

**NORTHERN POLICY INSTITUTE  
BOARD OF DIRECTOR'S MEETING  
FEBRUARY 20, 2013**

**MINUTES**

**MINUTES** of the Meeting of the Board of Directors of **NORTHERN POLICY INSTITUTE** (the "**Corporation**"), held at Sault Ste. Marie, on the 20th day of February, 2013, at the hour of 9:00 a.m. (local time).

**PRESENT:**

Florence Bailey  
Martin Bayer  
Therese Bergeron-Hopson (by telephone)  
Harley d'Entremont  
Dominic Giroux  
George Macey  
Hal McGonigal  
Douglas Murray  
Madge Richardson  
Brian Stevenson

Being all of the Directors of the Corporation.

**ALSO PRESENT WITH THE CONSENT OF THE MEETING:**

Barbara Eccles  
Richard Myer  
Janet Wright

**1a. CHAIR AND SECRETARY**

With the consent of all of the Directors present, Dominic Giroux agreed to act as Chair of the meeting until the board elected its Chair and Vice-Chair and Barbara Eccles agreed to act as Secretary of the meeting.

## **1b. CONSTITUTION OF THE MEETING**

The Chair declared that as notice of the meeting had been given in accordance with the by-laws of the Corporation, and as a majority of the Directors were present in person or by telephone, the meeting was duly constituted and called to order for the purposes of conducting the business of the corporation.

The Chair called for conflicts of interest to be disclosed. None were.

## **2. WELCOME**

Richard Myer, President of Algoma University, welcomed the Board to Sault Ste. Marie and presented a short history of Algoma U's campus.

## **3 & 4. APPOINTMENT OF OFFICERS**

The Chair stated that it was now in order to pass a resolution appointing the Officers of the Corporation pursuant to By-Law No. 1, which provides, in Section 32.1, that the officers may consist of a Chair, Vice-Chair, Chief Executive Officer, President, Treasurer, Secretary, and such other Officers as the Board of Directors may determine.

After some discussion, and on motion duly made, seconded and duly carried, the following resolution was passed:

**“RESOLVED THAT** the following persons are hereby appointed as Officers of the Corporation, to hold the office set forth opposite their respective names until the first Board meeting following the first Annual Meeting of Members, or during the pleasure of the Board, with effect as of and from February 20, 2013, namely:

<b>Name of Officer</b>	<b>Office</b>	<b>Authority</b>
Martin Bayer	Chair	pursuant to subsection 290(1)) of the Act
George Macey	Vice-Chair	pursuant to subsection 289(2) of the Act
Martin Bayer	President	pursuant to subsection 289(1) of the Act
Martin Bayer	Chief Executive Officer	pursuant to subsection 289(1) of the Act
Barbara Eccles	Secretary	pursuant to subsection 289(2) of the Act

After some discussion and with consent of the meeting, Martin Bayer, being appointed Chair of the Board, replaced Dominic Giroux as the Chair of the meeting.

#### **5. Northern Policy Institute (“NPI”) Background**

At the request of the Chair, Dominic Giroux and Brian Stevenson presented a brief history of the NPI. Discussion ensued regarding various topics, including the difference between policy and research, whether more clarity was required to ensure the NPI focus on Northern Ontario as opposed to the "North" is understood.

#### **6. NPI CURRENT STATUS**

At the request of the Chair, Barbara Eccles presented a brief report on the current status of the NPI.

#### **7. CEO SELECTION**

At the request of the Chair, Janet Wright was asked to lead a discussion on the desired skills, experience, background, and career trajectory for the NPI's first President and CEO. Discussion ensued.

#### **8. HIRING COMMITTEE**

The Chair stated that it was now time to discuss the establishment of a CEO Hiring Committee to assist the CEO Search Firm in recruiting NPI's first CEO.

After some discussion, the board determined that the entire board would be involved in the CEO selection process.

#### **8A. NORDIK INSTITUTE**

At the invitation of the Chair, the Nordik Institute made a presentation to the Board on its mandate and current activities. Discussion ensued.

#### **9. DOCUMENT TRANSLATION**

The Board discussed what documents and materials should be provided in both of Canada's official languages, and determined that the Corporation's website should be available in both English and French, and any public documents should be in both languages. Corporate documentation, however need not be translated unless the Board determines otherwise.

## 10. WEBSITE AND BRANDING

Some discussion ensued regarding branding the Corporation to ensure the Northern *Ontario* focus was highlighted, perhaps through the creation of a tag line. In addition, a website will be created once the President and CEO is hired. In the meantime, appropriate internet domains will be purchased.

## 11. BOARD BIO DISTRIBUTION

The Chair stated that it was now in order to discuss the distribution of board biographical information, given some requests that have been received to date.

After some discussion, and on motion duly made, seconded and duly carried, the following resolution was passed:

**“RESOLVED THAT** the short bios of the Directors, attached hereto as Schedule A, including any amendments to each bio agreed to by the particular Director concerned, are public documents and may be distributed to any third party upon reasonable request”.

## 12. BY-LAW NO. 1 REVIEW

At the invitation of the Chair, Barbara Eccles presented a short overview of the Corporation's By-Law No. 1. Discussion ensued.

**Indemnification of Persons Acting on Behalf of the Board:** Barbara Eccles informed the Board that the by-laws allow the Board to indemnify persons who undertake liabilities on behalf of the Corporation. She also declared a conflict on the issue of the Corporation indemnifying certain persons, such as Lakehead University and Laurentian University, who have and will continue to undertake liabilities on behalf of the Corporation. After some discussion, and on a motion duly made, seconded and duly carried, the following resolution was passed:

**“RESOLVED THAT** the Officers of the Corporation, and their heirs, executors and administrators, and estates and effects, from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation from and against:

(a) all costs, charges and expenses whatsoever that he, she or it sustains or incurs in or about any action, suit or proceeding that is brought, or commenced or prosecuted against him, her or it for or in respect of any act,

deed, matter, or thing whatsoever, made, done or permitted by him, her or it in or about the execution of the duties of his, her or its office; and

(b) all other costs, charges and expenses that he, she or it sustains or incurs in or about or in relation to the affairs thereof, except to the extent that such costs, charges or expenses are directly or indirectly occasioned by his, her or its own negligence or his or her own willful acts or omissions.

Provided that this indemnity:

(a) shall be applicable only if the Officer of the Corporation acted honestly and in good faith with a view to the best interests of the Corporation; and

(b) in the case of criminal or administrative action or proceeding that is enforceable by a monetary penalty, shall be applicable only if the Officer of the Corporation had reasonable grounds for believing that his or her conduct was lawful."

After some discussion, and on motion duly made, seconded and duly carried, the following special resolution was passed:

**“RESOLVED AS A SPECIAL RESOLUTION THAT**

1. The Directors of the Corporation, and their heirs, executors and administrators, and estates and effects, from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation from and against:

(a) all costs, charges and expenses whatsoever that he, she or it sustains or incurs in or about any action, suit or proceeding that is brought, or commenced or prosecuted against him, her or it for or in respect of any act, deed, matter, or thing whatsoever, made, done or permitted by him, her or it in or about the execution of the duties of his, her or its office; and

(b) all other costs, charges and expenses that he, she or it sustains or incurs in or about or in relation to the affairs thereof, except to the extent that such costs, charges or expenses are directly or indirectly occasioned by his, her or its own negligence or his or her own willful acts or omissions.

Provided that this indemnity:

(a) shall be applicable only if the Director of the Corporation acted honestly and in good faith with a view to the best interests of the Corporation; and

(b) in the case of criminal or administrative action or proceeding that is enforceable by a monetary penalty, shall be applicable only if the Director of the Corporation had reasonable grounds for believing that his or her conduct

was lawful.

2. This resolution shall be submitted to the Members for confirmation”.

**Insurance:** Discussion turned to the insurance needs of the Corporation.

After some discussion, and on motion duly made, seconded and duly carried, the following resolution was passed:

“**RESOLVED THAT** the Secretary of the Corporation is hereby directed to take appropriate and reasonable steps to put appropriate insurance, including Directors and Officers insurance and third party liability insurance, in place as soon as possible”.

### **13. NOHFC DRAFT AGREEMENT REVIEW**

At the invitation of the Chair, Barbara Eccles presented a short overview of the transfer payment agreement between the Corporation and the Northern Ontario Heritage Fund Corporation ("NOHFC"). Discussion ensued.

**Auditor:** The Directors discussed the fiscal year end of the Corporation, and the requirement that an auditor be appointed.

After some discussion, and on motion duly made, seconded and duly carried, the following special resolution was passed:

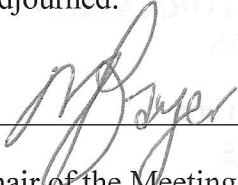
“**RESOLVED THAT** the Members of the Corporation consider appointing the Auditors who audit the books of Lakehead University as the interim auditors of the Corporation for the fiscal years ending April 30, 2013 and April 30, 2014, subject to Board approval on compensation”.


**Annual Budget:** Discussion included the requirement for an annual budget to be prepared within six months of receipt of funding from NOHFC. The Board requested that Anne-Marie Mawhiney, Special Advisor to the President of Laurentian University, and Barbara Eccles prepare a draft budget, including among other items a recommended number of employees and dollars owing to Lakehead and Laurentian Universities, for consideration by the Board during its next meeting.

**Business Plan:** Discussion turned to consideration of the requirement in the NOHFC Agreement that a business plan be prepared and submitted to NOHFC within six months of receipt of funding from NOHFC. The Board generally agreed that this would be the task of the new President and CEO once hired.

**14. TERMINATION OF MEETING**

There being no further business, and on a motion duly made, seconded and duly carried, the meeting adjourned.

  
Name: \_\_\_\_\_  
Chair of the Meeting

  
Name: \_\_\_\_\_  
Secretary of the Meeting

**SCHEDULE "A"**  
**APPROVED BOAD BIOGRAPHICAL INFORMATION**  
**FOR PUBLIC DISTRIBUTION**

**NORTHERN POLICY INSTITUTE**  
**2013 BOARD OF DIRCTORS**

**Ms. Florence Bailey**

Florence is the Economic Development Officer with the Municipality of Sioux Lookout. Having formerly worked with the Ministry of Northern Development & Mines and several organizations working primarily with the Sioux Lookout Area First Nations, Florence has approximately 20 years social, community and economic development experience in Northern Ontario. Florence is a graduate of Lakehead University (BA Psychology) and has completed the Two Year Economic Development Program at the University of Waterloo. Florence was born and raised in Thunder Bay, moving to Sioux Lookout with her family in 1999.

**Mr. Martin Bayer**

R. Martin Bayer is a member of the Ojibways of Aundeck Omni-Kaning First Nation on Manitoulin Island and was raised on the M'Chigeeng First Nation. He is a Partner with Weaver, Simmons LLP in Sudbury, Ontario and is the head of their Aboriginal Law Group. He practices aboriginal law with a focus on natural resource development, land claims and self-government matters. He has extensive experience with all legal aspects of the negotiation and drafting of impact and benefits agreements, self-government agreements and land claim settlement agreements. He advised De Beers Canada and Detour Gold in their negotiations with the First Nation and Metis communities of the James Bay lowlands which lead to Ontario's first diamond mine and Canada's largest gold mine. He also acts as the Chief Negotiator for the Anishinabek Nation, a political organization representing 39 First Nations in Ontario, in their negotiations with Canada to reach a self-government agreement. He is past Vice-Chair of the board of Cambrian College and served on the Sudbury Regional Hospital, the Ojibways of Sucker Creek Economic Development Board, the Serpent River First Nation Economic Development Board, the Wabuno Fish Farms and Processors, and the Robinson-Huron Forestry Company. He was a special advisor to the Assembly of First Nation's National Joint Task Force on Land Claims Reform. He serves as Chairman of Waubetek Business Development Corporation and is member of the board of the University of Sudbury. He also serves on Laurentian University's Next 50 Campaign. He received Cambrian College's Alumni Award in 1999 and the Ontario Premier's Award in 2002 for his contributions to education in Ontario. Martin holds a Three-Year Business Administration Diploma from Cambrian College, a B.A. in Political Science from Laurentian University, a J.D. from the University of Toronto and a Certificate in Mining Law from Osgoode Hall Law School's Professional Development Program. He is working to



complete his Masters of Law degree in Constitutional Law from Osgoode Hall Law School in Toronto.

## **Thérèse Bergeron-Hopson**

Thérèse Bergeron-Hopson has a Master Degree of Social Work. She has been employed in various positions including adoption worker, adult literacy, income maintenance and vocational rehabilitation. Her present position is a social worker/discharge planner for Timmins and District Hospital. Her community involvement activities include Vice-President for the Association for Community Living in Timmins. Previously she was involved with the Early Years Planning Committee and Children's Treatment Centre. Thérèse has been married for over thirty years, and has two daughters, two dogs and one cat. She loves to curl, ski, run and read.

## **Dr. Harley d'Entremont**

He is currently Vice-President, Academic and Research at Nipissing University, after having served as Academic Vice-President (Francophone Affairs) at Laurentian University from 2003 to 2008. He had previously served as President of the Université Sainte-Anne in Nova Scotia for 13 years. Dr. d'Entremont holds a BA in political science from St. Mary's University, a Master's in Public Administration from Dalhousie University and a PhD in political science from Western University. He has served on various boards such as the *Regroupement des universités de la francophonie canadienne hors Québec (including a term as President)*, the Council of Nova Scotia University Presidents (including a term as Chair), the Association of Atlantic Universities, and the Atlantic Provinces Economic Council (including four years as Vice-Chair).

## **Mr. Dominic Giroux**

Dominic Giroux, President and Vice-Chancellor, Laurentian University (Sudbury & Barrie, Ontario, Canada) Dominic Giroux is Laurentian University's ninth President. His first five-year term was renewed unanimously by the Board of Governors for another five years ending in June 2019. In 2011, he received one of Canada's "Top 40 Under 40" Awards and was named the 2010 Education Personality of the Year by Radio-Canada/Le Droit. Under his leadership, Laurentian achieved greater national recognition and a record-level of enrolment for two years in a row while increasing the average entry grade, ranked #1 in total sponsored research income among Canada's primarily undergraduate universities for two years in a row, eliminated a substantial operating deficit, initiated new capital projects totaling \$134 million including a new School of Architecture in downtown Sudbury, and launched a new focused 2012-2017 strategic plan. Mr. Giroux started in education as a school board trustee at 19 and board chair at 21 in Ottawa. Prior to his appointment at Laurentian in 2009, Mr. Giroux was assistant deputy minister with the Ontario Ministry of Education and the Ministry of Training, Colleges and Universities, after having served as CFO of two French-language school boards in southern and eastern Ontario. Mr. Giroux was appointed in June 2011 as one of four members of the Commission on the Reform of Ontario's Public Services chaired by Don Drummond, tasked to recommend to the

government how to deliver the most efficient public services possible. He also served as co-special advisor on the implementation of a Northern Policy Institute and was appointed to the province's Ring of Fire Advisory Council, the Globe and Mail's Advisory Board on Higher Education and the Mowat Centre's Advisory Board. Mr. Giroux serves as chair of the board of directors of the Northern Ontario School of Medicine, national co-chair of the Consortium national de formation en santé (CNFS), co-chair of the Ontario Council on Articulation and Transfer (ONCAT), and board member of the Association of Universities and Collèges of Canada (AUCC), the Centre for Excellence for Mining Innovation (CEMI), the Greater Sudbury Development Corporation (GSDC) and the Greater Sudbury Food Bank. He is a former vice chair of the Association des universités de la francophonie canadienne (AUF) and the Association canadienne-française de l'Ontario (ACFO) d'Ottawa, and former board member of the Canadian Education Association (CEA), the Education Quality and Accountability Office (EQA), and Montfort Hospital in Ottawa. A member of the Ontario College of Teachers, Mr. Giroux holds bachelor's degrees in social sciences and education from the University of Ottawa, as well as an MBA from the École des Hautes Études Commerciales (HEC) in Montreal. The University of Ottawa gave him the "Leadership in Education Award" in 2007, while HEC gave him a "Talented Young Manager" Award in the large business category in 2008. He is the recipient of a Queen Elizabeth II Diamond Jubilee Medal.

## **Dr. George Macey**

George C Macey DDS graduated from the University of Toronto Dental Faculty 1968 and practices full time with his spouse Krystyna in Marathon Ontario. He has 2 adult children and 3 shih-tzus. He was made a Fellow of Lakehead University in 2005 and was a recent recipient of the Queen Elizabeth II Diamond Medal. George Macey has been a community activist and involved in public policy through the Chamber of Commerce movement and party politics for 30 years.

## **Mr. Hal J. McGonigal**

Hal was born in Parry Sound. He received a forestry degree at University of Toronto. His professional career has been with the Federal and Ontario governments – primarily in the design and delivery of programs directed to regional development to address the economic challenges of Eastern Canada and Northern Ontario. Since retiring from FedNor in 1996, he has been active as a volunteer in community development initiatives and organizations in Sault Ste. Marie. Hal and his wife Judy live in Prince Twp., Algoma District.

## **Mr. Doug Murray**

Doug Murray was born and raised in Thunder Bay. After completing a Chemical Engineering degree from the University of Waterloo Doug has worked in the pulp and paper industry in Northern Ontario and British Columbia in progressively more senior management roles. His last assignment was a General Manager in Thunder Bay. Doug has been involved in many service

clubs and Chamber of Commerce and presently sits on the Board of Directors of the Ontario Chamber of Commerce.

### **Ms. Madge Richardson**

Madge is the Executive Director of North Superior Workforce Planning Board (NSWPB). She has been a strong advocate for small communities in Northwestern Ontario. She served on Council for the Township of Schreiber and in 2006 became Schreiber's first female mayor in its 125 history. While an elected official, Madge held positions of responsibility within the Thunder Bay District Municipal League prior to her election as Executive Vice-President for the Northwestern Ontario Municipal Association (NOMA) representing her town and region. As Executive V-P of NOMA, Madge was a member of the Northern Caucus representing NOMA and Northwestern Ontario at the provincial Board of the Association of Municipalities of Ontario. Her interests in the communities and region are primarily workforce development, employment and training as well as economic and community development for sustainable communities with the quality of life possible in Northwestern Ontario.

### **Dr. Brian Stevenson**

Dr. Stevenson held senior positions at a number of high-profile organizations and universities including the federal government in Ottawa, the University of Alberta, and the Organization of American States in Washington. While at the University of Alberta, he was instrumental in increasing international enrolment dramatically and was also responsible for establishing an international residence. Immediately prior to taking the helm at Lakehead University, he served the University of Winnipeg as provost and vice-president (academic) from 2006 to 2010, where he was also a professor in the Faculty of Business and Economics. During his tenure at U Winnipeg, Dr. Stevenson was involved in the establishment of a new Faculty of Business and Economics, a new Academic Plan, new graduate programs, the promotion of internationalization, and a new enrolment strategy. Dr. Stevenson received his BA (Honours) and MA from the University of Victoria, and holds a doctorate from Queen's University. He first taught at the Instituto Tecnológico Autónomo de México (ITAM), and later at the University of Alberta where he also served as vice-provost and associate vice-president. He later served as senior policy advisor to the Canadian Ministers of International Trade and Foreign Affairs and was a public policy scholar at the Woodrow Wilson Center for International Scholars. Dr. Stevenson is a member of the Advisory Council of Fulbright Canada's Network on North American Studies in Canada (NNASC) and the Editorial Board of Foreign Affairs (Latinoamérica). In addition to being a professor in the Faculty of Business Administration at Lakehead University, he also currently serves as the Vice Chair of the Board of Directors and Chair of the Executive Committee for the Northern Ontario School of Medicine (NOSM) and is a member of the Community Economic Development Commission (CEDC) board of directors in the capacity of Community Director.