

**Attachment 1**



**ONE JIB**

*Board Member Survey  
July 2024*





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**Board Member Survey**  
**Report to co-CEOs**  
**July 31, 2024**

ONE JIB is committed to investing time into maintaining a strong governance structure. Since inception, it conducts an annual governance self-evaluation. Overall, there seems to be strong support for ONE JIB’s governance structure, however, having one-on-one conversations about the governance framework with existing Board members provides ONE JIB with a deeper dive into the operations and valuable insights from the board’s perspective.

ONE JIB enjoys a very engaged Board Chair. Having someone independent of ONE JIB conducting interviews with board members provides a third-party perspective and would be most beneficial to support initiatives moving forward. The interview process will seek frank, anonymous feedback on the governance functioning of ONE JIB, the relationship with ONE Investment and its support in assisting ONE JIB making informed decisions as they advance their business interests.

Following consultations with the co-CEOs, interview questions (9) were developed. Interviews were scheduled with ONE JIB board members (30-minute interviews – with 9 members). A summary of the interview responses and comments are summarized in this report on an anonymous basis to ensure honest, open and candid responses. Interviews were conducted with 8 of 9 board members participating for an 89% response rate.

Regular engagement surveys demonstrate an organization’s commitment to continuous improvement and transparency, fostering trust among board members and contributing to good governance. This survey should compliment the Board’s annual Self Assessment.

**1. Does the current Strategic Plan provide a clear set of relevant and realistic goals and strategic direction to ONE JIB?**

- Generally, very good
- Not a standard board relationship
- Service provider vs business operations
- Oversight of investments
- Clearly stated objectives, refreshed in 2022
- Frequent updates on progress using heat maps (colour coded)
- Many positives
- Clear understanding of client base
- Governance focus
- Should be more pro-active on product roll-out
- supportive of plan
- leverages prudent investor concept
- worthwhile goals
- strategic plan was approved by both boards
- applicable to each entity, somewhat confusing, '*complicated*'
- similar to municipal strategic planning process
- facilitator was used
- longstanding members certainly understand
- OCIO model serves well, heading in the right direction
- Strategic plan feeds into business model
- Attracting new municipal clients is working well
- Self-evaluation survey used
- Suggested priorities & rank goals
- Plan was provided to board

Consensus supports the current Strategic Plan provides relevant and realistic goals to ONE JIB. The relationship between ONE Investment and ONE JIB was often referred to as unique and not a traditional model. However, the mandate in attracting and serving municipal clients has been successful and development continues to grow. The Strategic Plan should continue to be the guiding light for an organization as it clearly articulates the priorities of the board and should be adhered to by corporate leadership in the budget development and in the operations of the business units.

**a) Were board members adequately involved in the process of developing the strategic plan?**

- Slow start

- Sub-committee involvement provided awareness at different times
- Not problematic; board meeting gets everyone on the same page
- Good communications by both CEOs
- Goals were presented to board vs developed by board
- Met with consultant, minimal details discussed
- Management team sometimes unclear on alignment of goals
- Yes: ‘nose in, fingers out’
- Yes, impressed with skill set of board
- Reaction & comment to plan in 2 meetings
- Process was consultant & staff driven
- Valuable tool
- Engaged, experienced, varied perspectives
- Somewhat, group input & at board
- Could have been more engaging
- Sufficient time provided for feedback from board members
- Good process for this board
- Active and open communication during process

Mixed views on process, particularly on goals/objectives being provided for comment versus developed through board input and consensus. Importance and value of board’s broad perspectives was noted. Best practices suggest that board engagement is critical during the strategic planning process to ensure buy-in and consensus achieved in setting the priorities of the board’s term.

**b) Do you feel the board regularly monitors and evaluates progress towards strategic goals?**

- Yes, regular updates, quarterly dashboards (hi-level)
- process oriented
- Progress reports provided
- Heavy municipal reference & influence
- Sometimes slow paced
- Cyclical
- Changes occurring in municipal sector
- Focus s/b more granular on strategic plan priorities
- Helpful to separate in dashboard – strategic plan & board activities
- Scorecard -moving toward more robust format
- Moving the needle on objectives
- Yes, standing agenda topic
- Dashboard monitoring

- Dramatic shift recently – use of KPIs
- Performance of fund to board
- Comments welcome & encouraged
- Important measurement of board’s success
- Annual review of goals, targets
- Use of scorecards (coloured)
- Achievements highlighted
- Details of variances & action required/recommended

Monitoring appears to be a standing reporting agenda item, utilizing scorecard and dashboard concept. Recent introduction of KPIs noted with expectations of higher value reports. Variance reports note issues and recommended actions for board consideration. Maintaining sight of the board’s strategic priorities will ensure the organization remains focused on the objectives identified as high value importance.

**2. Do you feel the board has adequate opportunity for input into the financial planning process?**

- Not their role, beyond purview of ONE JIB
- Receive good information
- Aspects of benchmarking vary public vs private investment
- Receive & critique budget – no input into design
- Unique structure with Investment Board
- Non-operating mandate
- Good growth & trajectory
- One Investment vs ONE JIB (not involved in transactions)
- CHUMS & LAS process transactions
- Adequate info to support decisions
- Unique set-up
- Limited oversight as set-up
- Structure currently works well – minimal decisions on financial planning
- Not much – governance focus
- Responsibility at upper level
- Perhaps @ ONE Investment Board – should we?
- Blurred understanding
- Fund vs Operations
- No – Investment board level

Requires clarification among board members

There is some degree of misunderstanding with regard to financial planning process responsibilities attributable to ONE JIB. Once again, the unique structure was noted. One response questioned whether ONE JIB should have more input. Several members stated it

was not the mandate of ONE JIB, which has a governance focus compared to that of the Investment Board with a more operational focus. Role clarification will provide benefit to all members.

**3. Is the performance measurement system helpful to board members and does it use contemporary methods (e.g. performance scorecard, dashboards, etc.)**

- Asset/Fund Managers model
- Good reports on investments
- Additional information provided on request
- Some tools used are good; others need further development
- Need to become more data centric
- Analytics advancements have been significant in the marketplace; need to take advantage of these tools
- Speed of uptake concerning
- New products being added
- Practical approach to benchmarking
- Missing transaction impact from Legal List to Prudent Investor
- Timely reports
- Balance between private markets vs municipal world
- Concern re Prudent Investor role
- CIO – Bay Street fund managers & municipal competitiveness
- Challenges continuously increasing
- Thoughtful values among willing members
- Good use of dashboards
- Investment performance report – comprehensive, useful, detailed & informative
- Hired Fund Managers (5) report
- Outsourced OCIO model
- Contemporary methods used, however room to enhance
- Thorough, informative reports
- Metrics & KPI's serve purpose
- Work in progress, slowly being implemented
- Municipal reporting could be stronger
- Good updates from Fund Managers
- Targets met? Yes/No – why?
- Tools being used in staff reports – visuals, graphics
- Yes – scorecard
- No - dashboard

Performance measurement and related reporting seem to be quite adequately addressed. Use of measurement tools for reporting have begun to be introduced, with references to room for improvement and perhaps an accelerated use of these tools. Municipal reporting needs identified as distinct from fund performance reporting; enhancing municipal reporting opportunities is encouraged. Also, a clear understanding of the Prudent Investor is essential for all board members to effectively contribute to the conversation and policy setting.

**4. When there are significant financial and/or quality performance variances, does ONE JIB management provide the board with acceptable explanations and action plans for dealing with those variances?**

- Yes, sub-committees see details
- Exception reporting provided
- Results/actions recommended
- Process improvements developing
- Infrequent variances
- Fantastic job on reports & supporting details (700 page agendas)
- Executive summaries provided
- Caring team
- Operational execution – pragmatic, aware, effective
- Impressed with operational implementation
- Excellent reporting - explanations, discussion, decision
- Compliance Officer & Investment Officer collaborate well, diligent oversight
- Yes, rationale why & plan to recover/remedy
- Yes – timely issues noted for action & follow-up
- No major issues following pandemic (2022)
- Rationale provided when metrics not met
- Well communicated – Keith is knowledgeable, explains well
- Staff always well prepared for response to questions

Variance reporting provided in a timely manner, along with recommendations for action. Reports are detailed, concise and comprehensive. This area of ONE JIB seems to be very well recognized by board members and functioning at a high level. Kudos are noted to staff members providing the board reports as being well informed and knowledgeable as subject matter experts.

**5. Is there an effective process for establishing and measuring the CEOs annual objectives?**

- Not ONE JIB responsibility (Investment Board)
- Process follows Strategic Plan
- Supports establishing definitive objectives – concrete & measurable
- ONE JIB doesn't see CEO objectives
- Flows thru Investment Board
- Report directly to Investment Board
- Not really involved in performance evaluation
- Feels CEOs are doing effective job
- More at ONE Investment board level
- No input from ONE JIB
- CPO process questioned – filled externally
- Yes – co-CEOs effective
- 'Smart' objectives
- Timelines with regular updates provided
- OCIO – supporting growth

The consensus among ONE JIB members is that the CEOs objectives are established and the responsibility of the ONE Investment board. While monitoring their engagement and noting adherence to strategic priorities, general satisfaction with their performance and representations to the ONE JIB board, it was noted that the co-CEOs performance evaluation rests with the ONE Investment board. This does not preclude the opportunity for ONE JIB board members to contribute to the evaluation process.

**6. Does the organization have a clear communications strategy to share its performance and plans to key stakeholders and investors in an effective and transparent manner?**

- Yes, 2 municipal Treasurers on the board
- Feedback is positive from Fund Managers
- Supplemental reports provided periodically
- Strong communications in sharing information
- Positive feedback from municipalities
- Yes – much time invested here
- Outreach & communication within sector
- Education on sector impacts
- Transparency stronger than private sector
- Performance reporting is excellent



- Municipal clients get same report as board
- Strategy to grow members & investment \$
- Challenging outreach
- Performance awareness – education not sales
- Evolving, naturally developing
- Creating greater trust within sector
- Member growth & interest
- Significant growth in Assets under Management
- Board communications good
- Weakness – outsource CIO (could have been better)
- Doesn't have a good sense re investors & shareholders
- Very good reporting to municipalities
- New investor efforts attractive
- Better understanding needed of 'Prudent Investor'
- Yes – quarterly meetings
- Comprehensive agenda (500-700 pages)
- Investment Manager reports
- Portfolio reports
- Newsletter to board & municipalities
- Proactive engagement

There appears to be strong agreement among board members that the ONE JIB communication strategy is effectively meeting the needs of stakeholders and investors. Use of contemporary reporting methods, frequency of reports, KPIs and metrics measurement along with scorecards and dashboards is acknowledged. Continuous improvement in the use of these reporting tools is encouraged and is expected to result in better servicing stakeholder and investor needs.

**7. In your estimation, does the ONE JIB board of directors perform well, including the committees and team members, in collaboration with management?**

- Yes, good working relationship
- Good collaboration
- Timely responses
- Very formal
- Board optimizes expertise of member's background
- Well respected
- Term renewals reflect quality collaboration & respectful relationships
- Professionalism top notch
- Excellent communications & collaboration
- Positive atmosphere

- Efficiently run meetings
- Fortunate to have experienced Chair & Vice Chair
- Skills inventory is high among board members
- Term limits – proactive members
- Balance among board members & skills sets
- Very effective board, highly skilled
- Collegial & respectful board environment
- Drive for success to municipalities
- Very good attendance at meetings
- Well prepared
- Long agendas (500+ pages)
- Good staff reports & voluminous performance reports
- Engaged, respectful, prepared members
- Effective working committees, developing diverse products to meet demand
- Adapting well to formal communications
- Process heavy (sometimes frustrating)
- New initiatives should be discussed more (perhaps an education session)
- Greater interaction
- Excellent relationship
- Amazing staff – knowledgeable
- No conflicts
- Positive environment
- Complimentary backgrounds among members
- Shared expertise
- Collaborative team
- Open communication
- Fabulous to work with

These responses reflect a very high level of satisfaction among ONE JIB members in their make-up and conduct as a high-performing board. Comments support a respectful environment and balance among members from municipal and financial investment services backgrounds. Several references to agenda length; perhaps this should be explored with a view toward reducing volume of detail needed to support board recommendations for consideration and decisions.

**8. Does the Management Team keep you informed about everything that impacts the organization to ensure you are able to function effectively as a board member?**

- Agent model relationship
- No reason to believe information being withheld
- Sufficient information provided to support good decision making
- Timely updates provided
- Accommodating board requests
- Transparent
- Not blindsided
- Quarterly municipal updates
- Proud of board reps
- Engaging
- Positive experience
- Co-CEOs very effective, complement each other
- CIO strengths effective
- No issues, no surprises
- Good quality reports, agenda, timely updates
- Urgent matters addressed in timely manner
- Very good, concise staff reports
- Municipal update (standing agenda items) – links to Prudent Investor, Strategic Plan

Widely met expectations are referenced by board members on the level of satisfaction from the Management Team providing informative information, updates and reports on the investment activities of ONE JIB. A sense of pride on being a board member among esteemed colleagues.

Corporate governance is at the heart of the successful operation of an organization. It not only improves the overall performance, but also promotes a higher degree of trust among the investors and stakeholders.

**9. Is there anything that has not been asked in this interview that would be of interest to better understand the board of directors or the organization?**

- Good relationship with CEOs
- Questions are freely posed & responded to
- Recognizes strong working relationships
- Enjoyable experience
- Good mix of backgrounds among members
- Learning opportunity from each other

- Well rounded board representation
- Keep doing what we do
- Appreciation of role
- Flexible & understanding
- Collaborative approach
- Board functions very well
- Assets under Management will increase significantly this year – strategic plan objective
- Impressed overall with board functions
- Legal rep at every meeting...Necessary?
- Positive experience
- Opportunity to learn
- Opportunity to hear from municipalities
- Responsive to inquiries
- Board (municipal treasurer’s) remuneration should be similar to other members
- Good effort was made on behalf of treasurers
- Consider ICD training – good courses

Generally positive ad hoc comments provided by ONE JIB board members. Reflects high degree of satisfaction and pride by members. Acknowledges professionalism and integrity of leadership and support staff.

Among general comments and observations noted:

- Board member process re motions & amendments is too informal
- Should adhere closer to ‘Roberts Rules’
- Could strengthen ‘*the record*’ if challenged
- Dynamic board with broad perspectives
- Chair revises recommendations & shares with board members in advance
- CIO report writing concerns

## Conclusion

In measuring a board's effectiveness, a review of the board's agendas is a good way to assess its effectiveness. If the same items are repeatedly appearing on the agenda with no resolution, it may be an indication that the board lacks the necessary expertise to deal with the issue. Boards should explore the frequency of information exchanges with leadership.

The effectiveness of the board Chair is another indication of overall board effectiveness. A good facilitator prioritizes agenda items, manages meetings well, encourages full participation and member engagement, allows for respectful discussion on dissenting opinions and represents the organization professionally. If a board director believes the board isn't effective in some area, it probably isn't.

Quality board director recruitment and succession planning are also positive ways to measure board effectiveness. Succession planning should be robust and there should be a clear process for it. For quality succession planning to occur, boards need the results of their self-evaluations. The results of this survey should offer support to succession planning initiatives the board may wish to pursue.

It is important that organizations strive to follow good corporate governance practices. To assist, we set out what we consider to be 8 key components:

1. Governance Frameworks
2. Governance Documentation
3. Policies in line with law and applicable regulations
4. Documenting processes and procedures
5. Effective board reporting
6. Agenda and minutes
7. Director training and board evaluations
8. Governance policies

Source: PwC Entity Governance & Compliance

## Importance of Effective Board Relations

When directors work collaboratively in harmony and with a shared purpose, their achievements are significantly better. Where there is a breakdown in the relationships, it can only result in reduced effectiveness of the board as a unit.

Best decisions are made when all members are active in the conversation, willing to listen to others' points of view and challenge contrary opinions in a constructive manner. When there is a breakdown in the relationships on the board, some members can hold back, and others might not be open to hearing alternative opinions. What should be a collaborative effort sometimes becomes a competition to 'win' the debate by speaking louder.

A well-balanced board does not mean that everyone thinks the same, but rather that each member is willing to consider the range of ideas, perspectives and concerns around the table. This diversity of thought is what drives better decision-making and good governance.

Given the role the board plays in setting the tone for ONE JIB's culture and performance, as it relates to the Investment Board, having a sub-optimal board dynamic can be detrimental to the strategic future of the business.

In a 2002 letter to Berkshire Hathaway shareholders, Warren Buffet famously lamented his multiple derelictions of duty as a director of some 40 corporations over nearly two decades. *“Too often I was silent when management made proposals that I judged to be counter to the interest of stakeholders”. In those cases, collegiality trumped independence and a certain social atmosphere presides in boardrooms where it becomes impolitic to challenge the chief executive.”*

I have my doubts as to Warren Buffett being derelict of duty. Perhaps a reassessment of how corporate directors liaise and collaborate with corporate management in 2024 versus 2002 and prior. As leaders exercising a new force in corporate governance, the landscape has changed and is a contributing success factor to achieving continuous improvement in the interests of good governance on the boards being served.

## **Opportunities for Strengthening Relationships with Team Members**

- Active listening
- Open dialogue
- Shared goals
- SMART goals – specific, measurable, achievable, relevant & time-bound
- Respect differences
- Constructive feedback
- Empathy
- Choices for collaboration & consensus
- Range of perspectives
- Acknowledge generational experience
- Find common ground

## **Considerations to Strengthen Board Relations**

- Establish clear roles and responsibilities
- Foster open communication
- Implement effective onboarding for new members
- Provide board training and development regularly
- Encourage diversity and inclusivity
- Utilize effective meeting management