



BOARD OF DIRECTORS MEETING

**February 7, 2017
9:30 am – 3:00 pm
Legal Aid Alberta
Edmonton, Alberta**

MINUTES OF THE 303rd MEETING

Members in Attendance

Robert Calvert, Q.C., Chair
Deanna Steblyk, Vice-Chair
Derek Cranna
Lori Bokenfohr
Peter Carter
Linda Cook
Jim Donihee
Graham Johnson
Nancy Peck
Hilary Rose

Regrets

Ryan Callioux

Management in Attendance

Maria David-Evans, Interim President & CEO
Lyle Toop
Christine Huber
Deb Miller
Pat Bard

Call to Order

Notice having been given, a quorum was present and the meeting was duly constituted for the transaction of business. Robert Calvert called the meeting to order and Pat Bard acted as the Recording Secretary for the meeting.

Consent Items

1. Approval of Agenda

Upon motion moved and seconded, it was resolved that:

The Agenda be approved with the addition of one item.

The motion was carried unanimously.

2. Approval of Minutes of;

- Minutes of the 302nd General Meeting, December 6, 2016
- Minutes of Teleconference January 18, 2017

Upon motion moved and seconded, it was resolved that:

The Minutes of the 302nd General Meeting be approved as amended.

Teleconference Meeting held January 18, 2017 be approved as circulated.

The motion was carried unanimously.

Declaration of Conflict of Interest

No conflicts were declared.

Business Items

3a Appeals Committee Membership

Upon motion moved and seconded, it was resolved that:

The re-appointment for a second 3-year terms for Members at Large on the Legal Aid Alberta Appeals Committee be approved as circulated.

The motion was carried unanimously.

3. Financials Statements

Christine Huber provided an overview of, and responded to questions related to, the December 2016 Financial Statements, noting in particular that: (1) revenues are on budget; (2) client recoveries is down largely due to the economy; (3) private bar expenses are over budget due to an influx of billings in December; (4) Salaries and benefits are below budget due to a high vacancy rate in staff positions; (5) the hiring freeze has been lifted but it will take some time to fill the positions, 13 positions will not be filled; (6) due to the influx of private bar billings, the contingent reserve will have to be used. The GoA is aware and a letter will be sent to the Minister requesting approval to use the reserve and requesting that it be replenished in 2017/18; and (7) all statutory obligations had been met for the period in question.

4. Borrowing Motion for MasterCard

Upon motion moved and seconded, it was resolved that:

The Board of Directors approve the transitioning of Legal Aid Alberta's MasterCards from Bank of Montreal to Alberta Treasury Branch and that Legal Aid Alberta be authorized to borrow up to a total of \$115,000 on the above mentioned credit cards as per the Borrowing Power section 5.3 of the By-Laws. The balance owing on the credit cards is to be paid off monthly.

The motion was carried unanimously.

5. Budget/Business Plan

Maria David-Evans provided an overview of, and responded to questions related to, the draft 2017/18 Budget, noting in particular that: (1) the Board e-vote was ten in favor and one opposed to approving the Three-Year Business Plan; (2) the revised 2017/18 Budget Submission had been approved at the January 18, 2017 Board Teleconference; (3) the increase in federal funding will directly flow through to Legal Aid Alberta; (4) a number of different grants are being pursued and the outcomes are pending; (5) although we have considered High Costs Cases and have allocated a nominal \$3M for 2017/18 based on historical data, we are not providing a specific line item for this in the 2017/18 Budget. It is anticipated that “Jordan” cases will have an impact on LAA operations.

6. Legal Aid Alberta Foundation

Peter Carter provided an overview of, and responded to questions related to, the Legal Aid Alberta Foundation, noting in particular that: (1) A committee comprised of Peter Carter, Hilary Rose, Maria David-Evans, Lyle Toop and Tyler Tollefson met on January 27, 2017. A summary of that meeting was included in the Board materials; (2) It was felt that the Foundation should start off slow and keep it simple; (3) The Foundation should consider taking advantage of the Edmonton Community Foundation’s expertise and an agreement would be required with Edmonton Community Foundation to do so; (4) a donation of \$1000 was received from AltaCorp Capital Inc.; (5) a separate bank account is required for Legal Aid Foundation funds; and (6) membership of the Legal Aid Foundation needs to be revised to reflect Derek Cranna, Chair, Christine Huber, Treasurer, Lori Bokenfohr, Director and Peter Carter, Director.

7. Organization Efficiencies

Maria David-Evans provided an overview of, and responded to questions related to, Organizational Efficiencies, noting in particular that: (1) Criminal Merit was implemented on January 23, 2017; (2) Family Service Diversion is triaging files to determine which ones can be diverted to early resolution. Stand-alone parenting, child support and contact applications (initial and variation applications) from our two major cities will be referred to Student Legal Services in Edmonton, Student Legal Assistance in Calgary, or to other Alternative Dispute Resolution Services; and (3) Edmonton Community Legal Services has confirmed that they will take files for inter-jurisdictional support for varying arrears of support and uncontested divorces; and (4) Expansion of Duty Counsel re: Criminal Resolution Office (CRO) and Youth Criminal Defence Office (YCDO) is proceeding smoothly.

A lengthy discussion was held with respect to the Criminal Defence Lawyers Association (CTLA) concerns as set out in their letter of February 3, 2017 and:

The Board directed management to ensure that the appropriate practices are in place to ensure established requirements are being met regarding CRO representation of clients.

An on-going dialogue with CTLA and CDLA should be encouraged with an emphasis that it is a two-way discussion, keeping in mind that they are but two representatives of our many faceted stakeholders.

8. Board Committee Reports

a) Finance and Audit Committee

Hilary Rose reported that the Finance and Audit Committee met on January 27, 2017. Ernst & Young were in attendance to present the 2016/17 Audit Plan. An insurance clause in the retainer letter was noted and Ernest & Young will revisit that clause. Hilary further reported that the Finance & Audit committee is ready to commence the process of selecting an external auditor for 2017/18 and will seek input from the VP, Finance & Technology.

Christine advised that she, Lyle and Tyler met with the insurance company in December and due to the high cost of excess liability insurance and the low risk, i.e. no history of such a claim, the decision was made to not proceed further.

(1) HR Committee

Linda Cook reported that to date 35 applications have been received for the position of President & CEO. Of those applicants, 30 did not meet the criteria for the position. A Selection Committee comprised of Linda Cook, Robert Calvert, Q.C., Derek Cranna, Maria David-Evans, and Linda Harris will be conducting preliminary interviews with 5 candidates. The competition is still open. When prospective candidates have been identified, Alberta Justice and Law Society of Alberta will be invited to attend a further interview.

(2) Governance Committee

Derek Cranna provided a brief update noting that there is on-going thinking process as to what the next regulatory system could be. Maria David-Evans developed a comparison with other Legal Aid Plans which was exhibited for information. Consultations with stakeholders will be commenced in the near future.

(3) Nominating Committee

Lori Bokenfohr reported that an posting, setting out the key areas of expertise being looked for in the recruitment of three (3) Board members, has been vetted by herself, Graham Johnson and LAA Executive. The advertisement will be posted immediately. The Board is recruiting 2 lawyers and 1 public member to replace outgoing Board members at the AGM.

Jim Donihee advised that his office has a template for setting our required skill sets and indicators of where the gaps are. He will provide the template to the Board for information.

9. Board Compensation and Expenses Reimbursement

Upon motion moved and seconded, it was resolved that:

The Board adopt the amended Board Compensation and Reimbursement Policy as exhibited.

The motion was carried unanimously.

Operations

10. CEO Report

Maria David-Evans provided an overview of, and responded to questions related to the CEO Report, noting in particular that: (1) while pursuing grants, a direct benefit has been advancing LAA's story and understanding of valuable and holistic services it provides to stakeholders; (2) to broaden LAA's revenue base, a number of grants requests have been made and are outlined in the CEO Report as exhibited; (3) a new organizational structure was initiated as a result of deleting a VP position and dividing the responsibilities between legal and non-legal; (4) the Red Deer Office has been moved which not only provides better access but at a costing savings; (5) an Employee Engagement Survey was implemented and results will be available in March for presentation to the Leadership Council and to the Board at its next scheduled meeting in May; and (6) LAA is still exploring having a 3rd party provider to host our servers.

11. Operations Report

Maria David-Evans advised that the templates for the Operations Reports were designed 10 years ago. A discussion ensued on the information that is presented in the reports and it was agreed that:

The Operations Reports should be based on what is most useful for the business units and the Board. There should be an Executive Summary as well as some definitions around terminology i.e. closed file, abandoned files, calls dropped. The IT reports should be a "go forward" document outlining risks as opposed to report on what happened previously.

Actions Arising

12. Directive to Management and Results

Maria David-Evans provided an overview of, and responded to questions relations to, the Actions Arising, noting in particular that: (1) LAA will be implementing a Voluntary Ethnicity Survey which will also include if First Nations, Metis or Inuit; (2) Canadian Bar Association and Law Society of Alberta are interested in resurrecting the Access to Justice Awards; and (3) LAA has received a \$5000.00 donation from ATB for the event.

13. Other Business Arising

Robert Calvert expressed the gratitude of the Board for the wonderful accomplishments that are being made under the direction of Maria David-Evans as Interim President & CEO.

Next Meeting

The next General Meeting of the Board of Directors is scheduled for Tuesday, May 9, 2017.

In Camera

Upon motion moved and seconded, it was resolved that:

The Board move in Camera.

Upon motion moved and seconded, it was resolved that:

The Board wishes to express a written thank you to all LAA staff and management for all of their extra hard work during the review and leadership transition. It would also like to recognize Lyle Toop for going above and beyond the call of duty, handling his own responsibilities in addition to the responsibilities of the Vice-President of a couple of portfolios while those positions were vacant. The Board supports any additional measures to recognize his efforts which may be considered appropriate by the Interim President and CEO.

The motion was carried unanimously.

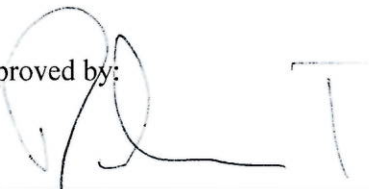
Upon motion moved and seconded, it was resolved that:

The Board move out of Camera.

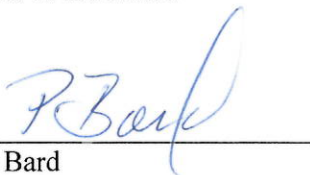
The motion was carried unanimously.

Adjournment

There being no further business, the meeting was adjourned at approximately 4:00 pm.

Approved by: 

Robert Calvert, QC
Chair of the Board



Pat Bard
Recording Secretary