

**ABORIGINAL LEGAL SERVICES
ANNUAL GENERAL MEETING 2021
REPORT OF THE GOVERNANCE, POLICY, AND NOMINATING COMMITTEE**

Date: December 7, 2021

The Governance, Policy, and Nominating Committee (the “**Committee**”) has had a busy year working on various initiatives for the Board of Directors (the “**Board**”), including:

- Developing new bylaws;
- Developing a new conflict of interest policy for the Board;
- Clarifying the delegation of authority between the Board and senior management;
- Assessing the efficacy of existing meeting procedure and practices;
- Developing a skills matrix for the Board to inform future board practices; and
- Engaging in Director recruitment efforts including the election of Erika Dawson and Darian Baskatawang as Shadow Directors.

As a result of its work, the Committee is pleased to report on the following items and submit the accompanying motions for consideration at the Annual General Meeting.

If you have any questions regarding this report or its contents please contact Branden Cave, Secretary at branden.cave@aboriginallegal.ca.

1. Board Composition

The Committee is responsible for oversight of the composition of the Board including Director recruitment, succession planning, and making nominations to the Annual General Meeting to fill vacancies that arise on the Board.

The Board’s current composition is as follows:

	Name	Notes	Current Term
1.	Jessie Stirling	President	AGM 2020 to AGM 2022
2.	Paul-Emile McNab	Vice-President	AGM 2020 to AGM 2022
3.	Basima Roshan	Treasurer	AGM 2020 to AGM 2022
4.	Branden Cave ¹	Secretary	AGM 2020 to AGM 2022
5.	Genevieve Easton-Poole		AGM 2020 to AGM 2022
6.	Sinéad Charbonneau		AGM 2019 to AGM 2021
7.	Leslie Anne St. Amour		AMG 2019 to AGM 2021
8.	Director Vacancy #1		--
9.	Director Vacancy #2		--
10.	Director Vacancy #3		--
11.	Amanda Carling	Shadow Director	AGM 2019 to AGM 2021
12.	Erika Dawson	Shadow Director	04/27/2021 to 04/27/2023
13.	Darian Baskatawang	Shadow Director	09/28/2021 to 09/28/2021

¹ Branden Cave has submitted his resignation to take effect on December 8, 2021 (after AGM 2021).

The Committee nominates the following individuals to the Board for a term to commence upon election and end at AGM 2023:

- Sinéad Charbonneau as Director
- Leslie Anne St. Amour as Director
- Erika Dawson as Director
- Darian Baskatawang as Director
- Amanda Carling as Shadow Director

If the nominees are elected, the proposed Board composition will be as follows:

	Name	Notes	Current Term
1.	Jessie Stirling	President	AGM 2020 to AGM 2022
2.	Paul-Emile McNab	Vice-President	AGM 2020 to AGM 2022
3.	Basima Roshan	Treasurer	AGM 2020 to AGM 2022
4.	Darian Baskatawang ²	Secretary	AGM 2021 to AGM 2023
5.	Genevieve Easton-Poole		AGM 2020 to AGM 2022
6.	Sinéad Charbonneau		AGM 2021 to AGM 2023
7.	Leslie Anne St. Amour		AMG 2021 to AGM 2023
8.	Erika Dawson		AGM 2021 to AGM 2023
9.	Director Vacancy #1		--
10.	Director Vacancy #2		--
11.	Amanda Carling	Shadow Director	AGM 2021 to AGM 2023

If the nominees are elected, the Committee will undertake efforts in the new-year to recruit more Directors and Shadow Directors to fill the remaining vacancies.

The *Aboriginal Legal Services Bylaws* mandates that:

- A majority of Directors at any given time shall be Indigenous-identifying persons; and
- A minimum of two (2) Directors at any given time shall be licensed to practice law.

The Committee is satisfied that these requirements will be satisfied by the proposed Board composition outlined above.

Therefore, the Committee submits the following motion to the AGM:

MOTION: To elect Sinéad Charbonneau, Leslie Anne St. Amour, Erika Dawson, and Darian Baskatawang to the Board of Directors as Directors, and to elect Amanda Carling to the Board of Directors as a Shadow Director.

² The Committee will nominate Darian Baskatawang as Secretary, to be voted on by the new Board, if elected.

2. New Bylaws

On October 19, 2021 the Government of Ontario proclaimed the new *Not-for-Profit Corporations Act* which now governs organizations like Aboriginal Legal Services. In anticipation of the new legislation and with a desire to revise the existing bylaws, the Committee prepared new bylaws based on the new legislation and current Board practices.

The Board approved the new bylaws at their meeting on October 27, 2021. Pursuant to the Act, the bylaws became effective upon Board approval, however they must be confirmed by the members of Aboriginal Legal Services at an Annual General Meeting.

The new *Aboriginal Legal Services Bylaws* are available in the meeting package for your review as well as at this [link](#). If you have any issues accessing or finding the new bylaws please contact: Branden Cave, Secretary at branden.cave@aboriginallegal.ca.

Therefore, the Committee submits the following motion to the AGM:

MOTION: To confirm the *Aboriginal Legal Services Bylaws* as approved and enacted by the Board of Directors on October 27, 2021.