

fmi igf Board of Directors Meeting
June 18, 2020
Noon (ET)
APPROVED MINUTES

DISCUSSION	ACTION ITEMS
<p>Attendance: Derek Cockburn (<i>President</i>), Dan Maloley, Linda Dow, Gary Wuschnakowski, Barb Kelly, and Athena Dinos Regrets: None Recording Secretary: none Guest: Alain Seguin, Interim CEO, Stacey Martin & Teresa Budd (Watson)</p>	
<p>1. Agenda & Verification of Qurum</p> <p>➤ Quorum was achieved</p>	
<p>2. Approval of Minutes</p> <p><u>MOTION:</u> <i>That the Minutes of the Board Meeting held on May 28, 2020, be approved</i></p> <p>➤ Moved by Dan, seconded by Athena. Motion Carried</p>	<p>Derek to email draft minutes to the Board by June 30th</p>
<p>3. Review of Action Items</p> <p>➤ Reviewed items and 16 are still in progress</p>	<p>Derek to email updated Action Items to Board by June 30th</p>



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<p>4. Bylaw Review</p> <p>Stacey walked the Board through the latest draft of the bylaws</p> <p>It was decided that best practice is to have all Board members sign the Board oath each year in November following the AGM</p> <p>It was decided that it would be best to include the bylaw review package as part of the November 2020 AGM package</p> <p>Linda left at 11:50 am</p> <p>Stacey and Teresa left at 12:25 pm</p>	<p>Athena to present current draft of bylaws to Bruce Manion, Jean Laporte and John Martin for their comments by June 30th</p> <p>Barb (GNC) to prepare timelines for announcements related to November 2020 election by July 3rd</p> <p>Derek To book meeting with sub-committee and Watson to review Articles of Incorporation and key policies by July 17th</p> <p>Stacey to provide one-pager highlighting bylaw changes by July 17th</p> <p>Barb to draft a new policy on Chapter governance requirements by August 31st</p> <p>Barb (GNC) to issue communications to members on proposed bylaw changes by September 30th</p> <p>Athena to present draft bylaws at the next CAC meeting in August/September</p>

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<p>5. Other Business</p> <p><u>RFP for Audit Services:</u></p> <p>Gary walked the Board through the review of the Request for Proposals for audit services</p> <p><i>MOTION:</i></p> <p><i>The Board approves awarding a three-year contract for audit services to KPMG LLP for the fiscal year commencing July 1, 2021, with an option to renew for two additional one-year terms, as the sole discretion of fmi*igf</i></p> <p>➤ Moved by Gary, seconded by Athena. Motion Carried</p> <p><u>Forensic Audit:</u></p> <p>KPMG has provided two draft reports – one on the results of the forensic investigation and one on other recommendations for internal controls. The sub-committee is working with KPMG to finalize these reports. Once the reports have been finalized, copies will be shared with the Board</p> <p><u>Board Documentation:</u></p> <p>Since July 1, 2020 minutes have been translated and posted onto the website.</p> <p>Previous minutes exist in English only on the Board drop box</p>	<p>Alain to connect with KPMG to initiate the signing of the audit services contract by June 30th</p> <p>Alain to connect with KPMG to obtain the final forensic audit reports by June 30th</p> <p>Derek to send out communication regarding forensic audit to attendees of the 2019 AGM by July 31st</p> <p>Barb to draft a policy on Board Record Retention by July 31st</p>

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<p>➤ Closing Remarks</p> <p>➤ The next meeting is scheduled for Thursday, July 9th. The focus will be on:</p> <ul style="list-style-type: none"> ○ Bylaw review update (Athena) ○ Strategic plan KPI review (Derek) ○ Financial analysis review (Gary) ○ Board orientation update (Barb/Sherry) ○ CEO update <ul style="list-style-type: none"> ▪ National Office HR policies ▪ Proposed online product offerings update ▪ Forensic Audit update <p>➤ The Board meeting concluded at 12:42 (ET).</p>	
<p>6. In Camera</p>	