

Registrant Board Members

Regional Electoral District 1	Rebecca Martin, PAg (Chair); Natasha Neumann, PAg (Friday & Saturday)
Regional Electoral District 2	William Shaw, PAg; Catherine Hayes, PAg (online Saturday 8:40 am to 9:25 am)
Regional Electoral District 3	Warren Mills, PAg; Yasemin Parkinson, PAg; (online Friday & Saturday); Kirk Phair, PAg (Treasurer)

Lay Board Members

Guy Chartier
Carla Corbett, RPBio
Brock Endean (online)
Betsy Gibbons

Past Chair, Non-Voting

Jessica Morgan, PAg, RPBio

BCIA Staff

Ryan O'Grady, PAg, PEng, Registrar
Laurena Olsen, Deputy Registrar (recorder)
Jane Kerner, PAg, Interim CEO
Anne-Marie Marchi, Admin Assistant (recorder) (Saturday and Sunday)

Guest

Jennifer Lawrence, incoming CEO and Registrar

Friday, September 20, 2024

The meeting was called to order at 7:05 pm

1. Call to Order and Introductions, Land Acknowledgement, Approval of Agenda

The Chair called the meeting to order and confirmed quorum was met, which included at least one Lay Board Member present. A land acknowledgement was made by the incoming CEO. Anne-Marie Marchi, new Administrative Assistant, and Jennifer Lawrence, incoming CEO, were both introduced.

- **Motion** to accept the agenda with the addition of New Business. **Carried**

2. Approval of Consent Agenda

- **Motion** to accept the consent agenda with revisions as noted. **Carried**

3. Strategic Priorities

The Board reviewed the strategic priorities over the next year including the immediate next steps with the incoming CEO. It was noted that the 2025-2028 Strategic Plan is in draft version and not yet finalized. Discussion ensued regarding holding an in-person, facilitated session in November 2024 to continue working on the draft Strategic Plan, and to consider using the BCIA governance consultant to assist the Board in navigating through the process.

- **Action:** incoming CEO to explore other options for facilitating a strategic plan session and present at the November 7th Board meeting.
- **Action:** send notice to registrants and partner organizations announcing the hiring of the new CEO.
- **Action:** Interim CEO to check with legal to see if a donation made by PFM Executive Search ("PFM") on BCIA's behalf would be deemed 'advocacy.'

4. Executive Working Group Terms of Reference

The Board discussed the pros and cons of retaining the Executive Working Group, which members have not formally met, noting that the informal weekly meeting of the Chair, CEO, Vice Chair and Past Chair were still valuable and not infringing on this Working Group. A discussion ensued around whether the Working Group should remain or be dissolved. The Board acknowledged that the presented draft Terms of Reference did not align with good governance, and the working group should be dissolved, ensuring select functions and responsibilities be reallocated to other working groups.

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The Board reviewed the 2025 board work plan as presented. It was noted that the BCIA bylaws did not accord exactly with the Professional Governance Act (PGA), sparking a need for a pro-active operational plan including the addition of:

- Annual election timelines under 'Taking Care of Board'
- Branch AGM timelines
- Onboarding of new Branch Executives

5. Financial Working Group Discussion

The new Financial Working Group Terms of Reference, which was vetted by the BCIA lawyer and current Treasurer, was reviewed by the Board. The composition was recommended as 1 Registrant Board Member, 1 Lay Board Member, and 1 Chartered Professional Accountant (CPA).

- **Motion** to accept the recommendation by the Registrar to appoint Dwayne Hart, CPA, to the Financial Working Group pending the finalization of the Financial Working Group Terms of Reference. **Carried**
- **Motion** to appoint Guy Chartier, Lay Board Member representative, as Chair on the Financial Working Group pending the finalization of the Financial Working Group Terms of Reference. **Carried**
- **Motion** to appoint Jessica Morgan, PAg, RPBio as the Registrant Board Member to the Financial Working Group pending legal consult, and the finalization of the Financial Working Group Terms of Reference. **Carried**
- **Action:** remove signing authority from current Treasurer and concurrently grant to the incoming CEO.

6. Financial Update

Stacey Harper, Manager at MNP Accounting Services and contractor to BCIA, joined the meeting online and provided an update. The Statement of Financial Position, Statement of Operations and Statement of Operations by Class were presented, including January 1 to August 31, 2024 Quarterly Budget to Actuals. The Board requested the addition of a new column showing remainders for the year and notes explaining the deviations for any significant variances, if there are any. It was noted that BCIA now has access to its CRA account; filing for 2022 and 2023 taxes will be done immediately.

- **Action:** MNP to complete third quarter of financials with these new additions.
- **Action:** MNP to create a cash flow statement to accompany the quarter financial statements.

7. Registrant Annual Fee Increase Discussion

The draft 2025 budget was presented for discussion and feedback regarding a registrant annual fee increase effective 2025. For the draft budget it was requested to increase the projected costs for quarterly face-to-face meetings.

- **Motion** to accept the staff recommendation to increase annual renewal fees as presented. **Carried**
- **Action:** Provide messaging to the registrants regarding annual fee increase prior to issuing invoices.

8. New Business Items

The Registrar recommended the following based on support strictly by the Nominations Committee Chair due to existing positions:

- a. Don Rugg, PAg, step down as Chair of Investigation Committee in anticipation of serving as Interim Registrar.
- b. Rob Kupchanko, PAg, step up as Chair of Investigation Committee.
- c. Brian Mauza, PAg, step up as Chair of the Governance Working Group.

It was determined that the Investigation Committee and Governance Working Group members would provide input to the respective recommendation prior to the Nominations Committee Chair making the recommendations to the Board.

The Interim CEO advised that two Lay Members, Carla Corbett and Brock Endean, will have their terms expire in 2025 but can be extended if desired.

- **Motion** to adjourn meeting at 8:45 pm. **Carried**

Saturday, September 21, 2024

Meeting called to order at 8:32 am.

9. Governance Professionals Canada Conference Overview

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Yasemin Parkinson, PAg recently attended the conference and highly recommended it as a valuable source of annual ongoing training for Vice Chairs. The conference provided online resource tools/portals for sharing documents and every session contained an AI and data development/retention component. Discussion prompted the question of whether BCIA should consider developing an AI policy.

10. Chair Introductions and Discussions

Each committee and working group Chair joined the meeting individually for a 15-minute reporting of activities for the year, composition, and succession planning.

- **Action:** Nomination Committee to consult with the Chairs of the four other statutory committees, to develop 2-3 questions relating to skill and expected competencies for each committee to assist the Nominations Committee members when reviewing candidates to fill specific committee vacancies.

11. Future of Communications Working Group

The Board discussed the relevance of this working group. Scholarships will remain on pause this year.

- **Action:** Revisit this agenda topic at the November/December Board meeting.

12. Future of Strategic Working Group

The Board determined that the ad hoc working group was not necessary.

- **Motion to dissolve the Strategic Working Group. Carried**

13. New CEO Presentation and Discussion

Incoming CEO presented her vision and goals related to the new position: Prioritize and Plan, Transformation Underway, Immediate Priorities, Measure of Success (Team Culture, Board Governance, Stakeholder Engagement).

14. In-Camera

- **Motion to go in camera at 1:30 pm. Carried**
- **Motion to go out of camera at 3:28 pm. Carried**
- **Motion to adjourn meeting at 3:45 pm. Carried**

From the in camera the following motion was approved by unanimous decision:

BE IT RESOLVED THAT the Board appoint Jennifer Lawrence as Registrar, combining the roles of CEO and Registrar effective on October 7, 2024.

Sunday, September 22, 2024

The meeting was called to order at 8:34 am.

15. CEO Transition Discussion

The CEO transition document was presented and discussed. The Interim CEO will be available to assist with the transition until the end of October and has been invited to the November in-person meeting to assist with Strategic Plan discussions.

16. Darlene Hyde Presentation and Discussion

Darlene Hyde from the Regulator's Practice shared her presentation around best practices when orientating the incoming CEO. The Board discussed various aspects of the onboarding including an evaluation process that includes determining "strategic goals" with results measured in KPIs (key performance indicators).

17. Advocacy – How to Approach

Advocacy entity options and next steps were discussed. Conversation ensued around branch and BCIA sponsorships, which historically have been in place, and whether they would be considered advocacy but in moving forward, it needs to be determined what is best practice.

- **Action:** incoming CEO to contact other regulatory bodies to explore their processes.

18. Future of Governance Working Group

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The Board discussed the relevance of this working group. The importance of understanding the purpose of the organization, governance model and role of a Board member was noted. A recommendation was made to have a new Strategic Plan in place before making any movement (disbanding of select working groups and advocacy model proposals).

- **Action:** Revisit this agenda topic at the November/December Board meeting.

19. Other New Business Items

As recommended by the Nomination Committee for the Board's consideration:

- Brooklyn Malek, Lay Member – Investigation Committee

- **Motion** to accept the above appointment as recommended by the Nomination Committee. **Carried**

Amendments were finalized regarding the Financial Working Group Terms of Reference.

- **Motion** to adopt the Financial Working Group Terms of Reference dated September 22, 2024, as amended. **Carried**

It was noted that Jessica Morgan, PAg, RPBio has stepped down from the CEO Hiring Working Group to serve on the Financial Working Group.

- **Action:** Registrar to contact the newly appointed Financial Working Group member, Dwayne Hart, for initial onboarding.

20. Upcoming Meeting Dates

- November 7, 6-9 pm – Virtual
- Nov 29-Dec 1 (quarterly) – Radisson Hotel in Richmond
- Feb 23-25, 2025 (quarterly) – Radisson Hotel in Richmond
- April 2025 dates - TBD
- Online check-in meetings - TBD
- 2025 BCIA AGM - TBD

21. In camera

- **Motion** to go in camera at 11:02 am. **Carried**
- **Motion** to go out of camera at 11:47 am. **Carried**

22. Adjourn

- **Motion** to adjourn meeting at 11:48 am. **Carried**