

**fmi igf Board of Directors Meeting**  
**December 18, 2019**  
**11:00 am (EST)**  
**MINUTES**

DISCUSSION	ACTION ITEMS
<p><b>Attendance:</b> Derek Cockburn (<i>President</i>), Athena Dinos, Barb Kelly, Dan Maloley, and Linda Dow  <b>Regrets:</b> None  <b>Recording Secretary:</b> Danielle Belair  <b>Guest:</b> Alain Seguin, Interim CEO</p>	
<p><b>1. Agenda &amp; Verification of Qurum</b></p> <ul style="list-style-type: none"> <li>➤ Quorum was achieved</li> </ul>	
<p><b>2. Approval of Minutes</b></p> <p><b><u>MOTION:</u></b>  <i>That the Minutes of the Board Meetings held on November 13, 17, 19 and 22, 2019, be approved</i></p> <p>Moved by Athena, seconded by Barb. Motion Carried</p>	<p><b>Derek</b> to email draft minutes to the Board by <b>December 31, 2019</b></p>
<ul style="list-style-type: none"> <li>➤ <b>Review of Action Items</b></li> <li>➤ Reviewed outstanding action items and <u>seven</u> items still in progress</li> </ul>	<p><b>Derek</b> to email updated Action Items to Board by <b>December 31, 2019</b></p>
<p><b>3. Election Process &amp; Governance Review</b></p> <ul style="list-style-type: none"> <li>➤ Athena has received feedback from the selected group of internal fmi advisors</li> <li>➤ Athena is continuing to work with Watson Inc. on revisions to the election process</li> <li>➤ It was agreed that the formal election will take place on Monday, June 8<sup>th</sup> at PSMW in Halifax</li> </ul>	<p><b>Derek</b> to notify Kathryn and Fred (PSMW Chairs) of the decision to hold the election in conjunction with PSMW by <b>December 31, 2019</b></p> <p><b>Barb</b> to book a GNC meeting for the week of January 13<sup>th</sup> by <b>December 27, 2019</b></p>

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<p><b>4. Policies</b></p> <ul style="list-style-type: none"> <li>➤ Barb presented the current version of the <b>Whistleblower</b> policy</li> <li>➤ Barb will next prepare a draft <b>Code of Conduct</b> policy</li> <li>➤ Need to make approved policies available on the fmi website for access by all members</li> </ul>	<p><b>Barb</b> to provide Alain with the latest draft of the Whistleblower policy to share with the NO Staff by <b>December 27, 2019</b>. <b>Alain</b> to request feedback from the NO Staff by <b>January 20, 2020</b></p> <p><b>Barb</b> to provide the Board with a draft Code of Conduct policy by <b>January 13, 2020</b>. The <b>Board</b> to provide comments to Barb by <b>January 20, 2020</b></p> <p><b>Barb</b> to provide Alain with a listing of approved policies for posting onto the fmi website by <b>January 13, 2020</b></p>
<p><b>5. CEO Update</b></p> <ul style="list-style-type: none"> <li>➤ A Request for Proposals (RFP) was issued in November to three of the large CPA firms in the Ottawa/Toronto Region to perform a forensic audit of the allegations of the inappropriate accumulation of hotel reward points. The RFP closed on December 16<sup>th</sup>, and two of the three firms submitted proposals.</li> <li>➤ Discussion on the need to finalize an fmi Annual Report for the fiscal year ended June 30, 2019.</li> </ul>	<p><b>Gary, Alain and Derek</b> to review the proposals to the Forensic Audit RFP by <b>December 20, 2020</b>. <b>Alain</b> to notify the highest scoring firm and initiate a contract by <b>January 6, 2020</b></p> <p><b>Alain</b> to provide the Board with a draft Annual Report by <b>January 31, 2020</b>. The <b>Board</b> to provide comments back to Alain by <b>February 10, 2020</b>. <b>Alain</b> to post the Annual Report onto the fmi website by <b>February 17, 2020</b></p>



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<p><b>6. Other Business</b></p> <p><b><u>MOTION:</u></b></p> <p><i>The Board approves the appointment of Gary Wuschnakowski as Secretary-Treasurer to the Board until the next election which will be held in conjunction with PSMW in Halifax in June 2020.</i></p> <p>Moved by Derek, seconded by Barb. Motion Carried</p> <ul style="list-style-type: none"> <li>➤ Discussion on the requirement to provide official response to fmi membership on the Board actions taken in respect of the allegations raised in the TK report</li> <li>➤ Discussion on finalizing the competencies required for the new CEO</li> <li>➤ Discussion regarding the Board getting feedback from the 2019 PD Week Chairs and the 2020 PSMW Chairs</li> </ul>	<p><b>Derek</b> to notify/confirm Gary's appointment as Secretary-Treasurer by <b>December 20, 2020</b></p> <p><b>Athena</b> to prepare a draft response to the allegations raised in the TK report by <b>December 31, 2019</b>. <b>Board</b> to provide comments back to Athena by <b>January 6, 2020</b>. <b>Derek</b> to issue the formal communication to the membership by <b>January 9, 2020</b></p> <p><b>Board</b> to provide CEO competency expectations to Alain by <b>January 13, 2020</b></p> <p><b>Derek</b> to send a formal invitation to the 2019 PD Week and 2020 PSMW Chairs to each provide a brief update to the Board at the January 13<sup>th</sup> Board meeting by <b>December 27, 2020</b></p>
<p><b>7. Closing Remarks</b></p> <ul style="list-style-type: none"> <li>➤ The Board meeting concluded at 12:05 pm (EST).</li> <li>➤ The next Board meeting is <b>December 18, 2019 (focus: Key Initiatives)</b></li> </ul>	<p><b>Danielle</b> to send out meeting invite for the January 13<sup>th</sup> Board meeting by <b>December 20, 2019</b></p>
<p><b>8. In Camera</b></p> <ul style="list-style-type: none"> <li>➤ Danielle left the conference call then discussions were held from 12:05 to 12:36 pm</li> </ul>	