

Northern Policy Institute/Institut des politiques du Nord

Evidence-based solutions, for and from Northern Ontario

Minutes for Board of Directors Meeting

April 10, 2014 at 9:00am

Room: F303, Nipissing University Boardroom, North Bay, ON

Board Member Attendance:

Martin Bayer, Chair
Florence Bailey, Director
Therese Bergeron-Hopson, Director
Harley D'Entremont, Director
Dominic Giroux, Director
Charles Cirtwill, President and CEO

George Macey, Director
Hal McGonigal, Director
Doug Murray, Director
Madge Richardson, Director
Ray Riley, Director

Staff and Guests in Attendance:

James Cuddy, Policy Analyst

1. Call to Order

Martin called the meeting to order at 9:00am and declared that a quorum existed.

2. Approval of Agenda

Martin reviewed the agenda and asked if anyone had any other items to add or change. No issues. Martin took this opportunity to announce and welcome Ray Riley to the Board, stating that Brian Stevenson has stepped down and appointed Ray as his successor as per NPI Bylaws. Ray introduces himself to the Board. Martin then proceeds with the agenda.

MOTION 1 to approve the agenda. Moved by Harley, seconded by Hal. CARRIED unanimously.

3. Declaration of any Conflicts of Interest

None.

4. Approval of Minutes of Previous Meetings:

MOTION 2 to approve the minutes of the October 29, 2013 Board of Directors meeting as presented. Moved by Hal, seconded by Therese. CARRIED unanimously.

MOTION 3 to approve the minutes of the January 9, 2014 Board of Directors meeting as presented. Moved by Florence, seconded by Madge. CARRIED unanimously.

MOTION 4 to approve the minutes of the January 24, 2014 Board of Directors meeting as presented. Moved by George, seconded by Hal. CARRIED unanimously.

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5. Business Arising from Minutes (not otherwise on Agenda)

- George brought up section 17 under 'Business' from January 24, 2014 minutes, seeking a discussion on potential projects related to the failed exploration of REDA pilots for the NE and NW. George suggested that NPI conduct an analysis measuring the effectiveness (or lack of) of the REDA initiative and the community consultation process used to pursue it. He also mentioned that REDAs fall under another priority area of NPI: sustainability.
- George asked if the Board will discuss the Business Plan in the Progress Report. Charles confirmed they will. Martin added that there will be a chance to discuss in the Policy Committee Meeting as well.

6. Audit and Finance Committee Report

Martin calls on Charles to present the report since no formal lead has been appointed yet.

A. Committee and Reporting

- Dominic suggests monthly reports to the committee by staff are too frequent. The Board agrees in principle, but leaves the timing of reports up to the committee to decide once it is formed. Charles highlighted that when a Treasurer is appointed, the individual may receive more frequent reports if desired.
- Dominic also raised the issue of spending controls when NPI starts receiving funding from donors outside of NOHFC. Charles confirmed that, as per the five year NPI budget, since the NOHFC grant is required to be spent in full a percentage of outside donor funds will be used to build a reserve.

B. Audit

- Charles reports that as per Board guidance, and Member concurrence, BDO has been appointed Auditor for the fiscal years ending April 2013 and April 2014.

C. Insurance

- Charles confirmed that general liability, errors and omissions, and directors and officers liability insurance are all in place.
- No issues.

D. Adherence to Legal Reporting Requirements and Remittances

- Charles confirms full compliance with the one funding grant NPI has in place; all legal obligations are current and up-to-date. Charles and Treasurer will sign the Compliance Certificate the accuracy of the document.
- No issues.

E. Fiscal Performance/Position

- Charles notes that expenditures are much lower right now, but will increase as the next round of NOHFC funding comes into effect.

MOTION 5 to accept the Audit and Finance Committee report as presented. Moved by George, seconded by Harley. CARRIED unanimously.

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7. Development Committee Report

Martin calls on Doug to present the report.

A. Charitable Status

- Doug urges moving forward with securing charitable status as soon as possible in order to start retaining donors. Board agrees.
- Hal expands on Dominic's earlier point about reserve funds mentioning that reserve funds can only be so large when an organisation has charitable status. Charles confirms that if the reserve exceed a year's worth of operating costs, NPI can arrange for an endowment, or create a subsidiary responsible for holding additional funds. Board agrees.
- Board discusses the language of Motion 6. Doug and Charles confirm that this motion will allow NPI to pursue charitable status; no additional discussion is required should this motion pass.

MOTION 6. That NPI staff, in consultation and coordination with the Development Committee, should take all steps necessary to apply for, and secure, charitable tax status for NPI. Moved by Harley, seconded by Hal. CARRIED unanimously.

B. Identification of Potential donors

- No issues

C. Marketing and Promotion Materials

- No issues

D. Attached Documents

- No issues

8. Governance and Nominating Committee Report

Martin calls on Florence to present the report.

A. Nominations

MOTION 7 that Doug Murray be appointed Treasurer of the Corporation, until the first Board meeting following the first Annual Meeting of the Members, or during the pleasure of the Board, with effect as of and from April 10, 2014. Moved by Madge, seconded by Hal. CARRIED unanimously.

- Re: **Motion 8**, a discussion about the appointment of an NPI Secretary ensues. The suggestion is made to appoint the President as interim Secretary until the AGM in the fall of 2014. Doug asks whether the President will become a voting member of the Board if the individual temporarily assumes the position of Secretary. Charles confirms that the temporary

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Secretary would not have such voting rights as the Secretary is not required to be a Director under the NPI Bylaws.

***MOTION 8** that Charles Cirtwill be appointed Secretary temporarily until a permanent replacement is appointed. Moved by Therese, seconded by Hal. CARRIED unanimously.*

***NEW MOTION** to formally thank Barb Eccles for previously acting as Secretary of NPI. Moved by George, seconded by Florence. CARRIED unanimously.*

B. Bylaw Changes

- i) Re: **Motion 9**, a discussion about making Honourary Members (the Directors) full Voting Members ensues. Dominic advises that he does not support making changes to the structure of the voting members, as the original agreement says that “Members were to fully delegate the management to the Board”. Doug asks if it is a good idea to eliminate the class of Voting Members considering that they are essentially “owners” or “stakeholders” of the Corporation. Doug also asks if this would be possible under the Corporation Act. It is discussed that to change a Bylaw there must be a unanimous decision by Voting Members. Given that one Voting Member already does not support this motion, the majority of the Board agree that the discussion was a moot point at this time.

***MOTION 9** stating that Honourary Members be made full Voting Members is moved by Florence, seconded by Madge. Martin calls a vote. DEFEATED unanimously.*

*Florence calls for a **NEW MOTION** to be made where the Governance Committee conducts further investigation for making Honourary Members full Voting members. Moved by Florence, seconded by Madge. Martin calls a vote. FOUR agree, FIVE oppose. Vote is DEFEATED.*

- ii) Re: **Motion 10**, a short discussion about the size of the Board ensues. Dominic believes 15 members is a little high. Doug points out the costs of a larger Board, however consensus finds that these costs are manageable. Hal adds that a larger board will make the committees operate better.

***MOTION 10** that the number of NPI Directors should be increased from ten (10) to fifteen (15); and that NPI staff, in consultation and coordination with the Governance and Nominating Committee, prepare proposed bylaw amendments to give full force and effect to that change and do such other things as may be necessary to prepare for final approval of those changes at the July 10, 2014 NPI Directors meeting and subsequently at the first Annual Meeting of Members.. Moved by Madge, seconded by Doug. CARRIED unanimously.*

- iii) Re: **Motion 11**, a discussion about the language of the motion ensues. Dominic is concerned about requiring 3 Directors being from Aboriginal “communities”. He conveys

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caution in using the language “communities” as it may impose constraints for the Board in choosing members. Charles recommends that the word “communities” be replaced with “persons residing”.

***MOTION 11** that in addition to the current requirement that three (3) NPI Directors be from the Northwest and three (3) NPI Directors be from the Northeast that three (3) NPI Directors should also be aboriginal persons residing in Northern Ontario; and that NPI staff, in consultation and coordination with the Governance and Nominating Committee, prepare proposed bylaw amendments to give full force and effect to that change and do such other things as may be necessary to prepare for final approval of those changes at the July 10, 2014 NPI Directors meeting and subsequently at the first Annual Meeting of Members. Moved by Harley, seconded by Madge. CARRIED unanimously.*

- iv) Re: **Motion 12**, the Board confirms that the language as presented in this motion suggests that the appointment of up to two (2) Directors outside of Northern Ontario is OPTIONAL only.

***MOTION 12** that up to two (2) NPI Directors may be appointed from outside of Northern Ontario provided they have a significant current or historical connection to the region; and that NPI staff, in consultation and coordination with the Governance and Nominating Committee, prepare proposed bylaw amendments to give full force and effect to that change and do such other things as may be necessary to prepare for final approval of those changes at the July 10, 2014 NPI Directors meeting and subsequently at the first Annual Meeting of Members. Moved by George, seconded by Therese. CARRIED unanimously.*

- v) Re: **Motion 13**, a short discussion of having two (2) Vice Chair positions ensues, with the majority seeing it as a favourable recommendation.

***MOTION 13** that NPI should have two (2) Vice Chair positions; and that NPI staff, in consultation and coordination with the Governance and Nominating Committee, prepare proposed bylaw amendments to give full force and effect to that change and do such other things as may be necessary to prepare for final approval of those changes at the July 10, 2014 NPI Directors meeting and subsequently at the first Annual Meeting of Members. Moved by Doug, seconded by Madge. CARRIED unanimously.*

- vi) Re: **Motion 14**, the Board agrees that the language should be amended to be consistent with the amendment made in **Motion 11**. The Board also discusses ensuring the Governance and Nominating Committee have the greatest possible latitude in making officer nominations based on individual merit while being cognizant of but not formally constrained by communities of interest within Northern Ontario.

***MOTION 14** that in appointing the Chair and two (2) Vice Chairs consideration be given to the value of having one of these individuals from the Northeast, one from the Northwest, and one being an aboriginal person residing in Northern Ontario; and that NPI staff, in consultation and coordination with the Governance and Nominating Committee, prepare proposed bylaw amendments to give full force and effect to that change and do such other things as may be necessary to prepare for final approval of those changes at the July 10, 2014 NPI Directors meeting and subsequently at the first Annual Meeting of Members. Moved by Florence, seconded by Hal. CARRIED unanimously.*

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9. Progress Report from President & CEO

Charles provided an update on NPI's current operations, HR, development, communications and research.

OPERATIONS: Charles notes that there are currently 3 offices secured at Laurentian University and there is potential for a fourth for a "Public Servant in Residence" as well as space for summer student interns. Charles also mentions the potential to set something else up at Nipissing University, a meeting on April 11th will further clarify the viability of this.

HR AND DEVELOPMENT: Charles provides update on Human Resources and Development as seen in the reports. No issues from the Board.

COMMS: Charles presents NPI's preliminary "colour scheme" which was well-received by the Board. In terms of stakeholder engagement, the first two meet and greets have been a success. Charles mentions that NPI has now hired a full-time stakeholder relations coordinator – working out of Thunder Bay and starting on April 15 – responsible for organising more events and NPI stakeholder engagement initiatives. Charles explains that the standing consultations are a work in progress, and each consultation will take a different shape. Lastly, Charles responds to Doug's inquiry about the communications plan saying that it is currently being developed.

RESEARCH: Charles gives overview of the papers that NPI has already commissioned and at what stage of publication they are in. Charles gives overview of NPI's current research fellows, and mentions that NPI is continually recruiting fellows, stating that all recommendations are welcomed. From here, a discussion ensues about the Authors Point-of-View versus NPI's Point-of-View and publication rights. Charles explains that what the Author writes is completely up to them, and NPI would not manipulate the author's views in any way. Fellows are appointed because of their expertise on particular issues. Lastly, Charles describes that NPI has first and permanent publication rights to papers that fellows write.

10. Walk through of NPI Website

Charles presents the website progress to date via a projector. The design and content of the website was well-received by the Board. The Board had the following suggestions:

- Put website on the Business Plan handouts
- Put Chair and President's name in the title of their Messages
- Put a disclaimer when NPI website has a link to external sites
- Link the logos for Our Partners to their websites

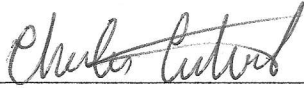
11. Adjourn Board Meeting

Motion 15 to adjourn the board meeting. Moved by Harley seconded by Doug. CARRIED unanimously.

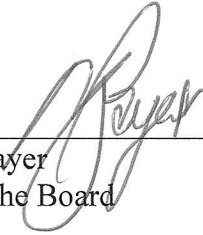
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Minutes approved at the Board of Directors meeting as of July 10th, 2014.



Charles Cirtwill
Secretary



Martin Bayer
Chair of the Board