

DRAFT

Minutes of the Governance and Nominating Committee Meeting

April 9th, 2015 at 7:00 am Central Time

Waterside Restaurant, Lakeside Inn and Conference Center, Kenora

Committee member attendance:

Harley d'Entremont, acting Chair
Hal McGonigal, member
Dawn Madahbee, member
Brian Tucker, member

Staff and guests in attendance:

Charles Cirtwill, President & CEO
Jamie Lee Yawney, Operations Coordinator

1. Call to order

Harley called the meeting to order at 7:09am Central time.

2. Approval of agenda

Charles asked that the selection of a committee secretary be added to the agenda. Committee agreed.

Motion 1 to approve the agenda. Moved by Hal, seconded by Dawn. CARRIED unanimously.

3. Introductions of new committee members

No issues.

4. Select a chair

Re: **Motion 2**, no issues.

Motion 2 to appoint Dawn Madahbee as Chair of the Committee. Moved by Hal, seconded by Brian. CARRIED unanimously.

Committee agreed that Harley will continue as acting Chair for the remainder of the meeting.

5. Select a secretary

Re: **Motion 3**, no issues

Motion 3 to appoint Brian Tucker as secretary of the Committee. Moved by Hal, seconded by Dawn. CARRIED unanimously.

6. Approve minutes of September 9th and 10th 2014 meeting

Re: **Motion 4**, no issues.

Dawn and Brian abstained from voting on the approval of the meeting minutes from September 9 and 10, 2014.

Motion 4 to approve the minutes of the September 9th and 10th 2014 meeting as presented. Moved by Hal, seconded by Harley. CARRIED unanimously.

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7. Business arising from minutes

The committee had a short discussion about the board of directors' matrix. The committee agreed to change the heading *employment* to *sector knowledge* and to change the subheadings *BA* to *Bachelors*, *MA* to *Masters* and to amalgamate the other professional degrees listed into one column labeled *Doctoral*.

Hal pointed out that his education degree needed to be changed from a BA to a Forestry degree. Brian also pointed out he has experience in the fishing sector, and Hal and Harley have experience in the forestry sector.

Committee agreed to ask the Board to look over their individual evaluation and to notify them if there are any additions or mistakes to be made.

8. Upcoming directors vacancies

a. Annual steps to identify candidates

The committee had a short discussion about the steps to fill future vacancies on the Board. The committee agreed to the following; to only aggressively pursue when there is a vacancy, to send out a general call to the public through NPI website, newsletter, and presentations detailing a Director's job description and the nomination process and to send out an internal call to the Board specifying the qualifications the committee is looking to fill (location, sector knowledge, gender etc.).

The committee will continue to review the standing list of nominees quarterly and will continue to consider the individuals from advisory council and research advisory board to fill any future vacancies.

b. Directors terms ending at AGM 2015

Charles mentioned that all the current Directors whose terms are ending at AGM 2015 have agreed to be re-nominated for a second term. Hal expressed he would only like to be re-nominated if he is able to resign after one year. Charles explained to the committee that NPI by-laws state a director has to be re-appointed for a 3 year term but he or she is allowed to resign at any point during their term.

The committee had a short discussion whether the current by-laws reflect the institutes vision and mission and specifically if it states how many times an individual can be re-appointed to the Board. Charles explained that there are no restrictions on how many times a director can be re-appointment and recommended that the committee reconvene on this matter in year four of NPI existence unless an external issue is brought forward. Committee agreed.

c. Director to replace Florence Bailey

The committee agreed to postpone nominating an individual to fill the current vacant position on the Board. They have decided to present 6 individuals at the July Board meeting.

The committee agreed that NPI staff will present 3-5 new potential candidates preferably from the Kenora district at the next Governance and Nominating Committee meeting.

9. Other business

No issues

10. Adjourn

Motion 5 to adjourn the meeting. Moved by Dawn, seconded by Brian. CARRIED unanimously.

Meeting adjourned at 8:11am Central time.