



ONE JIB

Regular Board Meeting

Minutes

Meeting #: 2020-07
Date: November 18, 2020, 9:00 a.m.
Location: Zoom Virtual Meeting

Members Present:

Board Chair B. Hughes
Board Vice-Chair G. James
J. Dowty
H. Franken
J. Giles
M. Melinyshyn
S. Rettie

Others Present:

J. Dezell, Co-President/Co-CEO, ONE Investment
D. Herridge, Co-President/Co-CEO, ONE Investment
H. Douglas, WeirFoulds LLP, Legal Counsel
E. Foo, Chief Compliance Officer, ONE Investment
D. Kelly, Board Secretary
K. Taylor, Chief Investment Officer, ONE Investment

1. Chair's Welcome

Board Chair Hughes welcomed all to the meeting.

2. Disclosures of Pecuniary Interest

There were no disclosures of pecuniary interest.

3. Minutes of Previous Meeting

3.a Approval of Minutes

Moved by Board Vice-Chair James

THAT the minutes of the October 20, 2020 ONE JIB Meeting be approved as circulated.

Carried

3.b Business Arising from Minutes

There was no business arising from minutes.

4. Communication

Board Chair Hughes indicated that the Agenda included a communication from Mawer Investment Management Ltd., the Board's Marketing Manager for Global Equity Funds, relating to the appointment of Christian Deckart, CFA, Ph.D, as the lead manager for Mawer's Global Equity Strategy.

Moved by Board Member Giles

THAT the Board receive the communication.

Carried

5. Delegations

There were no delegations.

6. Governance and Administrative Matters

6.a ONE JIB Recruitment Process and Tools

Judy Dezell, Co-President/CEO, ONE Investment made a presentation and provided key highlights from the ONE JIB Recruitment Process report.

Moved by Board Member Dowty

THAT the Board receive the presentation from Judy Dezell, Co-President/Co-CEO, ONE Investment, and adopt the four recommendations in the report dated November 18, 2020, namely to adopt the ONE JIB Recruitment Process report dated November 18, 2020, approve the Skills Matrix attached as Appendix A to

the report, approve the ONE JIB Director Job Description attached as Appendix B to the report and direct ONE staff to provide the Board with the next review of the Skills Matrix in the fall of 2021.

Amendment moved by Board Member Franken

THAT the fifth Qualification in the Job Description for a ONE JIB Director, attached as Appendix B, be amended to add the words “or professional body” so that it now reads:

“not having been declared bankrupt or had disciplinary action by a security regulator or self-regulating investment organization *or professional body* in the past twenty years.”

Amendment moved by Board Chair Hughes

THAT the words "Willing to engage in discussions with differences of opinion, but able to ‘speak with one voice’ on Board decisions" be deleted from the Board Governance/Knowledge section of the Skills Matrix, attached as Appendix A, as they are a repeat of the words contained in the Communications section.

The amendments carried.

The main motion moved by Board Member Dowty carried, as amended.

6.b Nominating Committee

Judy Dezell, Co-President/CEO, ONE Investment, made a presentation and provided key highlights from the Nominating Committee report.

Moved by Board Member Rettie

THAT the Board receive the presentation from Judy Dezell, Co-President/Co-CEO, ONE Investment, and adopt the recommendation in the ONE JIB Nominating Committee report dated November 18, 2020, to appoint Board Chair Hughes, Vice Chair James, and Board Members Dowty and Giles to form a Nominating Committee to recruit two new board members.

6.c Board Governance Self-Evaluation

Board Chair Hughes made a presentation on the Board Governance Self-Evaluation.

Moved by Board Member Rettie

THAT the Board receive the presentation from Board Chair Hughes and approve the ONE JIB Self-Assessment Questionnaire Fall 2020 attached as Appendix A to the report dated November 18, 2020.

There were various amendments to the Questionnaire moved by the Board Members.

Amendments moved by Board Member Franken

1. THAT Section A be amended to add the following:

9. The ONE JIB has been transparent in how it conducts its business and how it reports out to its participating municipalities

2. THAT Section B be amended to add the following:

13. The quality of the process for onboarding Directors

3. THAT Section C be amended to add the following:

4. The ONE JIB exercises an objective and independent role separate from staff

4. THAT Section D be amended to add the following:

14. Developing a succession plan for key roles on the Board

Amendments moved by Board Member Dowty

5. THAT the question for Section D be amended to read “What should the ONE JIB’s priorities be *during 2021 and 2022?*”

6. THAT Section D.3 be amended to read “Building relationships with *current founding* municipal investors *and participating municipalities*”

Amendments moved by Board Member Giles

7. That Section D be amended to add the following:

15. Risk management

8. That Section D be amended to add the following:

16. Working with ONE Investment to develop education and training materials on investments for municipalities

The amendments carried.

The main motion moved by Board Member Rettie carried, as amended.

7. Strategy and Policy

7.a Review of IPS, MCQ and Investment Plan

Keith Taylor, Chief Investment Officer, ONE Investment made a presentation and provided key highlights from the Review of the Investment Plan, Municipal Client Questionnaire and Investment Policy Statement Templates report.

Moved by Board Member Melinyshyn

THAT the Board receive the presentation from Keith Taylor, Chief Investment Officer, ONE Investment and adopt the four recommendations in the report dated November 18, 2020 as amended, to approve the attached Municipal Client Questionnaire template, Investment Policy Statement template and Investment Plan template and direct staff to bring the next annual review of the templates to the Board in the Fall 2021.

Amendments moved by Board Member Giles

1. THAT the initial words of the third bullet in section 6.7.2 of the Investment Policy Statement (IPS) be amended to read as follows:

“A listing of individual investments held *at the fund level...*”

2. THAT the initial words of section 2.2 of the Municipal Client Questionnaire (MCQ) be amended to read as follows:

2.2 Check the following *list of investments* that apply to the Municipality’s current investment portfolio.

3. THAT the first bullet point under section 3.1 of the Municipal Client Questionnaire be amended to read as follows:

“Capital preservation is the main objective. Willingness to accept low returns in order to *minimize the likelihood of losses.*”

Amendments moved by Board Chair Hughes

4. THAT the following question and table outlining details of each Municipality’s MNRI by Reserve and Investment Horizon be Inserted between sections 4.1 and 4.2 of the Municipal Client Questionnaire

Please provide a table showing reserves and reserve funds divided into “Money Required Immediately” and “Money Not Required Immediately” with investment time horizons.

MNRI Determination							Investment Horizon				
Reserve	Brief Description	Balance End 2020	MRI (ST) %	MNRI (LT) %	MRI Amount	MNRI Amount	0-18 months	18 months – 3 yrs	3-5 yrs	5-10 yrs	10+ yrs

Note: MNRI can be determined on the basis of time, source of funds, purpose of funds, or such other means as the municipality may decide is appropriate.

5. THAT sections 4.3, 4.4 and 4.5 of the Municipal Client Questionnaire be deleted.

6. THAT the following section be inserted prior to section 4.6 of the draft Municipal Client Questionnaire:

4.4 Please provide a copy of the Municipality's multi-year capital plan and its asset management plan, to the best of your ability, by year and funding source

Amendment to the amendment moved by Board Member Melinyshyn

THAT it be understood that the portion of the table referred to in amendment 4 moved by Board Chair Hughes relating to 0-18 months will not be populated if it does not include MNRI.

Amendment to the amendment moved by Board Member Rettie

THAT the table referred to in amendment 4 moved by Board Chair Hughes be amended to refer to "Reserve Type" in the first column.

The amendments carried.

The main motion moved by Board Member Melinyshyn carried, as amended.

8. Investment Oversight

8.a Quarterly Performance Reporting

Keith Taylor, Chief Investment Officer, ONE Investment made a presentation and provided key highlights from the Quarterly Performance Reporting report.

Moved by Board Member Franken

THAT the Board receive the presentation from Keith Taylor, Chief Investment Officer, ONE Investment and adopt the recommendation in the report dated November 18, 2020 to receive the Quarterly Performance Reporting report.

Amendment moved by Board Member Rettie

THAT staff be directed to develop options for clarifying that the “Quarter” and “Year to Date” columns are not annualized.

Amendment moved by Board Member Dowty

THAT staff be directed to provide two separate commentaries for the Canadian Equity Fund and Global Equity Fund.

Amendment moved by Board Member Giles

THAT staff be directed to indicate that the returns are net of/after fees.

The amendments carried.

The main motion moved by Board Member Franken carried, as amended.

9. Other Business

In response to a question from Board Member Giles, Keith Taylor, Chief Investment Officer, ONE Investment will make the quarter-ended reports from Mawer and Manulife available to the Board members after the ONE JIB meeting.

10. Meeting Outcomes

Board Chair Hughes outlined the meeting outcomes from today's meeting:

1. Approved the recruitment process and established a nominating committee to recruit candidates to fill the two ONE JIB vacancies.
2. Received the Board Governance Self-Evaluation report, as amended, which staff will include and send out for the ONE JIB Board Members to complete.
3. Received and approved amendments to the templates of the Investment Policy Statement, Municipal Client Questionnaire and Investment Plan.

4. Received the first quarterly performance reports of the Founding Municipalities, and directed that specific amendments be made.

11. Authorizing Motion

Moved by Board Member Giles

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

12. Adjournment

Moved by Board Vice-Chair James

THAT the Board adjourn its meeting.

Carried

The meeting adjourned at 11:07 a.m.

13. Next Meeting: December 15, 2020 - 9:00 a.m.

Denis Kelly, Board Secretary