

Minutes of the Governance and Nominating Committee Meeting

January 13th 2016, 10AM Eastern Time
Teleconference

Committee member attendance

Dawn Madahbee, Chair
Hal McGonigal, Member
Harley d'Entremont, Member
Terry Bursey, Member

Committee member regrets

Brian Tucker, Secretary

Staff and guests in attendance

Charles Cirtwill, President & CEO
Samantha Angell, General Manager
Jamie Lee Yawney, Operations Coordinator

1. Call to order

Dawn called the meeting to order at 10:02am Eastern Time.

2. Approve agenda

GNC2016-001 *The Governance and Nominating Committee hereby approves the agenda.*

Moved by: Hal McGonigal.

Seconded by: Terry Bursey.

Carried.

3. Approve minutes of the September 14th 2015 meeting

Dawn asked if the word "appoint" could be changed to "nominate" in motion GNC2015-010. No issues.

Dawn also asked if section 7, seconded paragraph could read "... that the board knows their governance responsibilities and the role of the institute." No issues.

At 10:06AM Dawn passed over powers and responsibilities as Chair to Harley.

GNC2016-002 *The Governance and Nominating Committee hereby approves the minutes of the September 14th 2015 committee meeting.*

Moved by: Hal McGonigal.

Seconded by: Harley d'Entremont.

Carried.

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At 10:07AM Dawn resumed powers and responsibilities as Chair.

4. Business arising from minutes

a. Board Committee Survey

GNC2016-003 *The Governance and Nominating Committee hereby approves the Board Committee Survey.*

Moved by: Harley d'Entremont.

Seconded by: Hal McGonigal.

Carried.

Hal asked when will the Survey will be distributed to the Directors to complete and when would the "new" committees be elected. Charles explained that the survey will be used every 2 years before the AGM, and that committees will be appointed at the AGM, unless a space becomes vacant with a Director leaving.

Hal asked if a cover letter could be sent with the survey to explain the process. No issues.

b. Board Meeting Policy

Dawn reviewed the Board Meeting Policy. Hal asked if the approved committee minutes could be made public. No issues.

Charles asked that the review date of the policy states "February 11th 2016". No issues.

GNC2016-004 *The Governance and Nominating Committee hereby approves the Board Meeting Policy.*

Moved by: Hal McGonigal.

Seconded by: Terry Bursey.

Carried.

c. Board performance assessment

Dawn reviewed the Board performance assessment. No issues.

GNC2016-005 *The Governance and Nominating Committee hereby approves the Board performance assessment.*

Moved by: Hal McGonigal.

Seconded by: Terry Bursey.

Carried.

5. Director nomination to replace Madge Richardson

After a short discussion, the committee recommended holding off on this replacement nomination until the next committee meeting.

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6. Discussion of committee report to the full board and any needed supporting material that should be attached to, or prepared for, it.

No issues.

7. Reminder of upcoming meeting dates.

No issues.

8. Other business

None.

9. Adjourn meeting

GNC2016-006 *The Governance and Nominating Committee hereby adjourns the meeting.*

Moved by: Terry Bursey.

Seconded by: Hal McGonigal.

Carried.

Meeting adjourned at 10:53am Eastern Time.