



College of Pharmacists  
of British Columbia

**Board Teleconference  
August 3, 2016  
8:00am**

**MINUTES**

**Members Present:**

Blake Reynolds, Chair & District 4 Board Member  
Anar Dossa, Vice-Chair & District 6 Board Member  
Ming Chang, District 2 Board Member  
Frank Lucarelli, District 5 Board Member  
Arden Barry, District 7 Board Member  
Sorell Wellon, District 8 Board Member  
Norman Embree, Public Board Member  
Kris Gustavson, Public Board Member  
Jeremy Walden, Public Board Member  
George Walton, Public Board Member

**Regrets:**

Mona Kwong, District 1 Board Member  
Tara Oxford, District 3 Board Member

**Staff:**

Bob Nakagawa, Registrar  
Ashifa Keshavji, A/Deputy Registrar and Director of Practice Reviews and Quality Assurance  
Kitty Chiu, Executive Operations Manager  
Lori Tanaka, Board & Legislation Coordinator

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**1. WELCOME & CALL TO ORDER**

Chair Reynolds called the meeting to order at 8:03am.

Registrar Nakagawa conducted a roll call to confirm attendance on the call and confirm quorum.



**2. CONFIRMATION OF AGENDA**

It was moved and seconded that the Board:

*Approve the August 3, 2016 Draft Board Teleconference Meeting Agenda as circulated.*

**CARRIED**

**3. GOVERNANCE COMMITTEE – ORGANIZATIONAL REVIEW (Appendix 1)**

It was moved and seconded that the Board:

*Authorize the Governance Committee to enter into a contract with Ernst and Young to conduct Phase 1 of the proposed organizational review with a cost of up to \$75,000.00 plus applicable taxes and out of pocket travel expenses (not to exceed \$6500).*

**CARRIED**

**ADJOURNMENT**

Chair Reynolds adjourned the meeting at 8:16am.



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## BOARD MEETING August 3, 2016

### 3. Governance Committee – Organizational Review

#### DECISION REQUIRED

#### Recommended Board Motion:

*That the Board authorize the Governance Committee to enter into a contract with Ernst and Young to conduct Phase 1 of the proposed organizational review with a cost of up to \$75,000.00 plus applicable taxes and out of pocket travel expenses (not to exceed \$6,500).*

#### Purpose

To update the Board on the Governance Committee's response to the Board action item from their June 24<sup>th</sup>, 2016 meeting motion: that the Board:

*“Directs and gives authorization to the Governance Committee to search for an external consultant to conduct a complete organizational review and report back to the Board no later than at the September meeting of the results of the search.”*

#### Process

Based on the Board motion, the Governance Committee chair contacted two firms and requested that they submit proposals for conducting a complete organizational review. The following proposals were submitted:

- Odgers Berndtson
- Ernst & Young

#### Discussion

The Governance Committee met on July 22<sup>nd</sup>, 2016 and discussed the two proposals (Appendix 1 and 2) that were received as a result of the search that was conducted by the committee Chair, including:

- Scope of work/project requirements
- Approach
- Deliverables
- Timelines
- Budget/cost
- References

Part of the discussion also included consideration of the process by which the proposals were obtained. There is a Board Policy (Appendix 1) in place regarding contractor services (specifically subsection 3.6.6 with respect to employing a tendering process). Based on the outcome of the discussions, the Governance Committee agreed to make the following recommendation to the Board:

*“That the Board authorize the Governance Committee to enter into a contract with Ernst and Young to conduct Phase 1 of the proposed organizational review with a cost of up to \$75,000.00 plus applicable taxes and out of pocket travel expenses (not to exceed \$6,500).”*

**Next Steps**

Based on the Board’s approval, the Governance Committee Chair and Staff Resource will negotiate a contract with Ernst and Young to conduct Phase 1 of a complete organizational review. It is anticipated that the Governance Committee will be working closely with Ernst and Young to set up the expectations, process, reportables and timelines for completion of the review and will be providing an update to the Board at their September meeting.

<b>Appendix</b>	
1.1	Board Policy - 3.6 Contractor Services

## **Standards of Organizational Conduct**

## **3.6 Contractor Services**

With respect to contracting services, the Registrar must protect the fiscal integrity and public image of the Board.

Accordingly, the Registrar will:

- 3.6.1 Not enter into agreements that extend beyond the defined terms of the approved project without Board approval.
- 3.6.2 Not enter into any long-term contractual obligations that exceed the College's ability to ensure that it will have the financial resources to fulfill the terms of the contract unless approved by the Board.
- 3.6.3 Make sure that every consultant and contract worker has received and agreed to a letter of employment or a letter of services or a letter of requirements prior to commencement of services.
- 3.6.4 With respect to leases, not enter into individual lease agreements that financially commit the College to terms greater than five years, to total lease payments greater than \$250,000.00 and to annual lease payments greater than \$50,000.00 for each lease agreement, unless approved by the Board.
- 3.6.5 Not enter into agreements for services with family members or friends.
- 3.6.6 Employ a tendering process for suppliers, consultant services, service contracts and equipment/facility leases or purchases of a dollar value greater than \$50,000.00. This tendering process must be transparent, fair and comply with the Board's conflict of interest guidelines.
- 3.6.7 Ensure all agreements entered into by the Registrar are in writing and signed by both parties.
- 3.6.8 Not enter into agreements with parties known to have a poor reputation or known to have engaged in questionable professional or business practices.
- 3.6.9 Not continue with a contractual agreement if the contractor fails to satisfy the terms and obligations of the contract.
- 3.6.10 Withhold payment or appropriate funds until the agreed upon contracted services have been completed satisfactorily.