as they are captured in item 11 of policy 4.3.</p>
5	<p>Review updated #4.3 code of Conduct</p> <p>Item 5 originally found in policy 4.4 was added.</p> <p>The term “loyalty” in item 3 was deemed inappropriate and the entire phrase was reworded to</p>

	reflect “in honesty and good faith”. References to the Canada Not-for-Profit Corporations Act will be hyperlinked.
6	Review 4.2 Director Responsibilities, as needed No further changes.
7	Review new 4.1 Board responsibilities Agreed to as per the Board’s approval at the February workshop.
8	Review new 1.2 Guiding Principles Agreed to as presented.
9	Review periods for board policies All policies will indicate the original date, version date and will be reviewed annually.
10	Review of Board briefing note The briefing note to the Board was accepted as written.
11	Presentation of the policies (use of “track changes” or other tool) Policies will not be presented in track changes but in the final proposed draft version.
12	<p>Other Business</p> <p><u>Options for Board Size</u> It was agreed that the Committee present two options for decreasing Board size at the April 11 Board meeting.</p> <p><u>Term Limits</u> The Committee will bring the briefing note on term limits to the April 11 Board meeting.</p> <p><u>Terms of Reference for Audit and Compensation Committees</u> These will be brought to the Board on April 11. Discussion followed regarding quarterly reviews of the budget. This is currently being done by the CEO. The creation of a Finance Committee would bring this responsibility back to the Board level.</p>
12	CLOSING – The meeting was brought to a close at 3:00. The next Governance Committee meeting will be held on April 11, 2018 at 2:00 ET.