



BOARD OF DIRECTORS MEETING

September 11, 2018

9:30 am – 2:45 pm

Legal Aid Alberta

Edmonton, Alberta

MINUTES OF THE 310th MEETING

Members in Attendance

Deanna Steblyk, Chair
Ryan Callioux, Vice-Chair
Robert Calvert, Q.C.
Peter Carter
Jim Donihee
Owen Edmondson
Graham Johnson
Christine Hutchinson
Nancy Peck
Hilary Rose
Daryl Royer
Michael Waite

Regrets

Management in Attendance

John Panusa, President & CEO
Steve Burford
Lyle Toop
Lori Haughian
Brian Mulawka
Jennifer Costigan
Carmen McLeod
Pat Bard

Presenters

Dale Burgess
Danny Lynn

Call to Order

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

The Chair noted that Michael Waite will officially be a Board member at the AGM later in the day. While he is invited to attend this meeting, he does not have voting power. Lori Haughian has been appointed to the Executive team; Jennifer Costigan is attending on behalf of Tyler Tollefson; and Carmen McLeod is training as assistant to the Board for succession planning.

Consent Items

1. Approval of Agenda

Upon motion moved and seconded, it was resolved that:

The Agenda be approved.

The motion was carried unanimously.

2. Approval of Minutes of the 309th General Meeting

Upon motion moved and seconded, it was resolved that:

The Minutes of the 309th General Meeting and Minutes of the Teleconferences held June 1, June 15, June 29, and August 30, 2018 be approved as circulated.

The motion was carried unanimously.

3. Proposed Meeting Dates for 2019

Upon motion moved and seconded, it was resolved that:

The Board of Directors' Meeting dates for 2019 be set as:

- **February 5, 2019**
- **April 16, 2019**
- **May 31, 2019 – 9:00 am teleconference to review audited statement**
- **September 10, 2019 – General and AGM meetings**
- **December 3, 2019**

The motion was carried unanimously.

Declaration of Conflict of Interest

No conflicts were declared.

Business Items

3b Appeals Committee Membership

Upon motion moved and seconded, it was resolved that:

Robert Calvert be appointed to the Appeals Committee as a member at large.

The motion was carried unanimously.

4. CEO and Operations Report

John Panusa provided an overview of, and responded to questions related to, the CEO Report, noting in particular that: (1) Lori Haughian has been appointed VP Client and Operational Support Services; (2) Lyle Toop will continue as VP Human Resources, Communications & Change Leadership; (3) It would be beneficial to have a special committee of the Board to provide

guidance with respect to the Rethink; (4) LAA is conducting a Client Journey Review and making changes that will have immediate impact for the better for the clients, staff and roster lawyers; (4) the dashboards reflect the past quarter and do not reflect the impact these changes have had. An update on the statistics can be sent to the Board members after the meeting; (5) Dawn Nelson has been appointed as the Conflicts Manager; and (6) there are a number in new leaders in the organizations and it will take some time for them to learn the intricacies of their new roles and build new leadership skills. The HR team is developing leadership training and mentoring program.

The Board agreed that a Transitional Change Management Committee be established on a temporary basis for the Rethink project.

Lori Haughian provided an overview of, and responded to questions related to, the Legal Service Centre Report, noting in particular that: (1) clients are being advised up front that services are not free and reasonable payment plans are being established; and (2) collections is trending to surpass \$4 million for this fiscal year.

Lyle Toop provided an overview of, and responded to questions related to, the Human Resources Report, noting in particular that: (1) work in underway to source a change leadership and leadership development firm to partner with LAA; (2) Julia Sproule is working on a policy for Health and Safety; and (3) a De-escalating potentially violent situations training sessions has been held for some of the front end leaders. An additional two days were used to train leaders to provide training to all LAA staff.

Jennifer Costigan, on behalf of Tyler Tollefson, advised that many of the items from the Legal Representation and Advice report were spoken to within the CEO Report. She noted that a lawyer and Navigator attend Mental Health Court.

Brian Mulawka reported that Communications is building strong relations with GoA. A website has been developed for public viewing at <http://laa.news>. There has been some media relations with respect to a high profile Charter challenge on youth segregation as well as an article on Bail Hearings.

Steve Burford provided an overview of, and responded to questions related to, the Finance and IT Report, noting in particular that: (1) the data centre move is moving along smoothly; (2) new IT hardware is operational; (3) Penny upgrade is scheduled to be completed prior to the end of September 2018; and (5) the time and effort to get the Bail Hearing office up and running was significant and appreciation is extended to the IT team.

5. Governance Agreement Update

John Panusa reported that the Governance Agreement is proceeding as expected and gratitude is extended to all those involved in working on this initiative. John advised that the Executive would be reviewing various options with respect to recoveries/collections and will be seeking Board input.

6. Amendment to Bylaw 3.4.5 – Update

Ryan Callioux reported that an email vote had been conducted, in the absence of Deanna Steblyk, and it was unanimously voted to amend Bylaw 3.4.5.

7. Bail Hearings Duty Counsel - Presentation

Brian Mulawka presented a brief video, and Danny Lynn responded to questions related to, the Bail Hearing Duty Counsel Project, noting in particular that: (1) Bail Hearing offices are set up in Calgary and Edmonton and Bail Hearings can be conducted anywhere in the province; (2) as of September 24, 2018 Bail Duty Counsel will be available to anyone arrested anywhere within the province; (3) it is anticipated that there will be up to 16 Bail Hearing lawyers, supplemented by Roster lawyers; (4) counsel orders have increased while bail hearings have decreased; and (5) the project will be moved to a new IT system on September 20 which is more secure.

8. Government Relations Update

Brian Mulawka reported on the current progress on Government Relations and advised that the development of a strategy is underway.

9. LAA Foundation

Hilary Rose spoke to the LAA Foundation noting that this has been discussed at a previous meeting without any decision having been made. She noted that there are three options that can take place:

(1) Leave the Foundation in existence with the open idea of investing the funds in the Edmonton Community Foundation; (2) refund donations and allow the Foundation to go dormant; or (3) exit the business of being in fund raising and end the foundation.

A lengthy discussion ensued and it was noted that even if the Foundation were to go dormant there are still requirements for filing with CRA and preparing audits.

It was duly moved and seconded that:

LAA maintain and continue with the LAA Foundation.

This motion was unanimously defeated.

Upon further discussion it was noted that the Directors of the LAA Foundation should meet and provide direction to administration on dissolving the Foundation.

10. Board Committee Reports

a) *Finance & Audit Committee*

Hilary Rose reported that no meetings of the Finance and Audit Committee have been held since the last reporting.

b) *HR Committee*

This item was discussed during the in camera session.

c) *Governance Committee*

See item 5 Governance Agreement update.

Robert Calvert reported that there has been an improved relationship with GoA and all stakeholders. He advised that Derek Cranna, John Panusa, and staff responded quickly and thoughtfully to requests for information and constant changes.

d) *Nominating Committee*

Graham Johnson extended a welcome and reported that the Benchers have appointed Michael Waite to the Board of Directors effective at the AGM immediately following this meeting.

11. Financial Statements Information

Steve Burford and Dale Burgess provided an overview of, and responded to questions related to, the Financial Statements, noting in particular that: (1) the current budget is reflecting a \$20,000 surplus but that it is very early in the fiscal year; (2) collections have increased; (3) High Cost Cases have ebbs and flows but there are no trends to indicate an increase in costs and this will continue to be monitored.

Hilary Rose reported that Reports to the Finance & Audit Committee and self-explanatory and all statutory obligations have been met for the period in question. She noted that moving forward that Statutory Obligations reports will be reduced to a brief report.

ACTIONS ARISING

12. Directives to Management and results

John Panusa reported that the directives report is self-explanatory and invited any questions. No questions were raised.

Next Meeting

The next General Meeting of the Board of Directors is scheduled for December 4, 2018 commencing at 9:30 a.m.

In Camera

Upon motion moved and seconded, it was resolved that:

The Board move in Camera.

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.

The Chair thanked Robert Calvert for his outstanding service and commitment to the Board of Directors and LAA. Robert was also very instrumental in the Governance Negotiations and was a valuable asset to the organization as a whole. While his terms as a Board member may have expired, Robert will continue to assist LAA through his expertise on the Appeals Committee as a member at large.

Robert Calvert attended the meeting by teleconference and will be presented with a plaque as a token of the Board's appreciation by the Chair.

Adjournment

There being no further business, the meeting was adjourned at approximately 2:45 pm.