

## Board of Directors Meeting Minutes

Held at the Sheraton Toronto Airport Hotel and Conference Centre  
On November 8, 2019 at 11:30 a.m.

### MEMBERS

F. Saunders (CHAIR)	J. MacQuarrie (VICE-CHAIR)	N. Aroutzidis
D. Campbell	M. Caplan	D. Cates
M. Chatlani	J. Chou	N. Fonseca
B. Fox	S. Fox	M. Knaszak
S. Krishnan	B. Michell	J. Rasmussen
E. Saab	J. Sarvinis	R. Sexton
H. Shearer	V. Tathe	S. Travers
P. Tremblay	B. Walker	J. West

### HONORARY MEMBERS

L. McBride	K. Stratton
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### GUESTS

H. Ferguson	M. Beistline (M. Mairinger)	K. Ward (B. Plummer)
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### CNA

J. Gorman (President and CEO)	T. Asdrubolini (Corporate Secretary)	S. Kavanagh (Interim Director of Operations)
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### ABSENT

S. Bambino	J. Jermark	M. Lesinski
M. Mairinger	M. Marsh	B. Plummer
A. Wong		

### 1. OPENING REMARKS BY THE CHAIR

Documents Received: November 8, 2019 CNA Board of Directors Meeting Agenda.

There being a quorum present, the meeting was called to order at 11:34 a.m.

**On motion duly made, seconded and unanimously carried, it was resolved to adopt the meeting agenda as presented.**

J. Gorman introduced S. Kavanagh and T. Asdrubolini and explained the scope of their respective roles and responsibilities as part of the CNA's transition team following the departure of M. Davis.



## **2. CONSENT AGENDA**

Documents Received: June 25, 2019 CNA Board of Directors Meeting Minutes and June 25, 2019 CNA Annual General Meeting Minutes.

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

## **3. GOVERNANCE, HUMAN RESOURCES AND COMPENSATION (GHRC) COMMITTEE**

Documents Received: November 5, 2019 GHRC Committee Update

J. Gorman presented the report of the GHRC Committee at the request of A. Wong (committee chair). He reviewed and explained the three recommendations of the committee.

F. Saunders reported that the Executive Committee resolved to recommend for board approval the resolutions presented in the GHRC Committee report. The board received the committee's report.

**On a motion duly made, seconded and unanimously carried, the following resolutions were approved:**

- a) **That CNA staff salary increases for 2020 not exceed 2.8%.**
- b) **Whereas the departure of Jennifer Rowe from Ontario Power Generation (OPG) disqualifies her from holding office as a class 1 director and creates a vacancy on the CNA board.**

**Whereas, the *Canada Not-for-profit Corporations Act* and CNA By-law No. 1 authorize a quorum of directors to appoint a qualified individual to fill a board vacancy.**

**Whereas, Heather Ferguson, the nominee of OPG to fill the class 1 vacancy, meets the qualifications set out in the statement of qualifications to serve as a member of the CNA board.**

**Therefore, be it resolved that the board approve the appointment of Heather Ferguson to hold office on the CNA Board of Directors (class 1 membership) for the remainder of her predecessor's unexpired term.**

- c) **Be it resolved that the board approve:**
  - **One additional member at large (MAL) seat on the Executive Committee;**
  - **One additional member seat on the GHRC Committee; and**
  - **The revised 2019-2020 slate of officers-executive (including terms) and board committee membership, as follows:**

Officers	Executive - Members at Large
Frank Saunders, Chairperson (2019-2022) John MacQuarrie, Vice Chairperson (2019-2022) David Cates, Chair, Finance Committee (2019-2022) Alice Wong, Chair, GHRC Committee (2018-2021) Julie West, Chair, RAAC (2018-2021) David Campbell, Chair, PAAC (2019-2022)	William A. Fox III (2018-2021) Heather Ferguson (2019-2022) Mark Lesinski (2019-2022) Jim Sarvinis (2019-2022) Vik Tathe (2019-2022) Jeremy Rasmussen (2019-2022) Nigel Fonseca (2019-2022)
Finance Committee	GHRC Committee
Frank Saunders (ex officio) David Cates Sanjay Krishnan Spencer Fox Nick Aroutzidis Nigel Fonseca John Gorman (ex officio)	Frank Saunders (ex officio) Alice Wong Heather Ferguson Sam Bambino Pierre Tremblay Scott Travers Vik Tathe John Gorman (ex officio)

**4. FINANCE COMMITTEE UPDATE**

Documents Received: November 5, 2019 Finance Committee Update

D. Cates provided the Finance Committee update. He highlighted the results of the internal audit findings; the committee’s decision to defer a request to approve the draft financial statements for September 30, 2019 (including how Management has been asked to complete an investigation of a potentially material discrepancy with committee oversight); and the rationale to adopt the proposed transitional budget for the first two quarters of 2020.

F. Saunders reported that the Executive Committee resolved to recommend the resolutions presented in the committee’s report for board approval. The board received the committee’s report.

**On motion duly made, seconded and unanimously carried, it was resolved that the board approve the first and second quarter budget for 2020.**

**5. 2020 CNA STRATEGIC PRIORITIES AND INITIATIVES**

Documents Received: November 7, 2019 CNA Industry Roundtable Consultation Summary; Draft Resolution - 2020 CNA Strategic Priorities and Initiatives.

Directors received and reviewed the November 7, 2019 CNA Industry Roundtable Consultation (IRC) summary, and the draft written resolution approved by the Executive Committee to support Management’s work moving forward.

Directors asked questions of the Executive and Management with discussion ensuing on past consultations and how they will inform the CNA’s future strategy and planning; and the

nature and scope of work to support the six focus areas discussed at the IRC. The board agreed on the process moving forward and next steps.

***ACTION: Management will provide regular updates to the board on strategy and business plan development.***

**On motion duly made, seconded and unanimously carried, the following resolution was approved:**

**Whereas, the Executive Committee is responsible for overseeing, on behalf of the Board of Directors, all matters related to the operations of the Canadian Nuclear Association (CNA) and for making recommendations to the board and advising the CNA President on matters affecting the health and performance of the organization (i.e., setting the strategic objectives, improvement of the organization's business model).**

**Whereas, the Executive Committee reviewed the summary guidance on priorities and initiatives arising from the CNA's November 7, 2019 Industry Roundtable Consultation, and agrees that a refurbished CNA can play a key role in creating advantage and opportunity for the industry.**

**Therefore, be it resolved that the board approve that:**

- i. The Executive Committee provide oversight over strategic and business planning in support of the refurbishment of the CNA to create advantage and opportunity for the industry;**
- ii. That Management work with a subset of the Executive Committee to develop and refine proposals for consideration by the Executive Committee;**
- iii. That the subset of Executive Committee members includes the board chair, vice-vice chair, and chairs of the GHRC and Finance committees, and a maximum of three other members at large; and**
- iv. That the Executive Committee seeks board approval of any resulting recommendations on or before the board meeting scheduled in conjunction with the CNA's annual general meeting in June, 2020. This includes addressing any priority matters at the executive and board meetings in February, 2020.**

## **6. OTHER BUSINESS**

B. Walker introduced a motion that the National Director of the Canadian Nuclear Worker's Council (CNWC) sit on the CNA Board of Directors as an honorary member to formalize a long-standing relationship between the CNWC and the CNA.

T. Asdrubolini clarified the requirements of the *Canada Not-for-profit Corporations Act* and CNA by-law pertaining to the election of directors (i.e., ex-officio directors not permitted; election of directors occurs by ordinary resolution at the CNA's AGM). Directors asked a number of questions about the CNWC's existing and transitional leadership and its CNA membership status, and to clarify by-law requirements pertaining to honorary membership and directors. The board agreed to approve the CNWC as an honorary member of the CNA and to next steps (i.e., follow election process for directors).

**On motion duly made, seconded and unanimously carried, the board resolved to approve the Canadian Nuclear Worker's Council as an honorary member of the CNA.**

## **7. INFORMATION ITEMS**

Documents Received: President's report and CNA Program Updates (dated November 8, 2019); Proposed 2020 Board and Committee Meeting Dates; CNA Conference and Trade Show.

The board received items presented for information.

***ACTION: Directors will advise the Corporate Secretary of any conflicts with the proposed 2020 meeting schedule on or before December 1, 2019.***

***ACTION: The Corporate Secretary will confirm the meeting schedule based on director feedback and send calendar appointments to directors to mark the dates by December 31, 2019.***

There being no further business, the meeting was adjourned at 12:09 p.m.

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Chair

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Secretary

\_\_\_\_\_  
Date

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Date