



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

**April 30, 2019 / le 30 avril 2019**

**Record of decisions / Compte rendu des décisions**

**Present/Présent:**

Michael Whittaker	Piero Narducci	Indira Persaud*	Angela Bate*
Laurie Sargent	Doug Zolinsky*	Lori Streefkerk	Bojana Zizic
Nicolino Frate	Johanne Bélisle	Sheriff Abdou	

**Secretariat/Secrétariat:**

Michel Vermette	William (Bill) LeDuc	Maria Pagliarello
Lynda Noel	Natalie Jones	Iлона Rehberg

**Regrets:**

Maxime Garon	Charlotte Stewart	Daryell Nowlan	Emilio Franco
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*\*Teleconference / Conférence téléphonique*

<b><i>Discussion Items / Points de discussion</i></b>	<b><i>Decisions and follow-up / Décisions et suivi</i></b>
<b>Opening Remarks</b>	Michael Whittaker welcomed everyone to the meeting and highlighted a couple of the key agenda items to be discussed
<b>1- Chair and CEO Updates</b>	<p>Chair Updates:</p> <p>Michael spoke briefly about the search for a new CEO and stated that the process is nearing a conclusion. He also stressed the importance of having strong governance processes within the organization and the role these will play in helping to ensure a smooth transition both with respect to the arrival of a new CEO and the election of new Board and Executive Committee members.</p> <p>CEO Updates:</p> <p>Michel provided an update on the Association's membership numbers, which have now reached a record high, and the results of the APEX Awards of Excellence, which will be announced in the next APEX Newsletter and</p>

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	presented as part of the upcoming Leadership Symposium. He also introduced Natalie Jones, who recently joined the Association as a Visiting Executive from the Public Service Commission and whose responsibilities will include professional development and talent management
<p><b>2- For Decision</b></p> <p><b>a) Approval of Agenda / <i>Approbation de l'ordre du jour</i></b></p> <p><b>b) Board of Director's meeting minutes from February 19, 2019.</b></p> <p><b>c) Approval of the Board Forward Agenda</b></p> <p><b>d) 2018-19 Annual Report</b></p>	<p>The agenda was approved Motion proposed by Michael Whittaker, moved by Piero Narducci and seconded by Lori Streefkerk.</p> <p>The minutes were approved. Motion proposed by Michael Whittaker, moved by Sheriff Abdou and seconded by Laurie Sargent.</p> <p>The Board Forward Agenda was approved subject to the addition of an agenda item for the September Board meeting on the Investment Account, more specifically in relation to the size and potential uses of this funding as part of a larger discussion on the overall financial position of the Association.</p> <p>Motion proposed by Michael Whittaker, moved by Nick Frate and seconded by Johanne Bélisle</p> <p>Michel provided a status report on the 2018-19 Annual Report, noting that it will be available for tabling earlier than in previous years. He also noted the changes made as a result of concerns identified by some Board members regarding the linkages between the Association's activities and its Strategic Objectives and a modification to the organization of the report with respect to the location of the membership information.</p> <p>As there were no additional comments, the report will be forwarded for translation in an effort to release it prior to the Symposium.</p> <p>A motion to approve the 2018-19 Annual Report was proposed by Michael Whittaker, moved by Angela Bate and seconded by Nick Frate</p>

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<p><b>3)- For discussion</b></p> <p><b>a) Governance – Ensuring Continuity and Draft Nominating Committee Procedures.</b></p>	<p>Bill LeDuc provided an overview of the document entitled Governance – Ensuring Continuity, outlining concerns previously identified by the Chair regarding how the Association does not currently have defined mechanisms in place to assist with transition and organizational continuity. He explained how one potential solution to addressing this issue would be to create a Past Chair position which, in addition to assisting with transition issues, could also assist in other areas, including the reestablishment of the Executive Committee and the election of an Interim Chair. He went on the outline the specific processes related to these responsibilities as well as the required changes to the existing Association By-laws.</p> <p>There was general consensus as to the potential advantages of establishing a Past Chair position and while no specific issues were raised, members were asked to review and provide their comments on the document to Bill LeDuc by May 15<sup>th</sup> prior to it being brought back to the Board in June for any additional discussion and a formal motion for approval.</p> <p>Prior the discussion of the Nominating Committee procedures, the Chair was reminded that the Chair of the Nominating Committee, chosen during the first meeting of that Committee, requires the approval of the Board of Directors. A motion to approve Laurie Sargent as the Chair of the Nominating Committee was proposed by Michael Whittaker, moved by Piero Narducci and seconded by Lori Streefkerk.</p> <p>Bill LeDuc continued with a presentation of the Draft Nominating Committee Procedures, highlighting sections dedicated to the mandate and composition of the Committee, the election of new Board members and the key timelines – which already existed as part of the Association By-laws and other materials. He also underlined the addition of a new section identifying a process to address current Board members seeking re-election. This process would require Board members</p>

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<p><b>b) 2019 Call for Applications (Nominating Committee)</b></p> <p><b>c) CEO Search Committee Update</b></p>	<p>seeking an additional term to formally confirm and justify their intentions in writing to the Chair of the Nominating Committee in advance of the formal Call for Applications process.</p> <p>The Nominating Committee will implement these draft procedures (including the process for current members seeking re-election) as part of the 2019 Call for Applications exercise and will report back on the results at the next Board of Directors meeting. Based on the success of this approach, the draft procedures in question will then be formalized through the drafting and submission of a motion for Board approval.</p> <p>Further to the discussion on the draft Nominating Committee procedures it was confirmed that Board members seeking re-election would forward an e-mail to Laurie Sargent confirming their intention by May 7th. Subsequent to the receipt and assessment of this information and a confirmation of the number of vacant positions, the formal Call for Applications will be finalized and issued in mid-May. Board members were also asked to provide any comments they may have with respect to the draft poster to Bill LeDuc.</p> <p>Michael provided a brief update on the progress of the CEO Search Committee, confirming that several candidates had applied for the position and that interviews have taken place. He indicated that the process is now in its final stages and that once a decision has been reached, the information will be shared via a conference call with the Board in advance of the formal announcement and introduction of the successful candidate at the upcoming Symposium.</p>
<p><b>4- For Information</b></p> <p><b>a) 2019 Leadership Symposium – Update</b></p>	<p>Maria Pagliarulo provided a short update on the status of the 2019 Leadership Symposium including details regarding registration to date and increases in the number of exhibitors and corporate sponsorships. She also highlighted the demographics and diversity of the planned</p>

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<p><b>b) CEO Monthly Report (March)</b></p>	<p>speakers. Michel indicated that individual members of the Board of Directors will be called upon to undertake specific roles during the Symposium, and that these would be finalized and communicated to Board members once their attendance was confirmed.</p> <p>Within the context of the information provided in the report related to Corporate Priorities and the sessions on Supporting Efforts to Address the Pay System, a question was asked regarding the nature and results of these discussions. Michel Vermette clarified that while the discussions are centered around pay and compensation issues, the focus is more around identifying ways for managers to address some of the more common pay concerns and the sharing of best practices and common fixes as opposed to a more strategic discussion around the identification of a new pay system and defining some of its key requirements and functionalities.</p>
<p><b>The meeting was adjourned at 17:40</b></p>	
<p><b>5- In Camera Session</b></p>	



Michael Whittaker  
Chair / président



Piero Narducci  
Secretary / secrétaire

