

THE NORTHERN POLICY INSTITUTE

Putting evidence to work, for and from Northern Ontario

Minutes of a Meeting of the Board of Directors

October 29 2013

Sudbury, Ontario

Present: Martin Bayer, Charles Cirtwill, George Macey, Doug Murray, Harley D'Entremont, Hal McGonigal, Therese Bergeron Hopson, Madge Richardson, Barb Eccles (Secretary and proxy for Brian Stevenson), and Anne-Marie Mawhiney (proxy for Dominic Giroux).

1. Call to order: Martin (Chair) *called the meeting to order and declared that a quorum existed.*
2. Approval of Agenda: Martin reviewed the agenda and asked if anyone had any other items to add or change. There being none, the chair called for a motion to approve the agenda. *Moved by Hal, seconded by George. Carried unanimously*
3. No conflicts of interest were declared
4. Approval of minutes of previous meetings:

May 24, 2013: *Harley moved and Hal seconded acceptance of the minutes as presented. Carried unanimously.*

June 3, 2013: Request for change: add Doug Murray to the list of attendees.

- *Moved by Doug and seconded by Therese that the minutes be approved as amended. Carried unanimously.*

5. Business Arising from the Minutes

- George brought up section 8 from May 24, 2013 minutes and enquired whether NPI had followed up on the Minister's requests. It was agreed to deal with this under "Other Business" at this meeting.
- Chair welcomed Charles as our new President and CEO.
- Chair briefed Board on the final stages of the hiring process and the public announcement of the new CEO. The Chair had thought the Directors were given an advanced copy of the official press release but it was overlooked in the general rush to coordinate the release between NPI, Laurentian and Lakehead. The Chair apologized for this oversight and the CEO committed to ensuring a more robust and better controlled communications process would be in place for NPI going forward. The Directors expressed their

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appreciation for the efforts of the Chair in “getting this done” while balancing all of the competing interests.

6. Formal motion of appreciation to Barb Eccles and Anne Marie Mawhiney

The Directors and staff of the Northern Policy Institute/Institut des politiques du Nord are deeply grateful and indebted to Barb Eccles and Anne Marie Mawhiney for their hard work and contributions during the development and start-up of the Institute. The Institute exists in its present form in large part due to their diligence in pursuing the tasks involved in these early days and their commitment to the vision of an independent, evidence driven NPI.

Moved by Doug, seconded by George. Carried unanimously.

7. Progress Report from President & CEO

Charles provided an update to the Board on NPI progress to date around staffing, office set-up, public speaking, community outreach and consultation. He also outlined steps that have been taken to develop the internal and external structures of an independent think tank. The Board was also briefed on projects commissioned to date and the list of early policy advisory pieces that are presently being prepared.

The Board provided feedback on key community players and agreed to continue to do so going forward. The Board also committed to continue to notify staff of interesting events and activities as directors become aware of them. The Board then explored their place in the NPI structure and highlighted the importance of explaining our structures and processes clearly and publicly to ensure everyone (funders, stakeholders, researchers, community interests and the general public, among others) understands our role and where they fit in the work of the Institute.

8. Strategic Directions for NPI – What KIND of think tank are we?

Charles briefed the Board on the various types of “think tanks”, focusing on three broad categories: “Cheerleader” (advocating for a particular world view or affiliation), “Parade Marshall” (oriented towards identifying and supporting the general direction of key stakeholders or funders), and “Permission Giver” (generally evidence driven and non-partisan, more concerned about good policy than good politics).

Charles invited the Board to decide which of these models NPI should follow when building and delivering on its first Business Plan.

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Sudbury, Ontario

A general discussion ensued about the many other types of think tanks, such as “DO” tanks for instance, and the tendency to blend the various models in specific circumstances. The Board then discussed these models in light of the mandate of NPI and the purposes for which it was founded.

DECISION by consensus: NPI will follow the “permission giver” model as recommended by the President & CEO.

9. Strategic Directions for NPI – Setting general policy areas to focus on

The Board was asked to provide guidance on the policy areas NPI should build into its business plan and focus on for the first five years. To assist in this discussion Charles outlined the policy focus in the 2011 Growth Plan for Northern Ontario, the recent redesign of the Northern Ontario Heritage Fund Corporation, a sample list of focus areas from a federal perspective, and some of the wording in the NPI Letters Patent and funding agreement; specifically the project description provided in appendices to the funding agreement with NOHFC.

A general discussion ensued about whether NPI should be exclusively focused on policies that support economic development or economic growth and whether such a focus was even possible given that it is now widely understood that sustainable economic growth depends on growth in other areas as well, principally, environment and social wellbeing.

DECISION by consensus: NPI will focus on six areas: Aboriginal peoples, Communities, Economy, Environment, Infrastructure, and People. During first 5 year plan, target progress in three specific areas across these broad categories: measurement and availability of measures to all stakeholders, building sustainable community capacity, and enhancing self-sufficiency of individuals, communities, sub-regions, and the region as a whole.

10. Strategic Directions for NPI – WHERE do we do our work?

The Board was invited to provide strategic advice on whether NPI should have a presence outside of the mandatory offices in Sudbury and Thunder Bay.

A general discussion ensued about the value of a physical connection throughout Northern Ontario, the need to manage expectations about the NPI's capacity to sustain a

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presence (particularly a permanent one) in multiple communities; the location of decision makers, the importance of being able to access the perspectives of decision makers and policy actors as well as to share northern perspectives with them. The varied approaches of policy institutes to this question was also explored: some have only local offices, some have satellite offices closer to the “seat of power” or a broader base of (largely private) support, others are located specifically to be proximate to decision makers, others are not.

DECISION: general consensus that NPI should seek to place “community interns” either on its own or, preferably, in partnership with other organizations to help build policy capacity throughout Northern Ontario, particularly in communities facing special policy challenges (remoteness, size, demographics, etc) or opportunities.

DECISION: the need for, or value of, a permanent NPI satellite office closer to decision makers, potential funders, and policy actors in Toronto should be carefully considered in light of experience generated during NPI’s first five year mandate. NPI should, in any case, ALWAYS prioritize efforts to encourage policy actors, at all levels, to experience Northern Ontario first hand.

11. Strategic Directions for NPI – Board and Staff roles and responsibilities

The Board was invited to review and make any necessary changes to the roles of staff and directors as currently defined and to approve the proposed structure for wider community engagement. A general discussion ensued about the need to ensure openness to input, clarity around roles, managing expectations, ensuring independence of both NPI and individual authors and flexibility in design going forward.

Charles summarized the structure being built as follows:

- Board – sets strategic direction and holds CEO to account
- CEO – recommends strategic direction, develops plans and processes, and secures and allocates resources to achieve it
- Advisory Council – provides regular advice and direction to the CEO on all aspects of NPI activity
- Research Advisory Board – supplies CEO with expert advice and direction on policy issues to ensure advice to the Board is informed and current
- Peer Reviewers – ensure specific papers are factual, relevant and publishable
- Authors and Research Fellows – provide independent expertise on specific policy areas as and when needed
- Standing consultation tools and roundtables (general public, government stakeholders, community stakeholders) – ensure NPI remains responsive to the community and reflects THEIR priorities and concerns in project selection

THE NORTHERN POLICY INSTITUTE

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Minutes of a Meeting of the Board of Directors

October 29 2013

Sudbury, Ontario

DECISION - general consensus, the overall design of board, staff, and input groupings was adopted by the Board.

12. Establish Standing Committees

It was proposed that the Board strike standing committees with the following mandates and initial membership:

Audit and Finance

MANDATE:

Audit Committee mandate as per section 47.1 of the NPI bylaws PLUS Finance responsibilities as follows:

- a) Review and offer comments and suggestions on the annual draft budget in advance of presentation to the full Board for approval;
- b) Review quarterly reports of performance against budget at least one month in advance of pending Board meeting to assure themselves that NPI is on track;
- c) Report to the Board at regular meetings on their findings in relation to the current reports against budget;
- d) When requested offer advice and assistance to the CEO on finance matters related to NPI either related to current activities or potential future plans.

INITIAL MEMBERSHIP:

Brian Stevenson
Dominic Giroux
Therese Bergeron-Hopson

Governance and Nominating

MANDATE:

Governance Committee mandate as per section 48.1 of the NPI bylaws PLUS Nominating Committee mandate as per section 49.1 of the NPI bylaws.

INITIAL MEMBERSHIP:

Harley D'Entremont
Florence Bailey
Hal McGonigal

THE NORTHERN POLICY INSTITUTE

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Minutes of a Meeting of the Board of Directors

October 29 2013

Sudbury, Ontario

Development

MANDATE:

- a) Review along with the staff options for NPI in terms of fundraising structures and approaches;
- b) Where necessary, make recommendations to the full Board on items requiring formal changes to the constating documents to allow NPI to maximize its development potential, e.g. should NPI seek charitable status?
- c) Provide input and advice to staff in the development of an effective development plan for NPI;
- d) Assist as needed and to the greatest extent possible in pursuing the NPI development plan including but not limited to identifying and approaching potential sources of funds.

INITIAL MEMBERSHIP:

Martin Bayer

George Macey

Doug Murray

Madge Richardson

Policy Advisory Committee

MANDATE:

- a) Discuss recent developments in policy and policy implementation in and affecting Northern Ontario;
- b) Provide input and advice to the CEO on policy issues of critical importance to Northern Ontario;
- c) Gather information about, and bring to the staff's attention, speakers, researchers and stakeholders that would be of value to NPI's work either now or in the future;
- d) Meet regularly with key community stakeholders to engage in frank exchanges about policy issues and policy implementation in and affecting Northern Ontario;
- e) Work with staff to incorporate the information collected into the next annual plan and the biennial reviews of the NPI strategic plan.

INITIAL MEMBERSHIP:

ALL Directors

NOTE: Goal should be to rotate committee membership annually allowing each Director to contribute in various ways over the course of their term as Director and to ensure the "less fun" jobs get shared.

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Minutes of a Meeting of the Board of Directors

October 29 2013

Sudbury, Ontario

Harley proposed that the recommendations be accepted, and we establish the standing committees. Hal seconded it. Passed unanimously.

13. Modify Signing Officers

Whereas section 53.1 of the Corporation's Bylaw 1 indicates that the Board may, from time to time, appoint any person or persons to sign documents generally on behalf of the Corporation. The Board resolved that:

Any and all documents (including without limitation negotiable instruments) may be signed by the President and any one of the Chair or Vice-Chair of the Board; and

Any one Director or Officer be and is hereby authorised and directed for and on behalf of the Corporation (whether under corporate seal or otherwise) to execute and deliver all agreements, notices, consents, acknowledgements, certificates and other instruments and do all such acts and things as such Director or Officer may consider necessary, desirable or useful for the purpose of giving effect to the foregoing.

Moved by Harley, seconded by Hal, carried unanimously.

14. Presentation, discussion and approval of five year business plan **outline**

Charles presented, in summary form, the draft business plan for NPI's initial five years highlighting deliverables, metrics of success, and areas of focus. General discussion ensued re types and nature of deliverables, expected number of deliverables in successive years and initial metrics that have been identified to measure the impact of the deliverables over time. The Board requested specific changes to the plan as follows:

- Re "federal/provincial roundtable" ask that the business plan indicate that meetings of this group should rotate throughout Northern communities with some allowance for electronic meetings periodically. However when in person meetings occur, government reps should be in attendance.
- Re "stakeholder/civil society roundtable" could occur with multiple nodes and locations all gathering and feeding in through teleconference to a main meeting. Size of group should be less than 50 people. Charles was asked to build a stakeholder grid and the board agreed to provide comment and assistance in populating the first membership list (with the expectation that membership will change over time as groups leave or ask to join or others are formed or are identified).

THE NORTHERN POLICY INSTITUTE

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Minutes of a Meeting of the Board of Directors

October 29 2013

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- “Monitoring the Growth Plan” should be changed to “Monitoring growth in Northern Ontario”
- Re “conference attendance” by NPI, asked that clarity be provided around Board versus staff attendance. Board agreed to report on instances where they attend events “wearing their NPI hat” or are engaged at events in their “NPI role”.

General consensus the business plan was accepted, in principle. Next steps: Charles will revise the draft business plan based on feedback received and circulate it in prose form to the directors for final approval.

15. Five Year Operating Budget: presentation, discussion and approval

Charles presented the five year budget to accompany the draft business plan as well as the original two year placeholder start-up budget reformatted for comparison purposes. General discussion ensued around the reasonableness of revenue forecasts, potential cost inflation and reasonableness of cost estimates related to specific deliverables.

General consensus the draft five year budget matching the business plan was accepted, in principle. Next steps: Charles will revise the draft business plan and budget based on feedback received and circulate it to the directors for final approval.

16. Future Board Meeting Dates

A proposed schedule of future board meeting dates set on the 2nd Thursday in the third month of each fiscal quarter was proposed as follows:

2014

- Thursday, January 9, 2014 - 10-12 – TELECONFERENCE
- Thursday, April 10, 2014 - 9-4, IN PERSON, location TBC, location: TBC, Timmins (proposed)
- Thursday, July 10, 2014 - 10-12 - TELECONFERENCE
- Thursday, October 9, 2014 - 9-4, IN PERSON, **FIRST AGM** location: TBC, Sioux Lookout (proposed)

2015

- Thursday, January 8, 2015 - 10-12 - TELECONFERENCE
- Thursday, April 9, 2015 - 9-4 IN PERSON, location TBC, location: TBC, Kenora (proposed)

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Minutes of a Meeting of the Board of Directors

October 29 2013

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- Thursday, July 9, 2015 - 10-12 – TELECONFERENCE
- Thursday, October 9, 2015 - 9-4, IN PERSON, **SECOND AGM** location: TBC, North Bay (proposed)

These dates were approved by consensus.

17. Other Business

- a. Follow-Up from Minister Gravelle's Presentation to Board May 2013

A general discussion of the Ministers requests from May 2013 was held.

It was agreed that any potential project or project funding/consulting arrangement in regards to further work on the REDA proposal would be passed to the new Development Committee for consideration.

The Minister, as well as representatives of MNDM and NOHFC, have been advised of the intended structure for NPI community consultation and engagement. MNDM specifically has agreed to help convene the federal/provincial standing roundtable. It was generally agreed that this addressed the Minister's desire to ensure MNDM was as engaged and supportive of NPI as possible.

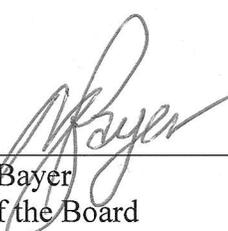
18. Adjourn Board Meeting

Motion to adjourn: Madge moved, Anne Marie seconded. Carried. Meeting adjourned

Minutes approved at the Board of Directors meeting as of April 10th, 2014.



Barbara Eccles
Secretary



Martin Bayer
Chair of the Board