

PROVINCIAL CAPITAL COMMISSION
BOARD OF DIRECTORS MEETING
MINUTES
TUESDAY, 24th MAY 2005

There being due notice given and a quorum present, the May 2005 monthly meeting of the Provincial Capital Commission Board of Directors was called to order at 9:05 a.m. on Tuesday, the 24th of May 2005 at 613 Pandora Avenue, Victoria, British Columbia

DIRECTORS PRESENT

Bill Wellburn, **Chair**
Beth Campbell, **Vice Chair**
Barbara Brink
Robert Gillespie
Rob Hunter
Russell Irvine
Pamela Madoff
Bill Oppen
Darwin Robinson
Matt Vickers
Chris Fairbank

RESOURCES

Ray Parks, CEO
Rick Crosby, CFO
Kathryn MacLean, A/Director Outreach and Engagement
Deborah Eddy, Manager, Financial Services and Admin.
Sean Nacey, Policy and Program Analyst (Acting Secretary)

REGRETS

Jane Durante
Rob Fleming
Leif Wergeland

CALL TO ORDER

The meeting was called to order at 9:05 a.m.

APPROVAL OF AGENDA

The Agenda was approved without change or additions.

VERIFICATION OF MINUTES OF PREVIOUS MEETING

It was moved and seconded that the Minutes of the PCC regular meeting held the 15th March 2005 be adopted as amended.

CARRIED

REVIEW OF BOARD OUTPUTS AND PREVIOUS DECISIONS

The Board Outputs and Decisions Summary were reviewed.

CHIEF EXECUTIVE REPORT

The CEO provided an update on PCC Operations since March 15, 2005, and included updates on the Crystal Garden, Belleville Terminal Project, Freedom of Information Requests Status Report and other operational issues.

It was reported that the building transition from the Crystal Garden Conservation Centre is progressing and is on schedule. The Belleville Marine Terminal Project is proceeding with the current focus being on completing the business case and transportation study for the Board of Directors meeting in June.

The CEO reported that he had previously informed the Board that there were Freedom of Information requests pending for release of the financial details relating to the new Crystal Garden tenant, and that the tenant did not want those details made public. He stated that the PCC has referred the matter to the Information and Privacy Commissioner's Office for a determination as to what information can be released under the Act.

The 2004/05 Annual Report has been submitted to Crown Agencies Secretariat for review and feedback. The final Report will be made public in late June.

CHIEF FINANCIAL OFFICER REPORT

The CFO reported on a number of priority financial activities. It was reported that work is progressing on the Crystal Garden building remediation on schedule and under the management of Campbell Construction. Landlord and tenant work is being coordinated and jointly managed by the same firm under separate contracts. The balance of landlord work within the leased premises will be completed over the next few months, with the balance of work to be completed on a phased approach. Tendering of major items for structural steel, sprinklers and roof repairs have come in on budget.

The CFO stated that Grant Thornton has completed its audit field work. The financial statements and their audit report will be publicly released as part of the 2004/05 Annual Report.

It was reported that a surplus of \$65,000 is budgeted for 2005/06, and includes an increase in funding for Outreach Programs to \$200,000. Finance and Audit Committee is monitoring the budget to ensure revenue and expense results remain on track.

It was noted that a number of tenant leases have terms that are up for renewal in 2005/06. In consultation with Finance and Audit Committee the CEO is proceeding with various lease negotiations, and the financial impacts are being monitored by the CFO against the 05/06 budget plan.

COMMITTEE REPORTS:

Executive Committee

The Chair reported on the meetings held April 12th and May 10th. A revised meeting schedule for 2005/06 was circulated to the Board. It was noted that the seven Board meetings scheduled for the year, along with the Committee meetings, will meet the

governance needs of the PCC and take into consideration the cost of convening meetings including the travel cost of out-of-town directors. The Chair noted that the June 21st Board meeting will begin at noon immediately following the Board Evaluation Session and in camera board meeting being held at the Chateau Victoria starting at 8:00am.

Finance and Audit Committee

The Committee Chair reported that the Finance and Audit Committee met April 12th and May 10th and issues were addressed through the CFO report.

Governance Committee

The Committee Chair reported on the meeting held April 12th.

The Chair reported that the Communications Policy was reviewed and slightly revised by the Governance Committee. A copy of the revised policy was circulated to the Board for their information.

It was reported that the Governance Committee reviewed Bylaw 6 and determined that it is outdated and has been effectively replaced by the new Board Governance Manual.

It was moved and seconded that work begin by staff to rescind Bylaw 6.

CARRIED

The Chair stated that the Attendance and Public Information Process Policies were reviewed by the Governance Committee on May 10th. Both policies were circulated to Board members for approval.

It was moved and seconded that the Attendance and Public Information Process Policies be adopted as amended.

CARRIED

The Chair reported that a Board of Directors Skills Profile Matrix was developed by the Governance Committee to profile the current PCC Board members against the competencies, experience, and regional knowledge required for the Board. The purpose of the gap analysis is to assist in recruiting and identifying directors when vacancies occur on the Board.

It was moved and seconded that the Board of Directors Skills Profile Matrix be adopted as proposed.

CARRIED

It was reported that Board and Chair Evaluation forms be completed and submitted directly to Brian Johnston by email or fax. It was noted that Mr. Johnston will be reviewing the evaluation forms and facilitating a Board Self-Evaluation session later in June.

The Chair reported that the PCC Board Directors' Orientation process has been drafted.

It was moved and seconded that the PCC Board Directors' Orientation process be adopted as proposed.

CARRIED

Program Resource and Communications Committee

The Committee Chair reported on the Committee meeting held March 14th

OTHER BUSINESS

Board and Committee Appointments

The Chair stated that committee appointments are to be ratified by the Board at its first regular meeting of each fiscal year according to the PCC's Board Governance Manual. It was noted that the first regular meeting of the fiscal year was May 24th, 2005.

The Chair proposed that the current composition of the committees remain in place and be as follows.

Executive Committee

Bill Wellburn *Chair*
Beth Campbell *Vice Chair*
Barbara Brink
Rob Hunter
Russell Irvine

Governance Committee

Beth Campbell *Chair*
Barbara Brink
Jane Durante
Russell Irvine
Bill Wellburn *ex officio*

Finance and Audit Committee

Rob Hunter *Chair*
Chris Fairbank
Rob Fleming
Russell Irvine
Leif Wergeland
Bill Wellburn *ex officio*

Program Resource and Communications Committee

Barbara Brink *Chair*
Jane Durante
Chris Fairbank
Bill Oppen
Matt Vickers
Bill Wellburn *ex officio*

It was moved and seconded that the above names populate the committees of the PCC Board.

CARRIED

CONCLUSION

With no further business, the meeting was declared concluded at 10:30 a.m.

Board Chair

Secretary