

Board Meeting
14 June 2019
Agenda Item 12a.

BOARD MEETING
Friday, 22 February 2019

Terminal City Club
837 West Hastings St. Vancouver, BC
“Skidmore Room”
MINUTES

DRAFT

The meeting commenced at 8:34 a.m.

In Attendance

Dr. Peter Lobb, President	Mr. Oleh Ilnyckyj
Dr. Patricia Hunter, Vice-President	Ms. Dorothy Jennings
Dr. Doug Conn, Treasurer	Ms. Cathy Larson
Mr. Gurdeep Bains (11:00am arrival)	Ms. Sabina Reitzik
Dr. Richard Busse	Ms. Shirley Ross
Dr. Ken Chow	Mr. Carl Roy
Dr. Jeff Coil	Dr. Masoud Saidi
Ms. Dianne Doyle	Dr. Mark Spitz
Ms. Barb Hambly	Mr. Neal Steinman
Dr. Dustin Holben	Dr. Lynn Stevenson, PhD

Regrets

Dr. Deborah Battrum
Dr. Heather Davidson, PhD
Ms. Sabine Feulgen

Staff in Attendance

Dr. Chris Hacker, Acting Registrar
Ms. Nancy Crosby, Manager of CEO's Office
Ms. Joyce Johner, General Counsel
Dr. Meredith Moores, Acting Director of Professional Practice
Ms. Róisín O'Neill, Director of Registration and Human Resources
Ms. Leslie Riva, Sr. Manager, CDA Certification and
QA
Dr. Peter Stevenson-Moore, Dental Policy Advisor
Ms. Anita Wilks, Director of Communications
Mr. Dan Zeng, Director of Finance and Administration

Guests in Attendance: Mr. Harry Cayton



Preparation of Minutes:

Christine McLenan, Raincoast Ventures. Ltd.

1. Call Meeting to Order and Welcoming Remarks

The President called the meeting to order at 8:34 a.m. and acknowledged the territory on which the meeting was being held.

The President offered welcoming comments, led a round of self-introductions, and welcomed Mr. Harry Cayton attending as an observer, and new Board member Ms. Shirley Ross. He reviewed the agenda and noted recommendation to add Items 13 and 16 from the In-Camera agenda to the open Board meeting agenda.

CONSENSUS DECISION: Recommendation to move Items 13 and 16 from the In-Camera agenda to this open Board meeting agenda was accepted by consent.

2. Declarations of Interest

There were no declarations of interest.

3. Approve Agenda for 22 February 2019

CONSENSUS DECISION: The amended agenda for the 22 February 2019 Board meeting was accepted by consent.

4. Consent Agenda

- a. Approval of Board Minutes of 30 November 2018 (*attachment*)
- b. Reports from Committees – for information (*attachment*)
- c. Executive Limitation Reports – for information
 - EL2: Treatment of Public (*attachment*)
 - EL3: Registration, Certification and Monitoring (*attachment*)
 - EL4: Treatment of Staff (*attachment*)
 - EL5: Financial Planning/Budgeting (*attachment*)
 - EL6: Financial Condition and Activities (*attachment*)
- d. Financial Statements to 31 December 2018 (*attachment*)
- e. Report from the Acting Director of Professional Practice (*attachment*)
- f. Management Report (*posted electronically to the online portal*)



- g. Sedation Committee: Updates to Deep Sedation & GA Services Standards and Guidelines (*attachment*)

It was recommended that Items (a), Approval of Board Minutes of 30 November 2018, and (d), Financial Statements to 31 December 2018, be moved out of the Consent Agenda, and considered under Item 5.

MOTION:

It was MOVED (Jennings) and SECONDED (Coil)

That the items on the amended Consent Agenda for the 22 February 2019 Board meeting be approved.

CARRIED

5. Business Arising from the Consent Agenda

- a. Approval of Board Minutes of 30 November 2018 (*attachment*)

The Board was informed of the need for corrections to the minutes, that a decision on the format of minutes is required, and was advised of minute formatting options. Current process is that the draft minutes are provided to the Registrar to review for accuracy, and the reviewed minutes with any revisions by the Registrar, are then circulated to the Board Officers and then the whole Board.

The following corrections to the minutes were provided:

- Page 2, Item 2, replace “were about half a dozen past presidents” with “were three Past Presidents”
- Page 4, Item 6, last bullet, replace “three” with “four”
- Page 8, Item 11, replace “majority” with “2/3”;

The Board considered options for the format of recording Board discussions in the minutes, and examples of such. With specific regard to reference to “secret ballot”, it was clarified that there are three methods of voting, by show of hands, roll call, or ballot. The latter, by ballot, is a “secret” in that the votes are not cast publicly.

Point of Order:

In response to a Point of Order seeking clarification on the purpose of discussion, it was clarified that the intent was to clarify the format for future Board minutes.



Discussion ensued on:

- Ability of the Board to have discussions that are not recorded in the minutes
- Whether the minutes should indicate if a motion is carried or defeated
- Interest to receive draft minutes in a timelier fashion
- Concern regarding optics of using the term “secret”
- Suggestion that being able to “speak your mind” is crucial to discussion
- Suggestion to have a list of the meeting’s motions, and whether they were passed or defeated, at the beginning of the minutes.

CONSENSUS DECISION: Recommendation that the Governance Committee be requested to offer its suggestions on the format for future Board meeting minutes was accepted by consent.

The following correction to the minutes was also provided:

- Page 9, Item 11, replace “that Motion 1 was not supported due to the lack of representation of CDAs on the Board” With “reasons that Motion 1 was not supported”.

MOTION:

It was MOVED (Coil) and SECONDED (Holben)

That the minutes for the 30 November 2018 Board meeting be approved as amended.

CARRIED

h. Financial Statements to 31 December 2018 (*attachment*)

Views on whether the fiscal year would conclude with a surplus or deficit were offered. A concern raised regarding the financial forecast referenced in a communication sent to registrants on the matters of renewals and a call for nominations, was noted.

Appreciation was noted that the Financial Statements were considered outside of the Consent Agenda, and it was suggested that it would be helpful to have an explanation/overview included.

MOTION:

It was MOVED (Larson) and SECONDED (Hambly)

That the Board accept the College of Dental Surgeons of British Columbia Financial Statements to 31 December 2018 as circulated.

CARRIED



6. **President's Report** *(attachment in Board portal)*

The President provided an update on activities:

- A letter has been sent to the Minister requesting a copy of the Cayton report.
- The Acting Registrar and the President will receive further media training; and the Director of Communications has been working with government on being prepared to work collaboratively with the Ministry on communication.
- The delay in receiving the Government Report was discussed with the Deputy Minister of Health about a week before this board meeting, vis a vis planning for board meetings where the intention was to discuss the Report. The DM offered to convey these concerns to the Minister of Health, but suggested that any board meeting intending to discuss the Report be delayed at least a couple of weeks. No further response was received from the DM.

The Board workshop the next day, to be led by Mr. Cayton, offers an opportunity for the Board to reflect on the principles Mr. Cayton uses and how the Board should assess itself. It was encouraged that ideas on how to increase the Board's effectiveness, and also any suggestions for future workshops, be brought forward.

7. **Governance Committee**

- Populating Governance Committee – expressions of interest for final selection in June

Dr. Patricia Hunter, Vice-President, advised that expressions of interest to serve on the Committee were being requested from Board members. . Committee members are appointed for a one-year term and have the option to reapply. The two consistent positions are the Vice President and Treasurer, the Vice President serving as Chair.

- New Templates (SBAR)
Dr. Hunter referred to the schedule under Tab 13, a new template for bringing information to the Board. This template is already being used for this Board meeting.
- Board Calendar/Schedule *(attachment)*

This schedule provides an overview of activities during the year and offers opportunity to review them in a timely manner. This is a living document.



- Annual Board self-evaluation survey ([attachments](#))

Dr. Hunter referred to the annual Board Self-evaluation survey, which will be sent out the following week. Responses received will be collated by staff and reviewed by the Board at the June 2019 meeting.

The quarterly meeting evaluation will be reinstated; a summary of the last one is included in the meeting package. This will be discussed during a Board-only session with a view to improving function.

- Skills Matrix Update ([summary attached](#))

Dr. Hunter noted that an email with a link to the survey was sent to the Board. There is interest to create an inventory of current skills on the Board, and to identify any gaps in skills that could be targeted in future.

- Elected Board Term Lengths – Recommendation from the Governance Committee ([GM S. 3.2 attached](#))

Dr. Hunter advised that the Bylaws do not refer to any Board term length; however, there is reference in the Governance Manual.

Ms. Joyce Johner, General Counsel, advised that continuing with the term lengths outlined in the Governance Manual requires a Board discussion.

Term lengths referred to in the Governance Manual were reviewed, and the Board was asked to consider the validity of the Governance Manual.

Discussion ensued:

- Whether a recommendation would go to the Bylaw Working Group
- Concern about the lack of clarity around terms
- Concern about lack of replacements for members required to leave the Board per the terms
- Option for the Board to appoint an individual to fill a vacancy
- Suggestion in favour of supporting six-year term length
- The Bylaws, which when completed, will include a process for exceptions and exemptions
- Note that *the Act* provides the Board the ability to set process



- Ability of the Nominations Committee to put forth suggestions to the Board in the absence of nominations
- Staggering Board terms to plan for succession and ensure consistency.

The Governance Committee proposes support of a six-year term.

CONSENSUS DECISION: Recommendation to adhere to three two-year terms on the Board, and that the Nominations Committee may include current serving members, was accepted by consensus.

Ms. Johner confirmed that direction in the minutes on this matter is sufficient and that a motion is not required as long as the minutes are clear.

It was reiterated that expressions of interest to serve on the Governance Committee are welcomed.

8. Board Communications – Section 18 of HPA *(attachment)*

Dr. Hacker noted that this information piece could be helpful in communications with the public and stakeholders. Section 18.1 of Act, page 22 of HPA, defines “inquiry”, the authority for an inquiry, and what can come of that inquiry in terms of directives.

This concludes the open portion of the meeting. The meeting ended at 9:59 a.m.

The remainder of the meeting will be held in camera, per Section 2.15 (9) of the College Bylaws under the *Health Professions Act*.