

## Minutes of the First 2015-2016 Board of Directors Meeting

October 8<sup>th</sup> 2015 at 11:00am Eastern Time  
Canada Room West, Holiday Inn Express & Suites, Timmins  
Teleconference 1-877-394-5901, access code: 2985298

### Board of Directors attendance:

Martin Bayer, Chair  
George Macey, Vice-Chair, Secretary  
Thérèse Bergeron-Hopson, Vice-Chair  
Charles Cirtwill, President & CEO  
Ron Arnold, Director  
Pierre Bélanger, Director  
Terry Burse, Director  
Harley d'Entremont, Director  
Alex Freedman, Director  
J.P. Gladu, Director  
Hal McGonigal, Director  
Dawn Madahbee, Director  
Madge Richardson, Director  
Ray Riley, Director  
Brian Tucker Director

### Board of Directors regrets:

Doug Murray, Treasurer

### Members, staff and guests in attendance

Samantha Angell, General Manager  
Heidi Focht, Operations Assistant  
Toby Goodfellow  
Jamie Lee Yawney, Operations

#### 1. Call to Order

Martin called the meeting to order at 11:00am and declared that quorum existed.

#### 2. Approval of agenda

Martin reviewed the agenda and asked if anyone had any other items to add or change. He reminded the board about the deferred agenda items "Briefing on 2014-2015 President & CEO Performance evaluation" and "2019-2024 Business Plan" from the last 2014-2015 Board of Directors meeting be discussed in item six of the agenda. No issues.

**BOD2015-019** The Board of Directors hereby approve the agenda.

Moved by: Hal McGonigal.

Seconded by: Ray Riley.

Carried.



**3. Declaration of any conflict of interest**

None.

**4. Signing Directors Undertaking & Conflict of Interest**

All Directors present at the meeting signed their 2015-2016 Directors Undertaking and Conflict of Interest.

**5. Committee Reports**

**a. Audit and Finance Committee**

Martin called on Ray to present the report. Ray reviewed the Northern Policy Institute forecast to 2015-2016 year end as of July 31, 2015. Toby asked whether the Institute is forecasting any significant fluctuations in any line item between this year and next. Charles explained that the intern line item is expected to increase due the institute expanding its summer internship program, publications and translations are expected to increase due to the volume of research ready to be published and the revenue line is expected to increase due to potential receiving Charitable Status. Toby asked if any publications have been requested in an aboriginal language. Charles explained that no one has asked for a publication in any other language, but the Institute has lined up resources if request are ever made. No issues.

**BOD2015-020** *The Board of Directors hereby accept the Audit and Finance Committee Report as presented.*

*Moved by: Pierre Bélanger.*

*Seconded by: Ron Arnold.*

*Carried.*

**b. Governance and Nominating Committee**

Martin called on Dawn to present the report.

Martin passed over powers and responsibilities as Chair to George.

Martin Bayer abstained from the vote BOD2015-021.

**BOD2015-021** *The Board Directors hereby reappoint Martin Bayer as Chair expiring at the 3<sup>rd</sup> AGM in 2016.*

*Moved by: Ray Riley.*

*Seconded by: J.P. Gladu.*

*Carried.*

Martin resumed powers and responsibilites as Chair.

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George Macey abstained from vote BOD2015-022.

**BOD2015-022** The Board of Directors hereby reappoint George Macey as Vice-Chair expiring at the 3<sup>rd</sup> AGM in 2016.

Moved by: Ray Riley.

Seconded by: J.P. Gladu.

Carried.

Thérèse Bergeron-Hopson abstained from vote BOD2015-023.

**BOD2015-023** The Board of Directors hereby reappoint Thérèse Bergeron-Hopson as Vice-Chair expiring at the 3<sup>rd</sup> AGM 2016.

Moved by: Ray Riley.

Seconded by: J.P. Gladu.

Carried.

**BOD2015-024** The Board of Directors hereby reappoint Doug Murray as Treasurer expiring at the 3<sup>rd</sup> AGM in 2016.

Moved by: Ray Riley.

Seconded by: J.P. Gladu.

Carried.

George Macey abstained from vote BOD2015-025.

**BOD2015-025** The Board of Directors hereby nominate George Macey as secretary expiring at the 3<sup>rd</sup> AGM in 2016.

Moved by: Ray Riley.

Seconded by: J.P. Gladu.

Carried.

Alex Freedman, J.P. Gladu, Ray Riley and Thérèse Bergeron-Hopson abstained from vote BOD2015-026.

**BOD2015-026** The Board of Directors hereby reappoint Alex Freedman, Doug Murray, J.P. Gladu, Ray Riley and Thérèse Bergeron-Hopson to the Audit and Finance Committee expiring at the 3<sup>rd</sup> AGM in 2016.

Moved by: Harley d'Entremont.

Seconded by: Hal McGonigal.

Carried.

Martin passed over powers and responsibilities as Chair to Thérèse.

George Macey, Madge Richardson, Martin Bayer, Pierre Bélanger and Ron Arnold abstained from vote BOD2015-027.

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**BOD2015-027** The Board of Directors hereby reappoint George Macey, Madge Richardson, Martin Bayer, Pierre Bélanger and Ron Arnold to the Development Committee expiring at the 3<sup>rd</sup> AGM 2016.

Moved by: Alex Freedman.

Seconded by: Terry Bursey.

Carried.

Martin resumed powers and responsibilities as Chair.

Brian Tucker, Dawn Madahbee, Hal McGonigal, Harley d'Entremont and Terry Bursey abstained from vote BOD2015-028.

**BOD2015-028** The Board of Directors hereby appoint Brian Tucker, Dawn Madahbee, Hal McGonigal, Harley d'Entremont and Terry Bursey to the Governance and Nominating Committee expiring at the 3<sup>rd</sup> AGM 2016.

Moved by: J.P. Gladu.

Seconded by: Thérèse Bergeron-Hopson.

Carried.

Martin passed over powers and responsibilities as Chair to Dawn.

Martin Bayer, Thérèse Bergeron-Hopson and George Macey abstained from vote BOD2015-029.

**BOD2015-029** The Board of Directors hereby reappoint Martin Bayer, Thérèse Bergeron-Hopson, George Macey and Doug Murray to the Executive Committee expiring at the 3<sup>rd</sup> AGM 2016.

Moved by: Ray Riley.

Seconded by Hal McGonigal.

Carried.

Martin resumed powers and responsibilities as Chair.

**BOD2015-030** The Board of Directors hereby appoint all Directors to the Policy Advisory Committee expiring at the 3<sup>rd</sup> AGM 2016.

Moved by: Pierre Bélanger.

Seconded by Ray Riley.

Carried.

Dawn reviewed the draft Board Meeting Policy. After a short discussion the board agreed that the meeting agenda will be made available to public attendees. No issues. Toby recommended that the Institute look into software for potentially streaming meetings for others who cannot attend in-person. No issues.

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**BOD2015-031** *The Board of Directors hereby accept the Board Meeting policy.*

*Moved by: Harley d'Entremont.*

*Seconded by: Hal McGonigal.*

*Carried.*

Charles clarified that the Board Meeting Policy does not prevent the Voting Members of the corporation from receiving a copy of all Board Meeting Packages. No issues.

Dawn asked the board to review the Board of Directors matrix and to bring forward any corrections to Northern Policy Institute staff. No issues.

**BOD2015-032** *The Board of Directors hereby accept the Governance and Nominating Committee report as presented.*

*Moved by: Ray Riley.*

*Accepted by: Harley d'Entremont.*

*Carried.*

**c. Development Committee**

Martin called on Madge to present the report.

Madge and Charles reviewed the draft development plan and package. Madge mentioned that French copies of the development package will be made available upon request. After a short discussion the board agreed to remove the Foundation category under donor ranges. No issues.

**BOD2015-033** *The Board of Directors hereby accept the Development Plan.*

*Moved by: J.P. Gladu.*

*Seconded by: Alex Freedman.*

*Carried.*

**BOD2015-034** *The Board of Directors hereby accept the Development Committee Report.*

*Moved by: Hal McGonigal.*

*Seconded by: Ray Riley.*

*Carried.*

**6. Other Business**

**a. Briefing on 2014-2015 President & CEO Performance evaluation.**

Samantha reviewed the 2014-2015 President & CEO Performance evaluation process. No issues. Alex and Terry asked that they receive a copy of the evaluation. No issues.



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**BOD2015-035** *The Board of Directors hereby approved the 2014-2015 President & CEO performance evaluation process as presented.*

*Moved by: Ron Arnold.*

*Seconded by: Brian Tucker.*

*Carried.*

**b. 2019-2024 Business Plan**

Charles reviewed the 2019-2024 Business Plan. Charles highlighted that the strategic goals, research process, peer review process, the opportunity for people to comment and the development plan have been either added or amended since the document was presented at the July Board Meeting. No issues. Dawn recommended the Institute relook at the branding for "Policy in a Pub" project. Charles mentioned he would bring back the concerns to the staff. No issues. Brian pointed out that when Métis is reference in the document an accent over the "e" is needed. No issues.

**c. Review Board of Directors profiles**

Jamie asked the Directors to review their individual biographies and pictures that are used on Northern Policy Institute website and publications and bring forward any corrections to her. No issues.

**7. Review of future meeting dates**

Martin reviewed the future meeting dates. No issues.

**8. Adjourn Board of Directors meeting**

**BOD2015-036** *The Board of Directors hereby thank Thérèse and Ron for their assistance planning the October 8<sup>th</sup> Board meeting.*

*Moved by: George Macey.*

*Seconded by: Ray Riley.*

*Carried.*

**BOD2015-037** *The Board of Directors here by thank the city of Timmins and the Cochrane district for hosting the Board meeting and community visit.*

*Moved by: George Macey.*

*Seconded b: Thérèse Bergeron-Hopson.*

*Carried.*

**BOD2015-038** *The Board of Directors here by adjourn the meeting.*

*Moved by: Pierre Bélanger.*

*Seconded by: Ray Riley.*

*Carried.*

*Meeting adjourned at 12:16pm Eastern Time.*



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*Minutes approved at the Board of Directors meeting as of February 11<sup>th</sup>, 2016.*

Martin Bayer  
Chair



George Macey  
Secretary

