

Governance Review Committee

Final Report

Introduction:

The committee met twice in person and a third time to review the recommendations. The following report is submitted with the unanimous support of the committee. The committee addressed the organization and operation of the PPP and Finance committees. The Audit Committee, mandated by legislation, is outside the mandate of the committee.

Report:

The committee concluded that the size of the governing board does not fit easily or effectively with the committee structure as currently established. Whether a committee is small, as for a substantial period was the case with the Finance Committee, or relatively large, as with the PPP Committee, experience has demonstrated that with a relatively small governing board, committees tend to be redundant. Matters considered in committee must generally be discussed again in the full board because not all board members were present in the committee meeting but expect to be fully involved in making decisions.

The committee examined several alternative structures that might address this issue. It discussed at some length the possibility of using a committee of the whole format. It concluded that this option appeared to be unnecessarily formal since it was presumed that committee meetings would be held in the board chambers. It also considered the possibility of holding board meetings more frequently, perhaps twice per month, with the first meeting designed to discuss issues in a less formal fashion and the second to reach decisions. Again, this appeared to be unnecessarily formal. The committee then considered the present practice of holding Leadership Sessions, in which governing board members and senior staff consider matters

in an informal fashion with no decisions expected or taken. It was agreed that this format is extremely useful and should be expanded.

Recommendations:

1. The by-law should be suspended to allow for a trial period of six months in which the PPP and Finance Committees would not function. At the end of this trial period the matter shall be reviewed and a decision made to amend the by-laws to make the change permanent or to revert to the existing structure.
2. Board meetings will continue to be held on the fourth Wednesday of each month, but may be scheduled more frequently if circumstances require.
3. Leadership Sessions will be held on the Wednesdays when no Board meeting is scheduled, and could be held on other evenings if necessary and appropriate.
4. The Chair and Corporate Secretary will set the agenda for Leadership Sessions.
5. The chair of a Leadership Session may rotate among governing board members who have indicated an interest in chairing such meetings. Again, the Chair and Corporate Secretary will be responsible for arranging the details of this. Normally a board member who has brought an issue forward for discussion should not chair that Leadership Session.
6. Leadership Sessions will not be considered public meetings, but brief notes of what was discussed will be recorded and posted on the board web site.
7. In order to encourage less formality in board meetings, and in recognition of the role played by senior staff in assisting governing board members come to reasoned and informed decisions, the seating format should be altered so that directors and other senior staff with issues before the board are seated in closer proximity to governing board members, allowing for easier interaction.

Terms of Reference:

“The committee will review the current structure and operation of the governing board, including its committees, review relevant literature, consult with senior staff as appropriate, and make recommendations on how the following matters could be dealt with more effectively:

- a. The appropriate role of the governing board in the development and approval of the budget.
- b. Whether the two standing committees (Finance and PPP) are adequate and effective or whether changes in the committee structure should be considered.
- c. Whether Leadership Sessions continue to serve as an effective device for professional development and the provision of background information on issues related to the review and development of policy or whether these functions should be integrated into the structure of standing committees and formal board meetings.
- d. Consider the process by which the agendas of board and committee meetings are set, including the processes for identifying and prioritizing the issues by the governing board to be considered at its meetings, so that they can be addressed in an effective and timely fashion.

The *ad hoc* committee should be struck at the June 22 meeting of the governing board, should work through the summer months, and should report to the governing board at its regular meeting in September.”

Members of the Committee:

Governing Board: Steve Brine

David Cameron (Chair)

Irvine Carvery

Chris Poole

Gin Yee

Senior Staff: Selena Henderson

Carole Olsen