

July 18, 2011 Conference call

Notes:

- I. Mission/Vision/Purpose: Discussion around the current mission/vision/purpose and what additional changes are required.
 - Agreed upon for now
 - The most recent version of the Mission/Vision/Purpose will be the starting point for discussions with the larger board
 - There is no problem to revise the Mission/Vision/Purpose in future so long as we stay within the same general parameters of the originals
- II. Bylaws: Discussion of the most recent bylaws. The goal is to add additional detail around a few key areas including:
 - a. Board composition, terms and structure
 - Term: 2 years
 - Director up to 3 consecutive terms; up to 6 years
 - Director can continue for further terms if elected to Officer positions
 - Officers: Honourary Chair Emeritus; Outgoing Chair (not applicable for founding Board); Chair; and other positions (CEO; President; Vice-President; Treasurer etc.)
 - Treasurer shall be permitted to serve one term only
 - Overall maximum of 12 years for any individual
 - Should have staggered Terms for Directors so that legacy knowledge & experience maintained
 - Removal of Director: Habitual Non-Attendance; Mental Illness; Conviction of Criminal Offence; Confinement; Behaviour that Brings the Reputation of Corporation into Disrepute
 - Number of Directors: minimum 7 / maximum 13
 - Will use “modified” version of the Corporate Board governance model as developed by Dr. John Carver (“modified Carver Board”)
 - b. Committees
 - Governance / Nominating Committee to oversee & select Director appointments
 - Can have Advisory Council(s) to get more groups, people & organizations involved
 - c. Bilingualism
 - Agree we must be bilingual if we’re pan-Canadian
 - Good to have geographic / linguistic & other representation
 - But will focus on quality of individual person first and then determine the other representative aspects
 - Website can be published in both English and French

- For public Events / Conferences, should have some aspect of bilingualism
 - Require participants with a variety of core competency skills (academic; industry; government; strategic thinkers etc.)
- d. Status of Aboriginals
- Similar to bilingualism- good to have representation but focus on quality of individual person first
- e. Membership
- Can have “active” members and members who just enjoy the privileges of being a member
 - Invitation & membership is for individual persons; not organizations or groups
- f. Not for profit v. charity
- Corporation to initially begin as a “not for profit”
 - Not necessary (or appropriate) for Corporation to obtain charity status for itself. Corporation will raise revenues through membership fees, sponsorships, conferences etc.
 - Once charity status is necessary (for fundraising; etc.), we can establish a charitable foundation
 - There will be two different arms in the future: Corporation (not for profit that operates the business & strategic direction); Foundation (charity that fundraises & gathers donations)
 - Different criteria to select Corporation Director from Charity Director

Actions:

- **Send Alix top 5 sectors, names and relationship with proposed Board members. Reminder sent July 18, 2011. Please send names as soon as possible**
- **Alix to revamp bylaws proceed with incorporation. To start the week of the 25th**

III. Feasibility study: A discussion of a proposed feasibility study that will assess CIHC’s environment and options for sustainability (note, this is very different than the Business Case undertaken for Health Canada):

- a. Terms of reference
- This study is a business plan
 - Product lines, leadership, recruitment and membership will all be explored along with questions of what is possible to accomplish
 - Rita to lead. Andrea and Alix to help pull it together
 - Completed mid-October 2011

- No need for Terms of Reference. Everyone agrees this needs to be done. John and Lesley will be kept up to date as each version is developed
- b. Transition business matter (talking to Louise at College)

- Sorted

Action:

- **Develop a TOC for the study which can be circulated to John and Lesley for their input. Due early August**

IV. NaHSSA: NaHSSA is ready to move towards increased interconnectedness with the CIHC (based on their meeting Board meeting that occurred July 9-10):

a. Background

- NaHSSA is in default as they failed to file its 2010 Annual Report
- It must file the necessary documentation to get in good standing. Otherwise, it cannot function legally.
- Should think about it carefully & thoroughly before entering into a relationship with it or absorbing it into the CIHC.
- The NaHSSA question will be wrapped into the feasibility study.

b. More than just a partnership?

- Need feasibility study & further consideration before we move in this direction.

c. Inclusion in the CIHC bylaws?

- Will discuss further when we have terms of agreement with them.

Actions:

- **Alix to work with NaHSSA to reinstate their status. Ongoing but the process has started as of July 18, 2011**
- **Andrea to inform NaHSSA of their inclusion in feasibility study and will continue to serve as liaison as the process continues. Ongoing, notification will occur the week of July 18, 2011**

V. Notification to current CIHC Steering Committee: The current Steering Committee should, at some point, be notified of the status of the current CIHC. The CIHC also needs to formally end their work and thank them.

- a. Timing
- b. Thank you letters
- c. Certificate of participation

- Send them an update within the next two weeks from John and Rita jointly.

- Await larger update and thank you letters until feasibility study is complete.
- Ensure the current SC is able to review the final copy of the feasibility study.
- Ensure that we end the role of the current SC strategically, with thanks and in deference to the CIHC's future need for continuity.

Action:

- **Alix to draft bullet points to be included in the letter. Points will be sent out for review and addition the week of July 18, 2011**