

Northern Policy Institute/Institut des politiques du Nord

Putting evidence to work, for and from Northern Ontario

Governance and Nominating Committee Meeting

27 March, 2014

Conference call – 8am Eastern Time

Minutes

Members in attendance: Florence Bailey, Hal McGonigal, Harley d'Entremont, Charles Cirtwill

Guests: Acting as Secretary for the meeting was NPI Assistant to the President, Jamie Lee Yawney.

- 1) The Chair called the meeting to order at 8am Eastern Time.
- 2) It was moved by Hal and seconded by Harley that the Agenda be approved as circulated. The motion carried.
- 3) Minutes of the meeting of 16 December 2013

It was moved that the minutes of the December 16th 2013 minutes be amended to include the names of attendees of the meeting and then be accepted as amended. Moved by Harley, seconded by Hal. Motion was approved by all members.

- 4) Business Arising from Minutes

Secretary Nomination

As agreed at the previous committee meeting the full Board was polled for potential nominees for the vacant position of NPI Secretary. No names were submitted to either the Committee Chair or the NPI President by the deadline of January 3, 2014.

It was agreed the committee would continue to seek alternate names and that the Committee Chair would poll the Board directly at the upcoming meeting on April 10, 2014.

Matthew Angeconeb has expressed an interest in taking on this position at the NPI AGM this fall. Florence will confirm that remains the case and will bring that information back to the Committee at its next meeting in June

Treasurer Nomination

As agreed at the previous committee meeting the full Board was polled for potential nominees for the vacant position of NPI Treasurer. No names were submitted to either the Committee Chair or the NPI President by the deadline of January 3, 2014.

During the last Governance and Nominating Committee, the committee indicated a preference that the Treasurer be a Director even though that is not required by the NPI bylaws. On this basis Doug Murray was approached directly to see if he would be interested in serving in this role, he has agreed to be nominated.

After discussion, the committee agreed unanimously to nominate Doug Murray for immediate appointment by the Board to the position of NPI Treasurer. This recommendation will be included in the Committee Chair Report at the April 10th 2014 Board of Director's Meeting.

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Number of Vice Chairs

It was discussed whether or not a second vice-chair of the board should be created. This would create three positions (Chair, and two Vice Chairs) that could be divided among the three key communities of interest in Northern Ontario (the Northwest, Northeast and Aboriginal communities). After discussion, it was unanimously agreed that this change would be recommended to the full NPI Board for their consideration.

Director Selection Criteria

The committee reviewed their previous decisions to recommend an increase in the number of NPI Directors from 10 to 15 and to recommend that all Directors should be full Voting Members as opposed to Honourary members in the corporation. This review supplied context for ongoing discussions on the question of the selection criteria for NPI Directors.

The Committee considered a letter from the Deputy Grand Chief of the Nishnawbe Aski Nation indicating a desire to ensure that the aboriginal community be treated within NPI on an equal footing to other communities of interest in Northern Ontario. This correspondence fit nicely into the planned committee discussion on whether the existing bylaw requirement of 3 directors from the NE and 3 from the NW should be expanded to include 3 from Northern Ontario aboriginal communities. After discussion, it was unanimously agreed that this change would be recommended to the full NPI Board for their consideration.

It was discussed, whether 1 or 2 Directors should be allowed to be from outside Northern Ontario in order to ensure as broad a world view as possible is present around the Board table. After discussion, the committee unanimously agreed that the Committee will recommend to the Board of Directors that 2 Directors may be from outside Northern Ontario providing they have a significant connection to Northern Ontario.

Report on process for Director proxies

The process of proxy votes for Directors was discussed. After discussion, the committee unanimously agreed that NPI staff will explore how other think tanks across the country use proxies. The findings will be presented at the next Governance and Nominating Committee Meeting.

Other Elements of Board Governance

It was discussed whether this committee will look into a Code of Conduct for the Board of Directors. After discussion, the committee agreed that the by-laws cover all areas needed at this time but that this topic should be revisited on an annual basis to ensure that deficiencies are identified and addressed.

Harley d'Entremont left the committee meeting at 8:56am Eastern Time

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

After discussion, the committee agreed that the NPI president was to draft proposed bylaw amendments to give force and effect to the bylaw changes the committee is prepared to propose to the full Board. The by-law amendments will be reviewed electronically by the committee. If the text of the amendments is approved, Committee Chair will present them along with the recommendations to the Board on April 10th 2014.

After discussion, it was agreed that, in addition to the potential bylaw amendments, the approved Committee Minutes for its meetings on December 16 and March 27, the correspondence from NAN, and the information on Board Sizes across Canada will be included as attachments to the Committee Chair's report to the full NPI Board on April 10. The committee has agreed to approve the March 27 committee minutes electronically.

- 6) Preliminary Discussion of Potential Director Nominees if Board accepts recommendations to move to 15 Directors.

Discussion deferred until next meeting.

- 7) Other Business

NONE

- 8) Future Committee Meetings

It was agreed the committee would target to meet one month in advance of the regularly scheduled NPI Directors meetings with as-needed meetings scheduled in between the regular times on an ad hoc basis. Staff agreed to provide a proposed list of fixed dates and times to the Committee Chair for approval before distribution to the rest of the Committee.

- 9) Adjournment

Meeting adjourned at 9am Eastern Time.