

## Executive Committee Meeting Minutes

Held at Hatch Global Delivery Centre, Mississauga, ON  
On January 30, 2020 at 1:00 p.m. EST

### MEMBERS

J. MacQuarrie (Vice Chair)	D. Cates	H. Ferguson
N. Fonseca	M. Lesinski	J. Sarvinis
J. Rasmussen	V. Tathe	J. West
A. Wong (t/c) (until 1:45)	J. Gorman	

### GUESTS

K. Ward (B. Fox)

### CNA

T. Weagant	Vice President
C. St. Germain	CFO
T. Asdrubolini	Corporate Secretary

### ABSENT

F. Saunders (Chair)	D. Campbell	B. Fox
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### 1. OPENING REMARKS BY THE CHAIR

**Documents Received:** January 30, 2020 CNA Executive Committee Meeting Agenda.

There being a quorum present, the meeting was called to order at 1:35 p.m.

In F. Saunders' absence, J. MacQuarrie chaired the meeting. He welcomed members and guests, including K. Ward (non-voting delegate for B. Fox), and the CNA's new vice president and part time CFO, T. Weagant and C. St. Germain, respectively.

Members agreed to adopt the agenda as presented.

No conflicts of interest were declared.

### 2. CONSENT AGENDA

**Documents Received:** November 8, 2019 CNA Executive Committee Meeting Minutes.

**On motion duly made, seconded and unanimously carried, it was resolved to approve the consent agenda in its entirety.**



### **3. COMMITTEE UPDATES**

#### **3.1 Governance, Human Resources and Compensation (GHRC) Committee**

In her report on the January 30, 2020 meeting of the GHRC committee, A. Wong highlighted the following:

- That the committee reviewed and accepted six organizations that applied for membership in the corporation for executive committee recommendation and board approval (i.e. Crypto Farm Corporation, CIMS Limited Partnership, NuScale Power LLC, Cavendish Nuclear, Best Theratronics, and Electricity Human Resources Canada).
- That the committee was notified of the vacation from office of N. Aroutzidis.
- That the committee received and discussed the HR update from Management regarding people and workforce management, evaluation and succession, and benefits.
- That the committee reviewed and discussed the key findings and recommended actions arising from the review of the CNA's corporate governance practices and compliance with federal legislation pertaining to not-for-profit business associations.
- That the committee reviewed the draft 2020 board and committee work plan.

The executive committee received the committee's report.

#### **3.2 Finance Committee**

D. Cates reported that the finance committee meeting was rescheduled from January 30 to February 4, 2020 due to the absence of quorum. He noted past challenges with quorum and its impact on conducting committee business, and potential solutions if the issue continues (e.g. reduce the size of committee).

D. Cates highlighted committee business for the upcoming meeting which included, among other matters, reviewing Management's report on the SMR roadmap project reconciliation, the organization's third and fourth quarter financials for 2019, the draft 2019 external audit of CNA financial statements, and the process to select the 2020 external auditor. D. Cates noted that he has worked closely with Management, including the new CFO, and is pleased with the enhanced internal controls and processes.

## 4. CNA PLANNING AND PRIORITIES

J. Gorman introduced T. Weagant and C. St. Germain. He highlighted their credentials and explained the scope of their respective roles. J. Gorman noted how adjustments to the CNA's workforce, such as adding part time specialists in human resources, finance and governance, have strengthened process, rigour and performance while reducing costs.

### 4.1.1 2020 Priority Initiatives:

**Documents Received:** Management Report on 2020 Priorities (January 24, 2020).

J. Gorman presented the CNA's draft 2020 priorities: 1) nurture and protect existing refurb, 2) foster opportunities for new build in Canada; 3) promote Canadian nuclear industry's interests internally; and 4) equip CNA to achieve priorities. He highlighted the engagement process followed in preparing the priorities; how the priorities are built on a strong foundation of previous consultations and plans; Management's continued focus on performing its core functions and executing the 2019 business plan; how achieving our clean energy future warrants an expanded role for the CNA; how each of the four priorities will have sub-priorities and accompanying initiatives, which are cross-cutting; and the importance of the organization's core competencies in advocacy and influence, marketing and awareness and industry coordination to achieve the priorities.

Directors asked a number of questions of J. Gorman with discussion ensuing on the following:

- The nature and scope of the CNA's role in federal and, to a lesser extent, provincial advocacy, and in education and crisis communications (e.g. national voice on nuclear with prepared responses/messaging versus supportive voice that aligns with and amplifies member key messages). There was general consensus that the CNA must be viewed as a credible/leading organization for the industry (e.g. ready to respond), and that it has an important role to play in building and strengthening resilience among policy makers and stakeholders. Directors noted that Management should consider developing a responsibility matrix to help better define roles.
- Tangible ways to further priorities by, for example, having credible international organizations (e.g. International Monetary Fund) consistently define clean energy to include nuclear in order to support domestic opportunities for funding and tax breaks (e.g. ESG investing), or by having the CNA dispel myths around nuclear waste.
- The need for a simple narrative explaining the size of transformation needed to achieve carbon neutrality by 2050 and how nuclear is an essential part of this transformation.
- Ministerial level meetings to influence the federal budget process and climate change policy framework, including the anticipated outcome of the funding ask related to SMRs.

- The importance of nuclear industry coordination and alignment given the many associations in the province and country.
- The weighting and/or ranking of each priority, and the bandwidth and resources needed to achieve the sub-priorities and initiatives.
- Plans to “refurbish” the CNA, including the process to engage the executive committee and sub-set on the three-year strategy and business plan, and the need for key performance indicators (KPIs) to measure if the organization is on track to achieve its goals.

The committee generally supported the ranking of the proposed priorities, recognizing that it does not necessarily translate into corresponding resource and budget allocations. Transparency in reporting on priorities will help directors provide direction to Management in this regard.

The committee unanimously agreed to recommend the 2020 priorities for board approval.

***ACTION: Management will develop KPIs to support the CNA strategy and business plan and consider developing a responsibility matrix to help better define the CNA’s role in advocacy and communications (versus its members)***

#### **4.1.1 Proposal for a Canadian Nuclear Industry SMR Secretariat:**

**Documents Received:** Management Report on Proposal for a Canadian Nuclear Industry SMR Secretariat (January 24, 2020).

Directors reviewed and discussed the proposal to create a Canadian nuclear industry SMR secretariat.

Directors asked a number of questions of Management with discussion ensuing on the secretariat’s duration, budget, resourcing and project governance. This included a discussion of actions taken and/or planned by Management to mitigate the Corporation’s financial risk (e.g., two-year funding commitments with participating members, and agreements to address funding shortfalls or surpluses).

Having considered the function, structure and governance of the proposed SMR secretariat, the committee unanimously agreed to recommend the proposal for board approval.

**On motion duly made, seconded and unanimously carried, it was resolved that the Executive Committee recommend for board approval the 2020 priorities as presented; and the proposal for a Canadian nuclear industry secretariat.**

**4.2 2020 President’s Report and CNA Program Updates:**

**Documents Received:** President’s report (January 29, 2020); and CNA Program Updates (January 24, 2020).

The committee received the president’s report and CNA program updates.

**5. OTHER BUSINESS**

**Documents Received:** Draft 2020 board and committee work plan (January 23, 2020)

Directors reviewed the draft 2020 board and committee work plan and agreed to provide feedback by e-mail to T. Asdrubolini in advance of the February, 2020 board meeting.

***ACTION: Directors will provide input on the draft 2020 board and committee work plan to T. Asdrubolini by e-mail by February 14, 2020.***

***ACTION: The corporate secretary will prepare an executive committee report to the February 26, 2020 meeting of the board for review and comment by e-mail.***

*[T. Weagant, C. St. Germain and T. Asdrubolini left the meeting]*

**6. IN CAMERA SESSION**

The committee met *in camera* with the President.

There being no further business, the meeting ended at 3:30 p.m.

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Chair

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Secretary

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Date

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Date