

Northern Policy Institute/Institut des politiques du Nord

Evidence-based solutions, for and from Northern Ontario

Minutes for Governance and Nominating Committee Meeting June 10, 2014 at 10:00am EST Conference Call

Committee Member Attendance:

Florence Bailey, Chair

Hal McGonigal, Director

Harley d'Entremont, Director

Staff and Guest in Attendance:

Charles Cirtwill, President & CEO

Jamie Lee Yawney, Assistant to the President

1. Call to order

Florence called the meeting to order at 10am Eastern time

2. Approval of Agenda

Florence 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 Hal, seconded by Harley. CARRIED unanimously.

3. Approval of the Minutes of March 27th 2014 Meeting

Motion 2 to approve the minutes of the March 27th, 2014 Governance and Nominating Committee meeting as presented. Moved by Harley, seconded by Hal. CARRIED unanimously.

4. Business Arising from minutes

A. Proxy Voting Procedure

After a short discussion the Committee agreed that there is no need for the Board of Directors to have a proxy voting capacity. The Board is already able to vote by e-mail, phone or letter in certain circumstances if they cannot attend a meeting.

B. Amendments to the By-laws

- i) Re: **Motion 3**, NPI By-law section 14.1 a short discussion about the language of the motion ensues. Hal is concerned that the phrase "and not otherwise required to satisfy a residency requirement" is not needed and, after discussion, it was removed.

Motion 3 that NPI By-laws section 14.1 be amended to:

The Board shall manage the affairs of the Corporation and shall consist of fifteen (15) voting persons and

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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,
- (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.

Moved by Hal, seconded by Harley. CARRIED unanimously.

- ii) Re: **Motion 4**, NPI By-laws section 16, a short discussion about the current Directors elected terms, the terms of the potential individuals appointed by Lakehead University and Laurentian University and elected terms of the potential additional five (5) Directors come the AGM.

Motion 4 that NPI By-law 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.

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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.

Moved by Hal, seconded by Harley. CARRIED unanimously.

iii) **Motion 5**, NPI By-laws section 32.1 amended to:

The Corporation shall have the following Officers:

- a) Chair;
- b) Two (2) Vice-Chairs;
- c) Chief Executive Officer;
- d) President;
- e) Treasurer;

Moved by Harley, seconded by Hal. CARRIED unanimously.

iv) **Motion 6**, NPI By-laws section 32.2 amended to:

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

Moved by Harley, seconded by Hal. CARRIED unanimously.

v) **Motion 7**, NPI By-laws section 32.7 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.

Moved by Hal, seconded by Harley. CARRIED unanimously.

vi) **Motion 8**, NPI By-law section 33.1 amended to:

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

Moved by Harley, seconded by Hal. CARRIED unanimously.

vii) **Motion 9**, NPI By-law section 35, a short discussion about which Vice-Chair will have all the powers and perform all duties in the absence or disability of the Chair. Florence recommended that NPI have the Vice-Chairs rotate between each other. Hal advises that method wouldn't be in the best interest for NPI and recommends that instead of flipping a coin, the board determines which Vice-Chair will temporary fill the Chair position.

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Motion 9 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.**

Moved by Hal, seconded by Harley. CARRIED unanimously.

viii) **Motion 10**, NPI By-law section 46.1 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.

Moved by Harley, seconded by Hal. CARRIED unanimously.

ix) **Motion 11**, NPI By-law section 53.1 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 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.

Moved by Hal, seconded by Harley. CARRIED unanimously.

x) **Motion 12**, NPI By-law section 8.2 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.

Moved by Harley, seconded by Hal. CARRIED unanimously.

C. Director(s) nomination

Re: **Motion 13**, the committee discussed the identified gaps of the Board of Directors. Representation was missing from the following categories; aboriginal peoples, private sector, Francophone, districts of Manitoulin, Rainy River and Parry Sound, Engineers, science or technical skills and people residing outside of Northern Ontario. After reviewing all the candidates brought forward by the Board or NPI Staff, the Committee recommended; Matthew Angeconeb, Dawn Madahbee, Ron Arnold and Pierre Belangeur be the nominees for the potential new five (5) Board of Directors positions. The Board and NPI Staff are to continue to look for a candidate from the Rainy River district.

Motion 13 that committee accepts the nominations for Directors as presented.

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Moved by Hal, seconded by Harley. CARRIED unanimously.

D. Chair nomination

Motion 14 to nominate Martin Bayer to serve as NPI Chair for one year beginning at the AGM.

Moved by Harley, seconded by Hal. CARRIED unanimously.

E. Vice-Chair nomination

Motion 15 to nominate George Macey to serve as on the two Vice-Chairs for a term of one year beginning at the AGM.

Moved by Hal, seconded by Harley. CARRIED unanimously.

Motion 16 to nominate Thérèse Bergeron-Hopson to serve as one of the two Vice-Chairs for a term of one year beginning at the AGM.

Moved by Harley, seconded by Hal. CARRIED unanimously.

F. Secretary nomination

Motion 17 to nominate Matthew Angeconeb as Secretary for a term of one year beginning at the AGM, pending appointment as a Director.

Moved by Hal, seconded by Harley. CARRIED unanimously.

G. Treasurer nomination

Motion 18 to nominate Doug Murray to serve as Treasurer for a term of one year beginning at the AGM.

Moved by Hal, seconded by Harley. CARRIED unanimously.

5. **Discussion of Committee Report of the full board and any needed supporting material that should be attached or prepared for it.**

- i) After discussion the committee agreed that NPI staff will prepare a list of umbrella organizations, municipalities and aboriginal communities in Northern Ontario and a letter stating the potential changes to NPI by-law section 14.1. Both documents are to be sent to the Chair, then the committee for approval.
- ii) After a short discussion the committee agreed that NPI staff will pick names out of a hat to determine the five (5) new Directors elected terms. After the terms have been selected, NPI staff are to inform the committee of the results.

6. **Other Business**

7. **Adjourn Governance and Nominating Committee Meeting**

Florence tables Motion 15 to adjourn the committee meeting at 10:15am EST. Moved by Harley, seconded by Hal. Carried unanimously.