

Minutes of Career Trek Board Meeting – Wednesday, September 19, 2018

Manitoba Aerospace, 1000 Waverley St.

Present: Barb Bowen (Chair), Liz Choi, Katie Gross (by phone), Gord Hannon, Betty Harrylal, Ricky Lawrence, Greg Link, Colin Russell,

Bill Hicks, Acting CEO

Regrets: Vic Bellay

Barb Bowen chaired the meeting and called the meeting to order at 6:14 pm.

1. Board Acknowledgment of Territory

Barb Bowen on behalf of the Board acknowledged that the meeting is being held in Manitoba, the traditional territory of Anishinaabeg (ah-nish-naabek), Cree, Oji-Cree, Dakota and Dene peoples, and the homeland of the Métis Nation.

2. Consent Agenda

The meeting agenda was presented in writing in advance of the meeting and approved..

3. Report of Senior Team

Acting CEO Bill Hicks provided a brief verbal report of the main issues and events of Career Trek at present.¹ Because the date of the meeting had been changed from Sept. 26 to Sept. 19, the Senior Team did not provide a written report for this meeting:

- Gary Julius C.A. is currently conducting the audit of Career Trek's financial statements.
- A 20-week project with Evergreen SD for 15 students is about to start.
- The adult Career Trek pilot project is about to start, involving 15 adults.
- Work is continuing with Seven Oaks SD on a pilot project for middle-years students.
- A pilot project is being undertaken with True North Foundation for 75 students in Grades 11 and 12, to take place in December.
- Challenges with program space at Assiniboine Community College are being addressed by Westman-Parkland-Norman Director Hazen Barrett.
- Off-boarding process for Meghan Lavallee is mostly complete and will be fully complete in the next two weeks.
- Most importantly, Career Trek maintains a strong team committee to the Career Trek mission. The programs in the fall are expected to run smoothly.

¹ Since the last Board meeting, VP of Strategic Development Meghan Lavallee has resigned from Career Trek and as taken a new position at MITT. Bill Hicks has been appointed as Acting Chief Executive Officer.

4. Minutes of May 30, 2018 Meeting

The draft Minutes of the May 30, 2018 Board meeting were distributed.

Moved by Ricky Lawrence
Seconded by Colin Russell

That the Minutes of the May 30, 2018 Board meeting be approved as distributed.

Carried

5. Business Arising from the Minutes

It was noted that the off boarding process for former CEO Darrell Cole has been completed. The web site has been updated to include information from Board members and changes to the staffing.

6. Date and Location of Annual General Meeting

The date of the Annual General Meeting has been changed to Wednesday, November 21, 2018. The location is the Golden Boy Room in the Legislative Building. The room was not available on Nov. 28, so Nov. 21 was selected instead.

7. Discussion of Structure of Career Trek Organization

An application process has been initiated to fill the VP Strategic Development position vacated by Meghan Lavallee.

However, the Board Development Committee and the Business Development Committee have considered the strategic needs of Career Trek and brought forward for discussion those strategic needs. Liz Choi spoke to two slides to help address the strategic direction of Career Trek, in particular the issue of whether it is desirable to proceed to address the CEO position on a full-time basis before filling the vacant VP position.

The Board engaged in considerable discussion about the strategic direction of Career Trek. It was noted that the budget for 2018-19 includes amounts for a CEO position.

Mr. Hicks provided a proposal for organizational structure involving current staff pending decisions about the CEO position.

Moved by Gord Hannon
Seconded by Katie Gross

That:

- a. Career Trek not proceed with filling the vacant VP Strategic Development position at this time and that applicants be advised of that decision;
- b. Career Trek proceed with a selection process for CEO with the Business Development Committee having lead responsibility for developing and proceeding with that process;
- c. Mr. Hicks as Acting CEO be affirmed as having the authority to make organizational decisions about continuing operation pending the completion of the CEO hiring process.

Carried

The Chair and the Business Development Committee will likely pursue engaging a human resources consultant to assist with the CEO selection process.

The Acting CEO may make decisions on ongoing operation consistent with the approved 2018-19 budget.

8. Business Development Committee – Strategic Planning

Liz Choi reported. Ms Choi and Mr. Hicks have discussed the strategic goals and the results should be able to be integrated into the Strategic Planning document. The draft Strategic Plan will be completed and circulated to Board members. Any comments should be provided. The objective is to formally approve the Plan at the next Board meeting.

9. Board Development Committee

The Board Development Committee presented its work on the development of Board structures and expectations. The proposals of the Committee were considered as follows:

a. *Future Board State*

Ricky Lawrence provided a short PowerPoint slide presentation about the desired future Board state, consisting of a set of key principles.

Moved by Betty Harrylal
Seconded by Ricky Lawrence

That the Future Board State be adopted as policy, consisting of the key principles expressed in the presentation.

Carried²

b. *Proposed Board Structure*

Betty Harrylal provided a short PowerPoint slide presentation about a proposed board structure. The proposed structure was described graphically in a slide.

Moved by Betty Harrylal
Seconded by Ricky Lawrence

That the proposed board structure be adopted as policy as reflected in the power point slide.

Carried³

c. *Check List Documents*

The Committee had circulated a series of check-list documents relating to pre-boarding, on-boarding and off-boarding for Board members.

Moved by Betty Harrylal
Seconded by Greg Link

That the pre-boarding, on-boarding and off-boarding checklists for Board members be approved.

Carried

d. *Role Descriptions of Board Offices*

The Committee had circulated a series job or role descriptions of offices of the Board.

Moved by Betty Harrylal
Seconded by Greg Link

That the job or role descriptions of offices of the Board be approved as circulated (as revised at the meeting).

Carried

² The key principles are attached as Schedule "A".

³ The slide from the PowerPoint presentation is attached as Schedule "B".

e. *Terms of Reference for Committees and Advisory Groups*

The Committee had circulated Terms of Reference for Committees and Advisory Groups.

Moved by Betty Harrylal
Seconded by Ricky Lawrence

That the Terms of Reference of the Committees be approved as circulated.

Carried

f. *Draft Annotated Governance By-Law*

The Committee circulated a draft Annotated Governance By-Law. The draft includes notes of policies developed without amendment to the By-Law and includes some proposed amendments to the By-Law. No formal amendments were introduced at this meeting, but some amendments will likely be made at upcoming meetings to ensure that the By-Law and approved policies are consistent.

g. *Nominating Committee*

The proposed changes to Board structure, now approved as policy, contemplate that a Nominating Committee will be replaced as a Standing Committee by the Board Development Committee, with a specific Nominating Committee established for the slate of candidates for the Board to be presented at the Annual General Meeting.

It was agreed that the Nominating Committee will continue in its role in respect of identifying potential Board members to be presented at the AGM (or outside of the AGM). The work in developing a template for assessing Board needs done by the Board Development Committee will be used in considering potential candidates

10. Meeting Schedule

The next Board meeting will be held on October 24th. The AGM will be held on Nov. 21st.

11. Adjournment

The meeting was adjourned at 7:45 pm.

Gord Hannon
Secretary

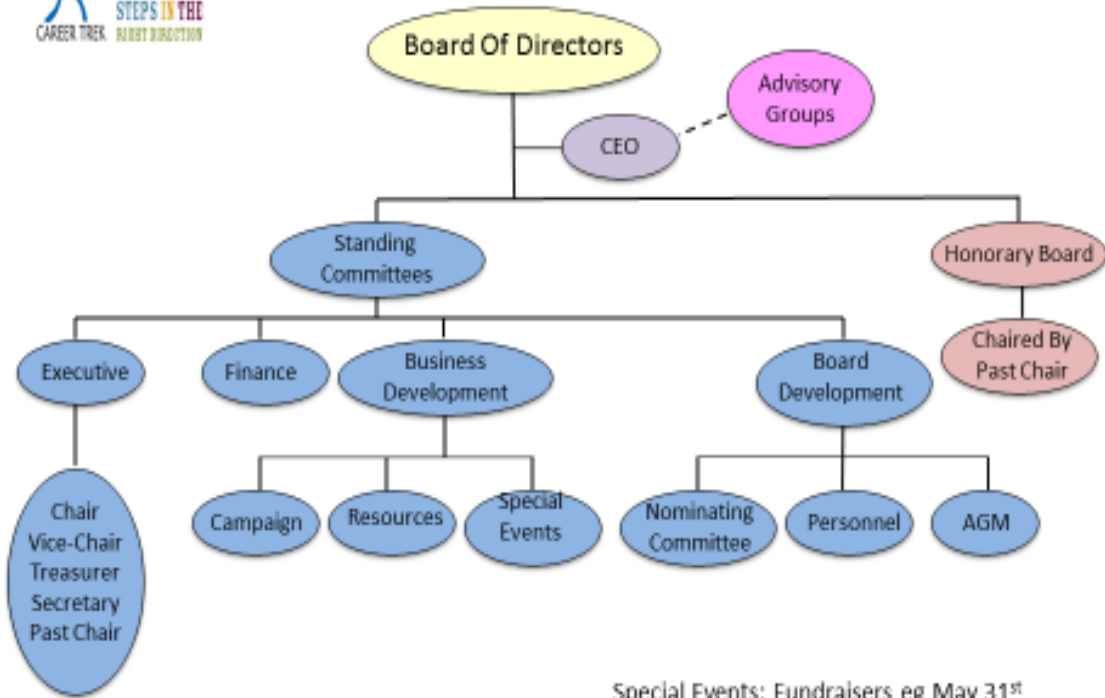
Schedule “A” – Key Principles of Future Board State

1. Although the Articles of Incorporation provide for a maximum of fourteen members of the Board, Career Trek will consider twelve the optimum number of Board members.
2. The Board Development Committee will continue to operate to assist in developing principles for assessing and recruiting Board members with appropriate skills, expertise and attributes to contribute optimally to the Board.
3. The Nominating Committee as provided by the By-Laws will be responsible for presenting a slate of candidates for the Board at each Annual General Meeting, applying the principles for assessing and recruiting Board members developed by the Board Development Committee.
4. Board members will continue to be elected annually at the Annual General Meeting as provided for in the By-Laws, but members will be recruited on the expectation that they will make a three-year commitment to service on the Board.
5. It will be an objective of the Board to ensure that the three-year commitments of Board members are staggered so that ideally the commitments of approximately one-third of the Board are completed each year. It is hoped that this will assist in achieving continuity and renewal of the Board.
6. Existing Board members may be recruited to remain on the Board if they wish following the completion of the three-year commitment. In that case there will be an expectation that they will make a further three-year commitment. The Board Development Committee will develop a process to apply to commitments by continuing Board members.
7. There will be an expectation that the Chair, Vice Chair, Treasurer and Secretary will make a three-year commitment to those offices. Item 6 will apply to potential further three-year commitments to these offices.
8. The Past Chair will have a continuing role as an *ex officio* member of the Executive Committee as long as the Past Chair remains a member of the Board. The role of the Past Chair may be further defined through the work of the Board Development Committee.

Schedule B



Proposed Board Structure



Executive: added Past Chair

Personnel & Nominating Comm.: added to Board Development

Special Events: Fundraisers eg May 31st
Resources

Campaign: eg Every Nov – Giving Campaign
Advisory Groups