

To: ONE Joint Investment Board  
From: Denis Kelly, Board Secretary  
Date: March 1, 2023  
Re: ONE JIB Terms of Reference – Election of Chair and Vice Chair  
Report: ONE JIB 2023-011

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## 1. RECOMMENDATIONS

It is recommended that the Board:

1. Authorize proposed changes to section 4.11 of the ONE JIB Terms of Reference to provide for three-year terms for both the Chair and Vice Chair.
2. Authorize the provision of at least thirty days' notice to ONE Investment of the proposed changes to section 4.11 of the ONE JIB Terms of Reference.
3. Authorize a proposed change to section 10.2 of the ONE JIB Terms of Reference to provide that an amendment shall be effective immediately upon the majority of the members of ONE JIB agreeing to amend the Terms of Reference at a meeting of ONE JIB at which a quorum is present provided that ONE JIB notifies ONE Investment of the amendment as soon as is practicable.

## 2. SUMMARY

ONE JIB is approaching three years of operation. Upon initial formation of ONE JIB, the Board appointed both the Chair and Vice Chair for three-year terms. This has resulted in continuity and stable governance for ONE JIB. The Terms of Reference provide that an amendment shall not be effective until thirty days after ONE JIB has voted to approve the amendment and ONE JIB has provided thirty days' notice of the amendment to ONE Investment.

## 3. BACKGROUND

Terms of Reference contemplate the Chair being appointed annually.

Section 4.11 of the ONE JIB Terms of Reference, as agreed to by the Participating Municipalities, and as set out below, provides that the Chair is to be elected annually by the members of ONE JIB. It also provides for the appointment of a member of ONE JIB to act in the place of the Chair when the Chair is absent or refuses to act or the office is vacant. This member has been identified as the Vice Chair.

#### **4.11 Chair**

The Chair of ONE JIB shall be elected annually by the members of ONE JIB and upon the resignation, death, disqualification or removal of the current Chair. The members of ONE JIB shall take into account ONE Investment's recommendations, if any, when electing the Chair. The Chair must be a member of ONE JIB. The Chair is responsible for managing the mandate, responsibilities and functions of ONE JIB. The Chair's primary functions are to lead ONE JIB meetings, facilitate the operations and deliberations of ONE JIB, foster communications among ONE JIB members, and ensure ONE JIB carries out its responsibilities in a timely and effective manner. The Chair shall work with the Secretary, who shall act as board secretary of ONE JIB and set agendas and circulate meeting materials for ONE JIB meetings in accordance with the Procedure By-law, and shall be ONE JIB's primary contact with ONE Investment in preparing for meetings. On an ongoing basis, the Chair shall assess whether ONE JIB has appropriate administrative support, access to senior management of ONE Investment and access to outside advisers for the purpose of ONE JIB fulfilling its mandate.

ONE JIB may, by by-law or resolution, appoint a member of ONE JIB to act in the place of the Chair or other member of ONE JIB designated to preside at meetings in ONE JIB's Procedure By-law when the Chair or designated member is absent or refuses to act or the office is vacant, and while so acting such member has all of the powers and duties of the Chair or designated member, as the case may be, with respect to the role of presiding at meetings.

The experience of ONE JIB demonstrates the value of having the Chair appointed for a longer period. At its meeting of May 19, 2020, ONE JIB appointed the Chair and Vice Chair each for a three-year period. The appointment of the Chair and Vice Chair for a longer period than the one-year term provided in the Terms of Reference, has promoted continuity and stability for ONE JIB. The Chair and Vice Chair have provided added value not only at Board and Committee meetings but in working with ONE Investment staff to provide guidance, develop agendas, review reports external to the meetings and provide direction support in respect of future developments.

## **4. ANALYSIS**

**ONE JIB can propose changes to the Terms of Reference but must give at least thirty days' notice of the proposed changes to ONE Investment**

ONE JIB can make changes to the Terms of Reference. But under section 10.2 of the Terms of Reference ONE JIB must notify ONE Investment of any proposed changes. ONE Investment has thirty days to respond to the notice and provide any recommendations on the proposed changes. ONE JIB must meet to consider ONE Investment's recommendations and authorize the proposed changes. The effective date of the proposed changes is no earlier than thirty days after ONE Investment has been notified of the changes. It would be preferable for the changes to be effective immediately upon their authorization by ONE JIB, provided that ONE JIB notifies ONE Investment of the changes as soon as practicable.

If it is the Board's wish to change the Terms of Reference as outlined above, ONE JIB would notify ONE Investment on March 1, 2023 of the proposed changes to section 4.11 and section 10.2 of the Terms of Reference to provide for a three- year term for the Board Chair and Vice-Chair and for amendments to be immediately effective upon their authorization by ONE JIB

provided that ONE JIB notifies ONE Investment of such changes as soon as is practicable.

There will be no further changes to section 4.11 or to section 10.2.

ONE JIB will take into consideration ONE Investment's recommendations, if any, to the proposed changes at its next meeting on May 31, 2023 and thereafter authorize the proposed changes. Further, ONE JIB will hold an election by the members of ONE JIB for Chair and Vice Chair.

## 5. CONCLUSION

ONE JIB has demonstrated good governance in all aspects of its activity. Extending the term of the Chair to three years will allow for leadership continuity and stability for ONE JIB. Providing that changes to the Terms of Reference are effective immediately upon their authorization by ONE JIB on the basis that ONE Investment will be notified of the changes as soon as practicable is efficient, particularly when consideration is given to the fact that ONE Investment will receive thirty days' prior notice of the proposed changes.

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