

**National Executive Committee meeting
Friday, February 23rd, 2018
National Office (Boardroom 1967) 4th floor
100 Queen St., Ottawa, Ontario**

MINUTES

Present: G. Phillips (Chair), O. Alarie, N. Bois, A. Coles, H. Collins, N. Giannakoulis, G. Kopytko, F. Lord, K. Mansfield, B. Marquis, A. Nemec, A. Picotte, M. Stiermann, A. Trau and E. Venditti (*last 30mins of meeting*)

Staff: D. Therien, J. Courty and C. Vézina

Regrets: H. Delnick, M. Dyck (*participated via conference call for agenda item #4 only*)

1. Call to Order

The NEC meeting was officially called to order at 10:03 am and the Chair confirmed quorum was achieved.

1.1 Review of Agenda

The agenda was briefly reviewed. It was requested adding the Collective Bargaining Committee under item 2.2 (Committees' review). NEC members were in agreement.

Motion to accept the NEC agenda as amended

Moved by: A. Nemec

Seconded by: N. Giannakoulis

Abstentions (2)

By show of hands: Motion carried unanimously

1.2 Review of previous NEC public minutes

It was requested re-confirming the outcome of the Strategic Retreat discussion and whether a motion was passed to that effect. There were no comments on the minutes.

Motion to accept the NEC public minutes dated January 26, 2018 as presented

Moved by: N. Giannakoulis

Seconded by: A. Nemec

Abstentions (3)

By show of hands: Motion carried unanimously

1.3 Review of previous NEC in-camera minutes

**Paper copies of the in-camera minutes were circulated to NEC members.*

Motion to accept the in-camera NEC minutes dated January 26, 2018 as presented

Moved by: A. Nemec

Seconded by: M. Stiermann

It was mentioned that a couple of sections of the in-camera minutes should be carried over to the public minutes as it was neglected to come out of camera. As such, the Chair suggested making this change himself in order to proceed with the approval of the in-camera minutes. However it was agreed by the NEC to defer the approval of the in-camera minutes until the next NEC meeting. ***Motion Deferred***

2. Decision Items

2.1 Appointment of NEC Directors (TR)

Nicolas Bois and Olivier Alarie had previously submitted their memberships as representatives of the Translation Group (TR) on the NEC. Their bios were included in meeting package.

** N. Bois and O. Alarie momentarily stepped out of the room (10:12am)*

Be it resolved that the NEC approves Olivier Alarie and Nicolas Bois to fill in the TR vacancies on the Board of Directors

Abstentions (1)

By Acclamation: Motion carried unanimously

** N. Bois and O. Alarie returned to the room (10:13am)*

2.2 Committees' review: A document outlining each of the committees' mandates, structure, restrictions, composition etc. was previously circulated. It was noted that these subcommittees are considered as consultative bodies to the NEC.

a. Communications Committee

This committee has not met for a year. In light of the Association revamping its communications strategy and with no pressing need to call upon this committee, the Chair recommended revisiting this matter at a later time given the financial considerations that must be taken into account. The NEC can then reassess whether to reestablish this committee. The Chair requested NEC members' insight on next steps.

Comments/Recommendations:

- A recommendation was put forth that in the event the NEC decides to revive the Communications Committee, a call for volunteers should be made and to clearly state to members of this committee that meetings would only be scheduled as needed rather than on a standing basis
- In response to the previous comment it was noted that optically delaying scheduling any meetings can be problematic and individuals may question the rationale for

initially calling for volunteers and subsequently in the absence of active participation interest can be lost

- In response to a member's inquiry, the Chair confirmed it is not within the mandate of the Communications Committee to respond to improper or derogatory articles appearing in the newspaper regarding issues faced by the Association (*e.g.: bargaining issues*). These types of external communications would strictly be handled at the National Office level with the President's involvement and with legal counsel's input
- One of the members noted some correlation as well as overlaps between the Communications Committee and the Education Committee
- Seeing that the Educations Committee might drive the need for communication (*e.g.: conducting research or obtaining status on Phoenix*), a recommendation was made that this type of communication be dealt with by the Educations Committee
- With the Communications Committee's mandate directed more on the operational side, one of the members didn't see a need for this subcommittee, particularly as the Educations Committee might have a longer-term mandate and have more relevance to address these communications
- The Chair shared his long term vision with respect to a communication strategy and stated that the intent will be to have a more robust website containing more information with the possibility of adding an interactive component that would enable members to connect with the NEC, as well as identifying effective ways to attract more people to the website. In that instance, the Communications Committee could then play a role by providing assistance in various aspects such as ensuring the website will remain up to date etc.

Be it resolved that the Communications Committee be temporarily suspended

Abstentions (1)

By show of hands: Motion carried unanimously

b. Education Committee

Overall this committee has accomplished a number of initiatives. They were overseeing the "Reignite Learning Series", which was costly.

Motion to extend discussions by 15 min

Moved by: A. Nemec

Seconded by: N. Giannakoulis

Opposed (1)

Abstentions (1)

By show of hands: Motion carried

It was also noted that the Education Committee was meeting on a regular basis in 2017 but eventually lacked the membership to sustain it given that the former Chair of that committee had stepped down. Operationally this committee proved to be resource intensive and will be hard to sustain moving forward. Having sat on this committee from the onset, one of the NEC members had suggested adding a professional development component (*i.e.: key learning sessions*) but the recommendation was never received. While there are many topics members can be educated on (*e.g.: Phoenix, Steward training etc.*),

NEC members held a brief discussion on how to move forward with the Education Committee.

Be it resolved that the Education Committee be temporarily be suspended

Abstentions (1)

By show of hands: Motion carried unanimously

As a closing remark, the Chair reminded NEC members that any of the subcommittees of the NEC can be discussed, revived or reassessed at any point should the NEC decide to do so.

** In light of the meeting running behind schedule, discussions were suspended and the order of the agenda was shifted to accommodate guest presenters in attendance.*

4. NEC Orientation Session/Presentation

Legal counsel for CAPE Peter Engelmann of Goldblatt Partners LLP introduced himself and his associate Colleen Bauman to the NEC. They both shared some of their background and experience working with CAPE over the years. Documents to complement P. Engelmann's presentation were circulated to NEC members for review. In light of the social media component being integrated in the overall presentation, it was decided to hold the entire presentation in-camera.

Motion to go in-camera at 10:49am

Moved by: O. Alarie

Seconded by: A. Picotte

Abstentions (1)

By show of hands: Motion carried unanimously

(G. Kopytko joined the meeting at around 10:51am)

(M. Dyck joined this portion of the meeting via conference call at 10:53am)

Motion to go out of camera at 12:02pm

Moved by: A. Nemec

Seconded by: A. Picotte

Abstentions (1)

By show of hands: Motion carried unanimously

(M. Dyck left the conference call at 12:02pm)

Lunch Break

5. Institute on Governance (IOG) presentation

IOG Senior Director Michael O'Neill introduced himself, briefly talked about the IOG role and shared some of his background and expertise on board governance. A Summary Report on the recommendations and findings outlining areas of improvements was previously circulated to NEC members. Still in draft mode, this report was originally at the behest of

the former NEC who solicited the services of the IOG to look at the governance practices of the NEC and provide recommendations as to how the governance can be strengthened.

The methodology provided to the IOG and subsequently followed focused on 3 points of evidence:

1. Performing key informant interviews with as many of the former NEC members as possible as well as with several incoming NEC members, which were all on a voluntary basis
2. Performing a review of CAPE documents (*e.g.: NEC minutes, Board policies etc.*)
3. Developing case studies. In agreement with the NEC, 3 organizations for the case studies were mutually proposed and selected as followed: the Association of Canadian Financial Officers (ACFO), the Professional Institute of the Public Service of Canada (PIPSC) and lastly the Public Service Alliance of Canada (PSAC).

IOG's directive and objective was to examine the mandates and strategies of the NEC, as well as roles and responsibilities of the NEC to ensure they were well understood, procedures and practices of the NEC, review the NEC's composition, the IOG reviewed the orientation, on-boarding and all the processes in place that will assist with individuals seamlessly joining the NEC. Lastly, NEC committees as well as NEC-Staff relations were analyzed.

M. O'Neill highlighted some key points deriving from the Summary Report. He noted that all of the recommendations outlined in the Report were based on best practices as applied in the field of Board Governance, in not-for-profit and public sector unions, and therefore do not represent his views and/or those of his associate, Laura Edgar.

Q&A Session/Comments:

- The Chair recommended considering striking a subcommittee of the NEC to sift through this in great detail and with the assistance of IOG determine which recommendations can be actioned, identify those in the process of being completed and assign tasks to the designated committees. M. Stiermann volunteered to sit on this ad hoc committee should it be established
- One of the members noted that the HR subcommittee is currently engaged in these actions and therefore a new committee is not required
- Another member believed this should be spearheaded by the Constitution and Bylaws Committee, which M. O'Neill concurred
- A comment was raised that there is a cross-over between the HR Subcommittee and the Constitution and Bylaws Committee and therefore did not see the need for striking a new ad hoc committee or working group and instead recommended allowing the Constitution and Bylaws Committee to perform their work and extract the relevant elements of the issues
- Another member concurred with the previous comment as it would entail creating a punctual subcommittee to deal with a systemic governance issue. With a structure already in place, any recommendations will eventually come back to this body as it is its mandate, not that of a subcommittee. Alternatively, it was suggested allowing the 2 committees to perform their work and come back to the NEC with a

solution(s). As a response, the concern with this approach was that delegating this to the 2 subcommittees and allowing them to work independently can be perceived as wasted time and effort working on the same issue. A recommendation was put for to divide this report between the 2 committees

- One of the members inquired as to the IOG's willingness to assist the NEC in organizing an orientation session day. M. responded in the affirmative and stated this is a service frequently performed for other governmental and not-for-profit organizations
- In response to a member's question, M. O'Neill mentioned that although recommendations outlined in the Summary Report have not been triaged to identify critical or priority ones to take action on, clearly the orientation and on-boarding should be considered as a fundamental priority as many of the problems encountered in the organization in previous years stemmed from governance issues and a lack of strong consensual understanding of CAPE/NEC members' roles and accountabilities, and clear characterization of who's interest was being served etc.
- As a follow up to the previous comment, it was requested for the IOG to identify the short, mid and long term action items. M. O'Neill confirmed he will add an annex when finalizing the report that will help serve as a roadmap to determine which action items to implement
- It was recommended that the chairs of each respective committees (*i.e.: the Constitutions and Bylaws Committee and the HR Subcommittee*) would meet with the President and N. Giannakoulis so they can work in tandem and decide among themselves on the proper course of action then report back to the NEC

That concluded the presentation. Michael O'Neill was acknowledged by the NEC for his comprehensive Summary Report and he has committed to include an action plan once the report is finalized and will confirm via email on a delivery date.

Motion to convene a joint committee meeting between the entirety of both the Constitutions and Bylaws Committee and the HR Subcommittee to review the IOG report findings to the eye of splitting up issues to be reviewed at their separate committees and/or determine whether some issues can be jointly considered

Moved by: A. Nemec

Seconded by: N. Giannakoulis

Opposed (1)

Abstentions (1)

By show of hands: Motion carried

As a last comment, one of the members wondered as to next steps with regards to organizing an orientation session with the IOG's assistance. The Chair stated this can be anticipated in due time but that it is regarded as of importance and will be conducted in a more robust manner when the time comes.

**The NEC resumed with the original order of the agenda*

2.2 Committees' review (cont'd)

- c. **Mobilization and Job Action Committee**
- d. **Young Members Committee**

The Chair requested tabling discussions on the Mobilization & Job Action Committee and the Young Members Committee until the next meeting. NEC members were in agreement.

- e. **CBC for ECs:** The Chair called for volunteers to sit on the Collective Bargaining Committee. N. Giannakoulis, A. Coles, K. Mansfield, A. Trau and H. Collins put their names forward.

Be it resolved that the NEC appoints the above volunteers to sit on the Collective Bargaining Committee for ECs

Abstentions (1)

By show of hands: Motion carried unanimously

3. Action Items deriving from last NEC meeting

It was confirmed that all action items have been completed and moving forward will be added as a standing agenda item.

Health Break

(Agenda item # 6.1 was reviewed in-camera)

6.2 Constitution and By-laws Committee: Following the IOG presentation, it was agreed the Constitution and By-laws Committee will work alongside the HR subcommittee to review the IOG Summary Report.

6.3 CRC 3-person Committee: F. Lord reported on behalf of the committee with respect to M. Dyck's counter complaint against E. Tremblay. The CRC 3-person Committee made no findings in that complaint that would be considered frivolous or fictitious and therefore recommends this goes forward and that it be investigated. This matter will be deferred to the 3-person Investigative subcommittee to investigate how they see fit.

Be it resolved that the counter complaint filed by Myranda Dyck dated January 02, 2018 against Emmanuelle Tremblay be moved to the 3-person Investigative subcommittee to investigate

Moved by: F. Lord

Seconded by: O. Alarie

Abstentions (1)

By show of hands: Motion carried unanimously

Action Item: F. Lord was requested to draft a 2 or 3-page summary report and submit it to Julie Courty's attention.

**On a side note, the Chair reminded NEC members that should they have any questions of a political nature that is should be directly addressed to his attention via email. Any other matters related to this Board should be addressed to the attention of Julie Courty*

6.4 Finance Committee: One of the members inquired as to the process should a member wish to sit on the Finance Committee. It was confirmed that an email to the committee chair expressing interest must be submitted and a response as to potential vacancies will be received accordingly.

6.5 HR Subcommittee (Terms of Reference): It was stated that the TORs cannot be in conflict with the Constitution as they currently are as stated in the legal opinion received from P. Engelmann. It was recommended and agreed re-assigning the TORs to the HR subcommittee in accordance with the legal opinion and revamping them accordingly.

Motion to forward the legal opinion and the Terms of Reference to the HR subcommittee for review and amendment so that it may be in conformity with the Constitution

Moved by: K. Mansfield

Seconded by: G. Kopytko

Abstentions (2)

By show of hands: Motion carried unanimously

7. Reports

7.1 President's Report

Paper copies of the President's Report were circulated, received and accepted. The Chair dispensed of reading his report but briefly went over some of the highlights.

7.2 VP's Report

The VP's report will be forwarded once translated.

7.3 Professional Services Report

The Professional Services report will also be forwarded once translated.

7.4 Finance Report

The Finance Committee met yesterday and a draft of the financial statement was provided as additional time to finalize the report is required. Overall the Association is about \$800K of favorability, which is mainly as a result of salaries. The Association is well over budget on professional and legal fees and is expected to substantially surpass this amount by the end of the fiscal year (April 30th). However it was noted that a \$400K contingency fund is available if needed. A final statement is anticipated to be released on February 28th and an updated draft will be circulated to the NEC.

One of the members inquired as to the policy which defines all extraordinary non-budgetary expenditures (*i.e.: those that are \$5K and above*). C. Vézina iterated he was unable to locate the policy in question but knowing that it was drafted in the last 5 or 6 years, he had instructed L. Truswell to review previous minutes from that time period and will follow up on progress.

8. Meeting Adjournment

Motion to adjourn the NEC meeting

Moved by: A. Nemec

Seconded by: M. Stiermann

By show of hands: Motion carried unanimously

The NEC meeting adjourned at 5:21 p.m. EDT

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The above minutes are accepted as a true representation of the National Executive Committee meeting held on February 23rd, 2018

APPROVED by:

Chairperson

Date