



REPORT

To: ONE Joint Investment Board
From: Judy Dezell, Co-President/Co-CEO, ONE Investment
Date: September 6, 2023
Re: Procedure By-law Amendments – Terms of Chair and Vice-Chair
Report: ONE JIB 2023-O35

1. RECOMMENDATIONS

It is recommended that the Board:

1. Approve amendments to sections 4(1) and 4(2) of its Procedure By-law to provide for three-year terms for the Chair and Vice-Chair.

2. SUMMARY

This report sets out proposed amendments to sections 4(1) and 4(2) of ONE JIB's Procedure By-law to provide for three-year terms for both the Chair and Vice-Chair. These would align the Board's Procedure By-law with its Terms of Reference.

3. BACKGROUND

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

At its meeting of June 1, 2023, ONE JIB amended section 4.11 of its Terms of Reference to provide for three-year terms for both the Chair and the Vice-Chair. It also gave notice, required under its Procedure By-law, that at its meeting of September 6, 2023, it would be considering amendments to sections 4 (1) and 4(2) of the Procedure By-law to provide for three-year terms for both the Chair and the Vice-Chair. The amendments would align the Procedure By-law with the Terms of Reference.

4. ANALYSIS

ONE JIB's Procedure By-law should be amended to provide that the Chair and Vice-Chair are appointed every three years

The change to a three-year term for the Board's Chair and Vice-Chair in the Terms of Reference should be mirrored by a similar change to the Procedure By-law, which currently provides for an annual election of the Chair and Vice-Chair.

The current Chair and Vice-Chair were each appointed on May 19, 2020 for the term ending May 31, 2023, and until a successor is appointed. ONE JIB will be able to hold an election by the Members of ONE JIB for Chair and Vice-Chair for a three-year term once the appropriate changes to the Procedure By-law are finalized. Both the Chair and the Vice-Chair would be appointed from among the Members of the Board and would hold office for three years and until a successor is appointed.

It is proposed that sections 4(1) and 4(2) of the Procedure By-law be amended to read as follows:

4(1) The Members shall appoint the Chair of the Board from among the Members of the Board every three years 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. The Chair shall hold office for a three-year term and until a successor is appointed.

4(2) The Members shall appoint a Vice-Chair of the Board from among the Members of the Board every three years following the appointment of the Chair, and upon the resignation, death, disqualification or removal of the current Vice-Chair. The Vice-Chair shall hold office for a three-year term and until a successor is appointed.

5. CONCLUSION

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

Drafted by: Judy Dezell, Co-President/CEO

Approved by: Judy Dezell and Donna Herridge, Co-Presidents/CEO