

Minutes for Board of Directors Meeting

July 10, 2014 at 10:00am Eastern Time

Conference Call - 1-877-394-5901

Access Code: 2985298

Board of Directors Attendance:

Martin Bayer, Chair
Therese Bergeron-Hopson, Director
Harley D'Entremont, Director
George Macey, Director
Charles Cirtwill, President and CEO

Hal McGonigal, Director
Doug Murray, Director
Ray Riley, Director

Board of Directors Absent:

Florence Bailey, Director
Madge Richardson, Director
Dominic Giroux, Director

Staff and Guests in Attendance:

Jamie Lee Yawney, Assistant to the President

1. Call to Order

Martin called the meeting to order at 10:00am 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.

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

3. Declaration of any Conflicts of Interest

None.

4. Approval of Minutes of Previous Meetings:

Re: **Motion 2**, Ray requested that all Board of Director meeting minutes going forward be written in past-tense. Charles reported that the Policy Committee minutes will be presented at the next policy committee meeting on October 9th 2014.

MOTION 2 to approve the minutes of the April 10th, 2014 Board of Directors meeting as presented. Moved by Harley, seconded by Ray. CARRIED unanimously.

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

None.

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6. Audit and Finance Committee Report

Martin called on Treasurer Doug Murray to present the report, since no formal Chair has been appointed yet.

A. Chair of the Committee

- Doug informed the Board that he had volunteered to chair the committee, but staff confirmed that a treasurer cannot be Chair of an Audit Committee. Therefore, the Ray Riley has volunteered and that appointment will be confirmed t the next committee meeting.

B. Audit

- BDO has been scheduled to begin the NPI audit on July 14th 2014 for the fiscal year of April 2013 to April 2014. The Audited Financial Statements will be presented for review and approval at the Director's Meeting on October 9th, 2014.

C. Adherence to Legal reporting requirements and remittances

- Compliance Certificate was presented, signed by Doug and Charles. The document will be signed every quarter and will be presented to the Board at each Board of Directors meetings. Doug stated that NPI Manager of Operations, Samantha Angell has forwarded all the proper documents to NOHFC to receive the next installment.

D. Fiscal Performance/Position

- NPI forecast and expenditures are projecting a positive surplus for the end of the year. Financially NPI is in good standing in respect to our cash position.

E. Committee Reporting

- Harley and Martin agreed that the committee report is clear and detailed, and recommend the committee continues with this format.

MOTION 3 to remove Doug Murray from the Development Committee and add him to the Audit and Finance Committee. Moved by Harley, seconded by George. CARRIED unanimously.

MOTION 4 to formally add Ray Riley to the Audit and Finance Committee in place of Brian Stevenson Moved by Harley, seconded by George. CARRIED unanimously. .

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

7. Development Committee Report

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

A. Charitable Status

- The committee has not met since the last Board of Directors meeting, they plan to meet once Charitable Status is secured. The appropriate forms have been secured and are two thirds done, NPI staff are currently reviewing the final stages.

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B. Identification of Potential donors

- NPI Staff are preparing a list of potential donors to go after. When the committee meets in the Fall, they are to review the list, then present it to the Board at the following Board meeting.

C. Development Officer

- NPI is hiring a Development Officer, he or she will support the overall success of the organization fundraising and membership program. NPI is looking into having NOHFC youth internship program fund the position for one year, with the idea being that the intern will fundraise enough to justify their employment going forward.
- Martin wondered what responsibilities the Officer would have. Charles explained how the Development Officer will be responsible for fundraising strategies, sending out communication materials on behalf of the organization or a Board member, setting up meetings and putting together proposals for philanthropic organizations.

D. Marketing and Promotion Materials

- NPI staff have continued to create the first set of marketing materials.

E. Committee Reporting

- Hal has requested that the names of the committee members be added to the minutes. The Board agreed that all committee minutes going forward are to indicate the committee members.

***MOTION 6** to accept the Development Committee report as presented. Moved by Harley, seconded by Thérèse. CARRIED Unanimously.*

8. **Governance and Nominating Committee Report**

Martin called on Harley to present the report, since Chair of the committee Florence was absent.

A. Committee Report

- Ray pointed out that in the Governance and Nominating Committee Report, section C point 1 and 2 should state “voting directors” instead of “directors.”

B. Bylaw Changes

- i) Re: **Motion 7**, Harley explained how changing section 14.1 will allow the Board to be a better representation of Northern Ontario. It will bring people onto the board that would add to the board skill set, adding different perspectives to the Board decision making. Increasing the Board total will make it easier to set up new or expand committees and obtain quorum for meetings.

***Motion 7** that NPI By-law section 14.1 be amended to:*

The Board shall manage the affairs of the Corporation and shall consist of fifteen (15) voting persons and one (1) non-voting person as follows:

- (a) the President and Vice-Chancellor of Lakehead University or such other individual duly appointed by Lakehead University, Ex-Officio,*

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- (b) the President and Vice-Chancellor of Laurentian University or such other individual duly appointed by Laurentian University, Ex-Officio,
- (c) thirteen persons ("Elected Directors"), including at least three residing in Northeastern Ontario, at least three residing in Northwestern Ontario, and at least three aboriginal persons residing in Northern Ontario, from which there shall be:
 - (i) at least one member from the private sector;
 - (ii) at least one member knowledgeable about the municipal sector;
 - (iii) at least one member knowledgeable about the social or health sector;
 - (iv) at least one member with significant public policy experience;
- (d) of the persons enumerated in (c) above, up to two (2) may reside outside of Northern Ontario provided they have a significant current or historical connection to the region;
- (e) The Chief Executive Officer, Ex-Officio and non-voting.

And, that NPI; in consultation and coordination with the Governance and Nominating Committee, do such things as may be necessary to prepare for final approval of these changes at the first Annual Meeting of Members. Moved by Harley, seconded by George. CARRIED unanimously.

- ii) **Motion 8**, no issues.

MOTION 8 that NPI By-laws section 16 be amended to:

16.1 Subject as hereinafter provided and subject to Section 14.1 (a), (b) and, (e) of By-law Number 1, the Board shall be a rotating Board, with all Directors being elected for terms of three (3) years each and with five (5) Directors retiring and being elected each year, subject to Article 16.2, 16.3 and 16.4.

16.2 The President of Lakehead University, or such other individual duly appointed by Lakehead University, shall be appointed as a Director to hold office for a term of three (3) years. The term of the President of Lakehead University, or such other individual duly appointed by Lakehead University, shall be renewed every three years for a further term of three (3) years. Lakehead University may, from time to time, on reasonable grounds and with reasonable notice to the other Directors, change their designated representative before the end of their current term.

16.3 The President of Laurentian University, or such other individual duly appointed by Laurentian University, shall be appointed as a Director to hold office for a term of three (3) years. The term of the President of Laurentian University, or such other individual duly appointed by Laurentian University, shall be renewed every three years for a further term of three (3) years. Laurentian University may, from time to time, on reasonable grounds and with reasonable notice to the other Directors, change their designated representative before the end of their current term.

16.4 The Members may appoint, at their discretion, Directors to an initial term of one (1), two (2), three (3) or four (4) years as needed to ensure that only five Directors shall be replaced in any given year.

16.5 At every annual meeting of the Members, successors to the Elected Directors whose terms expire shall be elected to hold office until their successors have been elected, subject to a maximum of two (2) consecutive three (3) year terms for every Director except those appointed by Lakehead and Laurentian Universities.

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And, that NPI; in consultation and coordination with the Governance and Nominating Committee, do such things as may be necessary to prepare for final approval of these changes at the first Annual Meeting of Members. Moved by Harley, seconded by Thérèse. CARRIED unanimously.

iii) **Motion 9**, no issues.

MOTION 9 that NPI By-laws section 32.1 be amended to:

The Corporation shall have the following Officers:

- a) Chair;*
- b) Two (2) Vice-Chairs;*
- c) Chief Executive Officer;*
- d) President;*
- e) Treasurer;*
- f) Secretary;*
- g) Such other officers as the Directors may deem necessary.*

And, that NPI; in consultation and coordination with the Governance and Nominating Committee, do such things as may be necessary to prepare for final approval of these changes at the first Annual Meeting of Members. Moved by Harley, seconded by Ray. CARRIED unanimously.

iv) **Motion 10**, no issues.

MOTION 10 that NPI By-laws section 32.2 be amended to:

The Chair and Vice-Chairs of the Corporation shall be determined by the Board.

And, that NPI; in consultation and coordination with the Governance and Nominating Committee, do such things as may be necessary to prepare for final approval of these changes at the first Annual Meeting of Members. Moved by Harley, seconded by Ray. CARRIED unanimously.

v) **Motion 11**, no issues.

MOTION 11 that NPI By-laws section 32.7 be amended to:

Unless otherwise provided for in this By-law, each Officer shall be appointed to hold office for a term of one year or until his or her successor shall have been duly appointed. The Board may appoint the Chief Executive Officer for a term that is longer or shorter than one year, in the discretion of the Board. Officers may be removed by resolution of the Board. Except for the President, the Chair, and the Vice-Chairs, who shall be Directors of the Corporation, Officers need not be Directors or Members.

And, that NPI; in consultation and coordination with the Governance and Nominating Committee, do such things as may be necessary to prepare for final approval of these changes at the first Annual Meeting of Members. Moved by Harley, seconded by Thérèse. CARRIED unanimously.

vi) **Motion 12**, no issues.

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MOTION 12 that NPI By-laws section 33.1 be amended to:

The Chair and the Vice-Chairs of the Board shall be determined by the Board annually.

And, that NPI; in consultation and coordination with the Governance and Nominating Committee, do such things as may be necessary to prepare for final approval of these changes at the first Annual Meeting of Members. Moved by Harley, seconded by Ray. CARRIED unanimously.

vii) **Motion 13**, no issues.

MOTION 13 that NPI By-laws section 35 be amended to:

35.1 Either of the Vice-Chairs shall have all the powers and perform all the duties of the Chair in the absence or disability of the Chair, or there being a vacancy in the Office of the Chair, and shall perform any other duties as may be assigned by the Chair or the Board, from time to time. Which Vice Chair is to exercise this authority is to be determined by the Board.

And, that NPI; in consultation and coordination with the Governance and Nominating Committee, do such things as may be necessary to prepare for final approval of these changes at the first Annual Meeting of Members. Moved by Harley, seconded by Thérèse. CARRIED unanimously.

viii) **Motion 14**, no issues

MOTION 14 that NPI By-laws section 44.2 be amended to:

44.2 A quorum for an Executive Committee meeting shall be at least a majority of the members of the Executive Committee, and the Chair and both Vice-Chairs shall each be counted as a separate person.

And, that NPI; in consultation and coordination with the Governance and Nominating Committee, do such things as may be necessary to prepare for final approval of these changes at the first Annual Meeting of Members. Moved by Harley, seconded by Ray. CARRIED unanimously

ix) **Motion 15**, no issues.

MOTION 15 that NPI By-laws section 46.1 be amended to:

The Board may elect from among its members an Executive Committee of the Board comprised of the Chair, both Vice-Chairs, Treasurer, Secretary, Chief Executive Officer, and up to one (1) other Director.

And, that NPI; in consultation and coordination with the Governance and Nominating Committee, do such things as may be necessary to prepare for final approval of these changes at the first Annual Meeting of Members. Moved by Harley, seconded by Ray. CARRIED unanimously.

x) **Motion 16**, no issues.

MOTION 16 that NPI By-laws section 53.1 be amended to:

Documents requiring execution by the Corporation must be signed by the Chair and one of the Vice-Chairs and all documents so signed are binding upon the Corporation without any further authorization or formality. The Board may, from time to time, appoint any Officer or Officers or any person or persons

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on behalf of the Corporation, either to sign documents generally or to sign specific documents. The corporate seal of the Corporation shall, when required, be affixed to documents executed in accordance with the foregoing.

And, that NPI; in consultation and coordination with the Governance and Nominating Committee, do such things as may be necessary to prepare for final approval of these changes at the first Annual Meeting of Members. Moved by Harley, seconded by Thérèse. CARRIED unanimously.

xi) **Motion 17**, no issues.

MOTION 17 that NPI By-laws section 8.2 be amended to:

A resolution in writing signed by all the Members shall be as valid and effectual as if it had been passed at a meeting of the Members, duly called and constituted, and shall be held to relate back to any date therein stated to be the date thereof. A resolution in writing may be signed in one or more counterparts, all of which together constitute the same resolution. A facsimile of a signed counterpart of a resolution in writing is as valid as an originally signed counterpart.

And, that NPI; in consultation and coordination with the Governance and Nominating Committee, do such things as may be necessary to prepare for final approval of these changes at the first Annual Meeting of Members. Moved by Harley, seconded by Ray. CARRIED unanimously.

C. Director(s) Nomination

Martin declared a conflict of interest with one of the potential nominees, Dawn Madahbee, He asked George to chair the meeting for this section. George agreed and assumed all Chair powers and responsibilities.

Re: **Motion 18**, Doug and Hal questioned how the potential nominees fit into the class system within NPI Board of Directors. Charles explained how the Governance and Nominating committee discussed the requirements from potential amendment to NPI By-laws section 14.1 and the characteristics of the current board (gender, ethnicity, language, education, location, areas of expertise and employment). He clarified that the committee differentiated between the rules that require us to have certain types of skills and geography represented on the Board and other factors that the committee has decided to take into consideration. Each of the five potential nominees fit into categories that the committee believed would fill gaps they had identified on the current NPI board. The Governance and Nominating Committee plans to formalize the decision matrix to help fill future vacant spots.

Ray questioned what happened to Matthew Angeconeb, who was mentioned in Motion 17 of June 10th Committee Meeting Minutes. Charles explained that Matthew was eliminated from the potential nominee list due to competing commitments that kept him from fully committing to the role.

Charles mentioned as individuals are signing up to be considered for a Director's position they will be added to the standing list that is presented regularly to the Governance and Nominating Committee. It will allow the Committee to review the list on a quarterly basis going forward.

Harley requested that an affirmation be presented to the members indicating that all requirements of section 14.1 of the NPI By-laws has been met when presenting the nominees.

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MOTION 18 to accept the nomination for Directors as presented. Moved by Harley, seconded by Ray. CARRIED unanimously.

Martin resumed responsibilities of Chair.

9. Progress Report from President & CEO

Martin called on Charles to present the report.

OPERATIONS:

- Thunder Bay staff have settled into the new location. The majority of the new furniture purchased has been installed. Sudbury staff will move into their new office next week, where the entire staff will finally be located in one area at Laurentian University.

HUMAN RESOURCES AND DEVELOPMENT:

- NPI has 5 summer interns, 3 based in Thunder Bay and 2 in Sudbury. Due to lack of qualified candidates Dryden and Sault Ste. Marie intern positions were not filled. Both location supervisors agreed to house the interns next year.
- NPI is currently hiring 3 research assistants for the fall 2014 semester, 2 based in Thunder Bay and 1 in Sudbury. It has been decided there will be 3 sets of student placements or internships throughout the year, to open up as many opportunities for students as possible. Positions for the Fall semester and Winter semester have been posted.
- Two full-time employment opportunities have been posted, Communications officer for the Thunder Bay office, and a Policy analyst for the Sudbury office. Development officer position has been put on hold until NPI receives funding from the NOHFC Youth Internship Program.

COMMUNICATIONS AND STAKEHOLDER RELATIONS:

- NPI Nick Mulder Breakfast was a success, there were representation from the municipal, provincial and federal government, aboriginal organizations, umbrella organization and many more. NPI will fund 10 seats for high school and PSE students at every NPI event going forward. Doug mentioned that NPI has to continue to push NPI information along, there were a couple of individuals at the event who were unaware of what the Institute does or how it works.
- The website has been updated with new graphics and logo. There are three new blog posts and a couple more to come soon. Doug has requested that a process be put in place notifying Board members when a new Blog is released.
- NPI has completed two more information sessions since the last board meeting, one in Kenora and one in Timmins. NPI has visited Dryden, Ignace, Timmins, Sault Ste. Marie and Little Current.

RESEARCH:

- One paper has been published and two more will be published soon; one on Minimum wage and another one on First Nations Education. Six large research projects have been commissioned and are expected to be complete and released in the winter.

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- George mentioned there is a misconception in the community that NPI Board of Directors influence the direction of what topics are selected for papers and projects. Charles recommends that the Board keep explaining the process on how topics are selected.
- In the next few weeks, NPI will start to post the top 10 priority policy issues that will be based on feedback received from meetings, information sessions, past conferences and presentations.

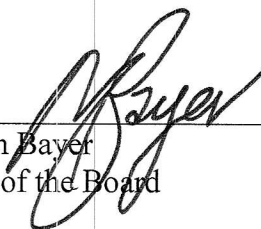
10. Adjourn Board Meeting

MOTION 19 to adjourn the board meeting. Moved by Hal, seconded by Thérèse. CARRIED unanimously.

Minutes approved at the Board of Directors meeting as of October 9th, 2014.



Charles Cirtwill
Secretary



Martin Bayer
Chair of the Board