

To: ONE Joint Investment Board
From: Denis Kelly, Board Secretary
Date: June 1, 2023
Re: Amendments to ONE JIB Terms of Reference and Procedure By-law
Report: ONE JIB 2023-029

1. RECOMMENDATIONS

It is recommended that the Board:

1. Amend section 4.11 of the ONE JIB Terms of Reference to provide for three-year terms for both the Chair and Vice-Chair.
2. Amend section 10.2 of the ONE JIB Terms of Reference to provide that an amendment shall be effective immediately upon the ONE JIB agreeing to amend the Terms of Reference, provided that the ONE JIB notifies ONE Investment of the amendment as soon as practicable.
3. Give notice that, at its meeting of September 6, 2023, the ONE JIB will be considering amendments to sections 4(1) and 4(2) of its Procedure By-law to provide for three-year terms for both the Chair and Vice-Chair.
4. Direct staff to undertake a complete review of the Terms of Reference and Procedure By-law and report to the ONE JIB at its meeting of February 28, 2024.

2. SUMMARY

At its March 1, 2023 meeting, ONE JIB approved proceeding with two proposed changes to its Terms of Reference. These were to appoint both the Chair and Vice Chair for three-year terms and to streamline the provision of notice to ONE Investment of any future changes to the ONE JIB Terms of Reference.

The Board then notified ONE Investment of the proposed changes, as required under the Terms of Reference. The Board's letter indicated that at its next meeting on June 1, 2023, the Board would take into consideration any recommendations from ONE Investment relating to the proposed changes.

ONE Investment has responded in support of these changes and requesting that a full review of the Terms of Reference be completed before May 2024. It is timely to amend the Terms of Reference to include the proposed changes and to amend the Procedure By-law to make it consistent with the Terms of Reference. It is also timely to conduct a comprehensive review of both the Terms of Reference and the Procedure By-law.

3. BACKGROUND

ONE Investment supports the requested amendments to the ONE JIB Terms of Reference

In a letter dated March 8, 2023 (Attachment 1), ONE Investment expressed its support for the proposed changes to sections 4.11 and 10.2 of the ONE JIB Terms of Reference. It also suggested that ONE JIB conduct a comprehensive review of its Terms of Reference by May 2024.

The ONE JIB has been using the existing Terms of Reference since inception in May 2020

The ONE JIB Terms of Reference were developed prior to the launch of the ONE JIB and formed part of the ONE JIB Agreement with the Participating Municipalities. They were approved by the Board on May 19, 2020.

The ONE JIB's Procedure By-law currently provides for both the Chair and Vice-Chair to be appointed annually

Section 4(1) of ONE JIB's Procedure By-law provides that the Members shall appoint the Chair of the Board annually in accordance with section 4.11 of the Board's Terms of Reference and upon the resignation, death, disqualification, or removal of the current Chair.

Similarly, section 4(2) of the Procedure By-law provides that the Members shall appoint a Vice-Chair from among the Members at the first meeting of the Board each year after the appointment of the Chair.

The ONE JIB has been using the existing Procedure By-law with minor modifications since the Board's inception in May 2020

The Procedure By-law was originally enacted at the same time as the Terms of Reference were approved – on May 19, 2020. The only amendment to the By-law since then has been to reflect changes in the *Municipal Act* regarding virtual attendance at ONE JIB meetings.

4. ANALYSIS

The Terms of Reference can be amended to provide for a three-year term for both the Chair and Vice-Chair and to streamline the notice requirement to ONE Investment

The ONE JIB has received ONE Investment's support for a change to section 4.11 of the Terms of Reference to provide for a three-year term for both the Chair and the Vice-Chair. Similarly, it has received ONE Investment's support for a change to section 10.2 of the Terms of Reference to provide for streamlined notice to ONE Investment of any proposed amendments. It would be appropriate for the ONE JIB to now amend these sections of the Terms of Reference.

Three years after ONE JIB's inception a comprehensive review of the Terms of Reference is timely

ONE Investment has suggested that the ONE JIB conduct a comprehensive review of its Terms of Reference by May 2024.

Now that the ONE JIB has been operational for more than three years, it is time to undertake a full review of the Terms of Reference in the context of current business operations of the ONE JIB. This review can be conducted in advance of ONE Investment's suggested date of May 2024 and in time for the Board's meeting scheduled for February 28, 2024.

The Procedure By-law should be amended to make it consistent with the Terms of Reference

The change to a three-year term for the Board Chair and Vice-Chair in the Terms of Reference, if approved by the Board, should be mirrored by a similar change to the Procedure By-law, which currently provides for an election of the Chair and Vice-Chair each year. The ONE JIB can hold an election by the members of the ONE JIB for Chair and Vice Chair for a three-year term once the appropriate changes to the Terms of Reference and the Procedure By-law are finalized. The earliest possible time for this would be at the Board's meeting on September 6, 2023. This is because the Procedure By-law contains a provision whereby the Board must give notice of any proposed changes to the By-law at the first regular meeting prior to the meeting at which the changes are considered. The Board should therefore give notice that it proposes to change its Procedure By-law at its September meeting.

Concurrent review of both the Terms of Reference and Procedure By-law will keep key foundational documents synchronized

Given ONE Investment's recommendation to complete a full review of the Terms of Reference, it is recommended a review of the Procedure By-law be completed concurrently with the review of the Terms of Reference and by February 28, 2024.

5. CONCLUSION

ONE JIB is demonstrating a commitment to good governance and continuous improvement by regularly reviewing key foundational documents such as its Terms of Reference and Procedure By-law.

Drafted by: Judy Dezell, Co-President/CEO ONE Investment, Denis Kelly, Board Secretary
Approved by: Judy Dezell and Donna Herridge, Co-Presidents/CEO ONE Investment