



ONE JIB

Regular Board Meeting

Minutes

Meeting #: 2020-01
Date: May 19, 2020, 9:00 a.m.
Location: Zoom Virtual Meeting

Board Members Present:

Aubrey Basdeo
Jennifer Dowty
Heidi Franken
James Giles
Bill Hughes
Geri James
Stephen Rettie

Others Present:

Judy Dezell, Co-President/Co-CEO
Donna Herridge, Co-President/Co-CEO
Heather Douglas, Partner, WeirFoulds LLP
Evelyn Foo, Chief Compliance Officer
Denis Kelly
Colin Macdonald, Manager of Investments
Keith Taylor, Chief Investment Officer

1. Welcome

Heather Douglas, Counsel, WeirFoulds, LLP, acted as the Presiding Officer pending the appointment of the Board Chair.

Ms. Douglas introduced herself to the ONE JIB members and welcomed all to the inaugural ONE JIB meeting.

2. Disclosures of Pecuniary Interest

There were no disclosures of pecuniary interest.

3. Introduction of Board Members

Board members introduced themselves and made a few brief comments on their professional backgrounds.

4. Initial Formation Agreement with Founding Municipalities

Heather Douglas, Counsel, WeirFoulds, LLP, made a presentation to the Board on the Initial Formation Agreement between the Founding Municipalities.

Moved by Board Member Hughes

THAT the Board receive the report (May 19, 2020) from Heather Douglas, Counsel, WeirFoulds LLP, and the Initial Formation Agreement.

Carried

5. Appointment of Chair

The Presiding Officer requested nominations for the position of Board Chair for the term ending May 31, 2023, and until a successor is appointed.

Board Member Rettie nominated Board Member Hughes as the Board Chair for the ONE JIB for the term ending May 31, 2023 and until a successor is appointed.

Moved by Board Member Rettie

THAT nominations for the position of Board Chair be closed.

Carried

Moved by Board Member Rettie

THAT the Board appoint Bill Hughes as the Board Chair for the term ending May 31, 2023, and until a successor is appointed.

Carried

6. Appointment of Vice-Chair

Board Chair Hughes requested a nomination for Board Vice-Chair.

Board Member Giles nominated Board Member James for the position of Board Vice-Chair for the term ending May 31, 2023, and until a successor is appointed.

Moved by Board Member Basdeo

THAT nominations for the position of Vice-Chair be closed.

Carried

Moved by Board Member Giles

THAT the Board appoint Board Member James as the Board Vice-Chair for the term ending May 31, 2023, and until a successor is appointed.

Carried

7. Appointment of Secretary

Moved by Board Member Giles

THAT the Board appoint Denis Kelly as the Board Secretary.

Carried

8. Procedure By-law

Denis Kelly, Board Secretary, made a presentation to the Board on the Procedure By-law.

Board Chair Hughes indicated that sections 4 and 7 of the Procedure By-law will need minor amendments to reflect that the Board Chair and Board Vice-Chair are to be appointed annually after the initial term and that the Secretary and alternate Secretary are to be appointed by the Board, acting on the advice of ONE Investment.

Moved by Board Member Franken

THAT the Board adopt the recommendation in the report (May 19, 2020) from Denis Kelly, Board Secretary, and pass the Procedure By-law, as amended.

Carried

9. Appointment of Legal Counsel

Moved by Board Vice-Chair James

THAT the Board appoint WeirFoulds LLP as Legal Counsel.

Carried

10. Appointment of Integrity Commissioner and Closed Meeting Investigator

Heather Douglas, WeirFoulds, LLP, Legal Counsel, made a presentation to the Board on the appointment of the Integrity Commissioner and Closed Meeting Investigator.

Moved by Board Member Basdeo

THAT the Board adopt the recommendation in the report (May 19, 2020) from Heather Douglas, WeirFoulds, LLP, Legal Counsel, and appoint Aird & Berlis, LLP to provide Integrity Commissioner and Closed Meeting Investigator services for a period of one year and that ONE JIB execute the Services Agreement with Aird & Berlis, LLP.

Carried

11. ONE JIB Orientation

Denis Kelly, Board Secretary, made a presentation to the Board members outlining various matters relating to the formation and responsibilities of the Board. He was joined by Susan Han, Partner, WeirFoulds, LLP, Legal Counsel and John Mascarin, Partner, Aird & Berlis, LLP, the Board's Integrity Commissioner and Closed Meeting Investigator.

Moved by Board Member Basdeo

THAT the Board receive the presentation.

Carried

Moved by Board Member Giles

THAT the Board take a 10 minute recess, and resume at 11:00 a.m.

Carried

The Board recessed at 10:50 a.m. and reconvened at 11:02 a.m.

12. Appointment of Signing Officers

Heather Douglas, WeirFoulds, LLP, Legal Counsel, made a presentation to the Board on the appointment of signing officers.

Moved by Board Member Dowty

THAT the Board adopt the recommendations in the report (May 19, 2020) from Heather Douglas, WeirFoulds, LLP, Legal Counsel regarding ONE JIB Signing Authorities as follows:

1. ONE JIB appoints the Chair and Secretary together as the authorized signatories with authority to bind ONE JIB;
2. ONE JIB requires two authorized signatures for all Documents signed on its behalf;
3. In the Chair's absence, ONE JIB appoints the Vice-Chair as the authorized signatory to sign in place of the Chair;
4. ONE JIB authorizes the Secretary to delegate the authority to sign in the place of the Secretary in the Secretary's absence to an appropriate official of ONE Investment who is not a member of ONE JIB.

Carried

13. ONE JIB Agreement

Heather Douglas, WeirFoulds, LLP, Legal Counsel, made a presentation to the Board on the ONE JIB Agreement.

Board Chair Hughes noted that there would need to be a minor amendment to the ONE JIB Agreement as sections 3.7 and 4.11 of the Terms of Reference, which are part of the agreement, need to be amended to reflect the appointment of the Secretary and

alternate Secretary by the Board, acting on the advice of ONE Investment, and the annual appointment of the Board Chair and Vice-Chair after the initial term.

Moved by Board Member Rettie

THAT the Board adopt the recommendation in the report (May 19, 2020) from Heather Douglas, WeirFoulds, LLP, Legal Counsel, and that the Board Chair and Board Secretary execute the ONE JIB Agreement, as amended, on behalf of the ONE JIB.

Carried

14. ONE JIB Terms of Reference

Heather Douglas, WeirFoulds, LLP, Legal Counsel, made a presentation to the Board on the ONE JIB Terms of Reference.

Ms. Douglas noted that minor amendments will be needed to sections 3.7 and 4.11 of the Terms of Reference to reflect the appointment of the Secretary and alternate Secretary, acting on the advice of ONE Investment, and the annual appointment of the Board Chair and Vice-Chair after the initial term.

Moved by Board Vice-Chair James

THAT the Board adopt the recommendation in the report (May 19, 2020) from Heather Douglas, WeirFoulds, LLP, Legal Counsel, and approve the ONE JIB Terms of Reference, as amended, that form part of the ONE JIB Agreement.

Carried

15. Code of Conduct

Heather Douglas, WeirFoulds, LLP, Legal Counsel, made a presentation to the Board on the Code of Conduct.

Moved by Board Member Franken

THAT the Board adopt the recommendation in the report (May 19, 2020) from Heather Douglas, WeirFoulds, LLP, Legal Counsel, and approve and adopt the ONE Joint Investment Board Code of Conduct as presented.

Carried

16. Services Agreement with ONE Investment

Heather Douglas, WeirFoulds, LLP, Legal Counsel, made a presentation to the Board on the Services Agreement with ONE Investment.

Moved by Board Vice-Chair James

THAT the Board adopt the recommendation in the report (May 19, 2020) from Heather Douglas, WeirFoulds, Legal Counsel, that ONE JIB formally engage ONE Investment as its agent pursuant to the terms and conditions in the Services Agreement in its current form.

Carried

17. Schedule of Meetings

The Board was presented with a schedule of meeting dates for 2020 and 2021.

Moved by Board Member Dowty

THAT the Board adopt the schedule of meetings, as follows:

2020

May 19

May 20

June 23

July 14

August 26

September 16

October 20

November 18

December 15

2021

January 12

March 10

May 11

July 14

September 14

November 17

Carried

18. Other Business

Board Member Rettie indicated that the Board should temporarily establish a nominating committee comprised of the Board Chair, Board Vice-Chair and Board Member Rettie, to fill the vacant municipal treasurer position on the ONE JIB by no later than the Board's June 23rd meeting.

As this item was not on the Agenda, Board Chair Hughes indicated that it would require a vote of 2/3 of the Members present for it to carry.

Moved by Board Member Dowty

THAT the Board temporarily establish a nominating committee comprised of the Board Chair, Board Vice-Chair and Board Member Rettie to fill the vacant municipal treasurer position on the ONE JIB and make a recommendation to the Board by no later than the Board's meeting of June 23, 2020.

Carried by a 2/3 Majority Vote

19. Closed Session - Private Attachment to Integrity Commissioner and Closed Meeting Investigator Services Agreement with Aird & Berlis LLP - Solicitor-Client

The Board convened in closed session at 12:05 p.m.

Moved by Board Member Rettie

THAT the Board move into closed session for the purpose of considering a private attachment to the Integrity Commissioner and Closed Meeting Investigator Services Agreement with Aird & Berlis LLP, as this relates to a matter of solicitor-client privilege.

Carried

20. Reconvene in Public Session

Moved by Board Member Dowty

THAT the Board reconvene in public session.

Carried

The Board reconvened in public session at 12:16 p.m.

Moved by Board Vice-Chair James

THAT the Board receive the private attachment.

Carried

21. Authorizing Motion

Board Chair Hughes suggested that there be a motion that the appropriate staff of ONE JIB and ONE Investment be given the authority to do all things necessary, including executing any documents, to give effect to the Board's decisions today. He indicated that this motion would require a 2/3 vote of the Members present to carry since it was not listed on the Agenda.

Moved by Board Member Dowty

THAT the appropriate staff of ONE JIB and ONE Investment be given the authority to do all things necessary, including executing any documents, to give effect to the Board's decisions today.

Carried by a 2/3 Majority Vote

22. Adjournment

Moved by Board Member Giles

THAT the Board adjourn its meeting.

Carried

The meeting adjourned at 12:20 p.m.

23. Next Meeting: May 20, 2020 - 9:00 a.m.

Denis Kelly, Board Secretary