



APEX Board of Directors Meeting
Réunion du Conseil d'administration de l'APEX

September 10, 2019 / le 10 septembre 2019
Record of decisions / Compte rendu des décisions

Present/Présent:

Michael Whittaker	Piero Narducci*	Bojana Zizic	Emilio Franco
Nicolino Frate	Lori Streefkerk *	Indira Persaud*	Maxime Garon*
Sheriff Abdou*	Angela Bate*		

Secretariat/Sécrétariat:

Jacqueline Rigg	William (Bill) LeDuc	Maria Pagliarello	Janet Wong
Lynda Noel	Larry Menard	Ilna Rehberg	Line Larose
Helen Braiter	Isabelle Veilleux		

Guest/Invitée:

Valérie Marcil (Marcil-Lavallée)

Regrets:

Johanne Bélisle	Daryell Nowlan	Laurie Sargent	Charlotte Stewart
Doug Zolinsky			

**Teleconference / Conférence téléphonique*

<i>Discussion Items / Points de discussion</i>	<i>Decisions and follow-up / Décisions et suivi</i>
Opening Remarks	Michael Whittaker welcomed all Board members and APEX staff, and a roundtable was conducted.
1- Chair and CEO Updates	Chair Updates: Michael provided a brief update on his initial meetings with Jacqueline, and confirmed that an event is still being planned for early fall to celebrate the departing Board members and as a formal farewell to Michel Vermette.

Discussion Items / Points de discussion	Decisions and follow-up / Décisions et suivi
	<p>CEO Updates:</p> <p>Jaqueline introduced and welcomed two new APEX Executives to the Association (Helen Braiter and Isabelle Veilleux) and indicated that a third (Jared Adams) will be joining soon. She then presented a short deck summarizing some of the work undertaken over her first 90 days with the Association, including the development of a revised APEX Vision and Mission Statement, the creation of a Values Statement, and recent meetings and engagement activities with Departments and stakeholders. She also highlighted some of the key events and activities planned for the coming months.</p>
<p>2- For Decision</p> <p>a) Approval of Agenda / <i>Approbation de l'ordre du jour</i></p> <p>b) Board of Director's meeting minutes from June 25, 2019.</p> <p>c) Approval of the Board Forward Agenda</p> <p>d) Audit Committee Report – 2018-19 Audited Financial Statements and Appointment of the Auditor for 2019-20</p>	<p>Prior to moving forward with the formal agenda items, it was noted that the APEX Investment Account item would be for both discussion and decision and that the Nominating Committee Report would be presented as part of the APEX Annual General Meeting item.</p> <p>The agenda was approved. Motion proposed by Michael Whittaker, moved by Bojana Zizic and seconded by Nick Frate.</p> <p>The minutes were approved. Motion proposed by Michael Whittaker, moved by Emilio Franco and seconded by Piero Narducci.</p> <p>The forward agenda was approved. Motion proposed by Michael Whittaker, moved by Lori Streefkerk and seconded by Angela Bate.</p> <p>Bojana Zizic, Chair of the APEX Audit Committee provided an overview of the results of the June 20th Audit Committee meeting, underlining that the discussions focused primarily on the APEX's financial statements, the approval of Auditors for 2019-20 and questions around the Associations Investment Account – more specifically, the amounts identified for a Contingency Fund and the potential use of the identified surplus funding.</p>

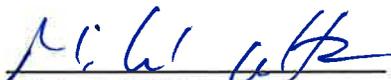
<i>Discussion Items / Points de discussion</i>	<i>Decisions and follow-up / Décisions et suivi</i>
	<p>In an effort to obtain clarity around the guidelines associated with the establishment and management of Reserve funds by Not-for-Profit Corporations, Valérie Marcil was asked to outline the financial policies and practices governing these accounts. She explained that while there are no “hard and fast” rules in terms of identifying specific amounts for organizational contingencies, the key is ensuring that sound management is in place (particularly with respect to spending) and that a broad financial strategy exists with respect to the financial goals and objectives of the Association. It was agreed that overall, APEX is in a very sound financial position, and that options need to be developed with respect to the potential reinvestment of surplus funding back into the Association (to be addressed as part of the Investment Account discussion)</p> <p>It was proposed that the Audited Financial Statements for the period ending March 31st, 2019 be approved and presented to the membership at the October 1st Annual General Meeting.</p> <p>Motion proposed by Michael Whittaker, moved by Emilio Franco and seconded by Nick Frate</p> <p>With respect to the appointment of Auditors for the 2019-20 fiscal-year, Bojana explained that the Audit Committee was of the opinion that given the organizational changes to the Association and given the familiarity of Marcil Lavallée with its financial operations, that the second and final optional year of their contract for audit services be exercised. It was agreed that in the interest of sound accounting practices, a new RFP will then be issued seeking a firm that will be able to provide a fresh viewpoint with respect to the Association’s financial situation and that the Association be tasked with developing a list of potential firms for consideration and inclusion in the RFP.</p> <p>It was also agreed that the topic of a new RFP be brought forward for discussion at a future Board of Directors agenda item in the new calendar year.</p>

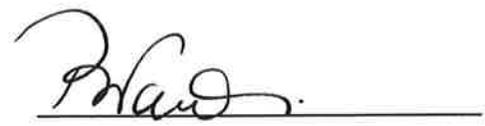
<i>Discussion Items / Points de discussion</i>	<i>Decisions and follow-up / Décisions et suivi</i>
	<p>leading up to the Annual General Meeting, noting that the required formal notice was provided to the membership on August 28th (within the required 21 to 35-day window) and highlighting the key agenda items for discussion at the meeting – including the 2018-19 Annual Report, the Audited Financial Statements and the election of the slate of Directors.</p> <p>He also indicated that any potential additions to the agenda, such as the Governance issue (also scheduled for discussion at the meeting) would need to be confirmed as quickly as possible in order to ensure that the required documentation could be finalized and posted on the website.</p> <p>Subject to on the addition of the Governance item (and the required By-law changes), the proposed agenda for the Annual General Meeting was approved.</p> <p>Motion proposed by Michael Whittaker, moved by Emilio Franco and seconded by Nick Frate.</p>
<p>3- For Discussion</p> <p>a) Governance – Role of the Past Chair</p>	<p>Michael summarized the recent changes related to the proposed Governance document, including amendments resulting from discussions at the last Board meeting related to the need for additional context and clarification regarding the role and commitment level expected of the Past Chair. He then opened the floor to individual Board members to provide their comments and feedback with respect to the proposal, and taking it forward to the Annual General meeting for consideration by the membership and for the approval of the required By-law changes.</p> <p>Most Board members agreed with the proposal in general, however there were specific concerns raised with respect to potential overlap between the role of the Past Chair and the Vice Chair, and the need for a clearer distinction with respect to the individual roles of each position. This led to a broader discussion regarding the role of the Executive Committee and the relationship</p>

<i>Discussion Items / Points de discussion</i>	<i>Decisions and follow-up / Décisions et suivi</i>
<p>b) APEX Investment Account</p>	<p>between the Chair and Vice Chair. In the end, the improved governance and organizational continuity resulting for the creation of a Past Chair position was recognized and should be taken forward to the AGM for consideration and approval, but that modifications to the current language may be required in order to ensure that the necessary clarification governing the role is provided and understood. It was also decided that the role of the Executive Committee be discussed at a future meeting of the Board of Directors.</p> <p>Board members with specific concerns regarding the language used in the current version of the Governance document were asked to provide their feedback to Bill LeDuc in order to allow the proposal and the associated By-law amendments to be modified accordingly for inclusion on the APEX website and subsequently presented to the membership for review and approval at the upcoming Annual General Meeting. The proposed agenda for the AGM will be modified accordingly to include this item.</p> <p>Further to the meeting of the APEX Audit Committee and subsequent discussions with both the Auditor and the Portfolio Manager for the APEX Investment account, Jacqueline indicated that there is currently a surplus of approximately \$900K that exists in excess of the \$1M dedicated to the Association’s identified reserve. She highlighted that this surplus could be re-invested back into the Association to the benefit of the membership over a multi-year timeframe, through a series of initiatives which would include conducting additional advocacy and research (on topics such as health and compensation), increasing regional outreach and the organization and delivery of national events, and increasing the staff complement of the Association in order to provide additional support – particularly in the area of EX advisory services.</p> <p>Individual Board members were asked to provide their comments and feedback on this proposed re-investment and the options being proposed. All were supportive of</p>

<i>Discussion Items / Points de discussion</i>	<i>Decisions and follow-up / Décisions et suivi</i>
	<p>the initiative and the identified areas of focus, particularly with respect to playing an increased advocacy role on behalf of our members, reaching out to, and engaging our regional members and being able to provide additional resources in the area of Executive support. They also cautioned that while the need for collaboration with our key partners such as OCHRO, TBS and the Canada School is important, we need to understand what their focus is, how it contributes to our mandate and to ensure that we are able to balance these relationships while maintaining our own independence.</p> <p>It was agreed that based on the financial information provided, the Association should continue to move forward with the development and pursuit of targeted initiatives and projects in relation to the re-investment of the identified \$900K, that it continue to keep the Board apprised on developments in this regard and that this item be included for further discussion at the Annual Board Planning Retreat in November.</p> <p>It was also decided that additional discussion may be required as part of a future Board meeting with respect to addressing the issue of how to manage ongoing financial surpluses, potential guidelines and control mechanisms for accessing this funding and a re-evaluation of the Association’s current investment strategy and risk profile – including looking at potential options with respect to the management the investment portfolio.</p>
<p>4- For Information</p> <p>a) Advisory Services for Executives (ASE) Report 2018-19</p>	<p>Johanne LeBlanc provided a short overview of the 2018-19 Report on Advisory Services for Executives, highlighting a 33% increase in the demand for service and a 44% increase in the number of client sessions. She confirmed that the major themes for consultation continue to be career management and transition, relationships with superiors, terms and conditions and performance management and more than 47% of clients reported suffering from health and mental health conditions as a result of their work-related situations – a sharp increase from the 8.3% reported during the previous year.</p>

Discussion Items / Points de discussion	Decisions and follow-up / Décisions et suivi
<p>b) CEO Monthly Report – July</p>	<p>Harassment and workplace violence complaints also remain high, and more Executives were willing to come forward to make complaints against their Senior management than in previous years.</p> <p>A communications strategy and proposed mechanisms for sharing the results of the report were then discussed, and it was confirmed that the report would be shared with the Clerk as well as distributed more broadly through the Heads of Executive Services of the various Departments and Agencies.</p> <p>Jaqueline distributed copies of the updated version of the monthly CEO Report for July and provided a brief overview of its contents – with a particular focus on financial report. She encouraged Board members to share any feedback regarding the new format of the report and the information it provides. She also confirmed that moving forward, members will receive the report in advance of the scheduled Board meeting.</p>
<p>The meeting was adjourned at 17:50</p>	
<p>5- In Camera Session</p>	


Michael Whittaker
Chair / président


Piero Narducci
Secretary / secrétaire