

DRAFT MINUTES
SPECIAL MEETING OF THE NORTHERN POLICY INSTITUTE HELD BY TELECONFERENCE
JUNE 3, 2013
CONFIDENTIAL IN CAMERA MINUTES

Board Members Present:

Martin Bayer, Chair
Florence Bailey
Thérèse Bergeron-Hopson
Dominic Giroux
George Macey
Hal J. McGonigal
Brian Stevenson
Anne-Marie Mawhiney (acting Secretary)

Guest:

Janet Wright, Janet Wright and Associates

Having determined that there was a quorum the Chair of the Board, Mr Martin Bayer, called the meeting to order at 8:30 am and welcomed everyone to the meeting. There were no conflicts of interests declared by members of the Board.

1. Approval of the Agenda

It was moved by Dominic Giroux and seconded by Hal McGonigal .
THAT the Agenda be approved as circulated. The motion carried.

It was moved by Doug Murray and seconded by Florence Bailey.

THAT the meeting move *In Camera*. The motion carried.

2. Update on the Selection of the CEO and President

Members of the Selection Committee who met with the preferred candidate following the interviews May 24 and 25 provided the Board with an update on their meetings with him. The Chair also spoke with the preferred candidate by phone on Friday, May 31, 2013 and updated the Board on that meeting.

3. Meeting with the Preferred Candidate

The preferred candidate entered the teleconference and was asked if he had any questions, which were addressed by members of the Board who then asked some follow up questions. The preferred candidate then left the teleconference meeting.

Following a discussion by members of the Board of Directors it was moved by Hal McGonigal and seconded by George Macey THAT:

BE IT RESOLVED that the Board of Directors of the Northern Policy Institute authorize the Chair of the Board, Mr Martin Bayer, to make an offer to and enter into negotiations with Mr. Charles Cirtwill for the position of Chief Executive Officer and President of the Northern Policy Institute.

The motion carried.

It was moved by Hal McGonigal and seconded by Dominic Giroux.

BE IT RESOLVED THAT:

1. *In the place of Martin Bayer (in his role as Chief Executive Officer and President only), Mr. Charles Cirtwill be appointed to the position of Chief Executive Officer and President, subject to the Board of Directors and the candidate's agreement to the terms of the appointment and compensation package (the "Package") and subject to satisfactory references. Further, the Directors had until 4:00 pm eastern time to provide comments on the Package, and failure to do so by that deadline would be deemed to be consent of the Board member to the Package.*
2. *The Chair be and is hereby authorised for and on behalf of the Corporation (whether under the corporate seal or otherwise) to check Mr. Cirtwill's references and determine in his sole discretion whether they are satisfactory .*
3. *The Chair be and is hereby authorised and directed for and on behalf of the Corporation (whether under corporate seal or otherwise) to execute and deliver all agreements, notices, consents, acknowledgements, certificates and other instruments and do all such acts and things as the Chair may consider necessary, desirable or useful for the purpose of giving effect to the foregoing.*

The motion carried.

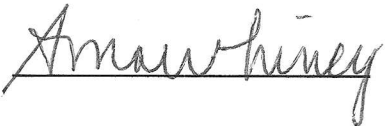
It was agreed that the Board of Directors would provide feedback on the draft contract by 4 pm June 3, 2013 and, unless there were revisions, that the Chair would have the Board's agreement to the terms of the appointment and compensation package. The offer would still be subject to satisfactory references.

It was moved by Hal McGonigal and seconded by Thérèse Bergeron-Hopson.

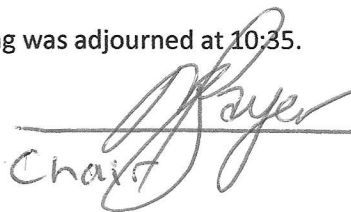
THAT the meeting move out of *In Camera*.

The motion carried.

There being no further business before the Board, the meeting was adjourned at 10:35.



Anne-Marie Mawhiney


Chair