

Governance, Human Resources and Compensation (GHRC) Committee Meeting Minutes

Held on Oct. 5, 2020 at 10:00 a.m.
By Videoconference

MEMBERS

A. Wong (Committee Chair)

H. Ferguson

P. Tremblay

J. MacQuarrie (Interim chair)

V. Tathe

S. Bambino

S. Travers

J. Gorman

CNA

T. Asdrubolini

Corporate Secretary

1. OPENING REMARKS BY THE CHAIR

Documents Received: Oct. 5, 2020 GHRC Committee Meeting Agenda.

A. Wong welcomed members. There being quorum present, the meeting was called to order at 10:02 a.m.

The committee adopted the agenda as presented.

2. CONSENT AGENDA

Documents Received: Sept. 16, 2020 GHRC Committee Meeting Minutes.

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

3. GOVERNANCE AND COMPLIANCE OVERSIGHT

Documents Received: Corporate Secretary Report - Governance and Compliance Oversight (Oct. 2, 2020).

3.1 Director nomination and election:

T. Asdrubolini reported on the nomination and election process and results. Directors queried the slate of prospective candidates standing for election to the CNA board, including due diligence by Management on candidate eligibility. They also reviewed the election process. J. Gorman outlined intentional actions taken by Management to engage with members and directors to identify strong diverse candidates in 2020 and future years.

The committee accepted the slate of proposed directors seeking election.



On motion duly made, seconded, and unanimously carried, it was resolved that the GHRC committee accept the nominations from prospective candidates for election to the CNA board of directors and that such slate be sent to the members in advance of the annual meeting of members.

3.2 Filling vacancies in board committee membership:

P. Tremblay recused himself from moving or voting on committee resolutions regarding GHRC committee membership.

The committee discussed upcoming vacancies in committee membership. It agreed to recommend that P. Tremblay be reappointed to the GHRC committee for a three-year term, subject to his re-election at the annual meeting. It also agreed that recommendations regarding finance committee membership would be approved via e-mail following feedback from D. Cates (finance committee chair).

On motion duly made, seconded, and unanimously carried, it was resolved that Pierre Tremblay be reappointed to the GHRC committee for a three-year term, subject to his re-election at the annual meeting.

4. OTHER BUSINESS

A. Wong briefed the GHRC committee on the Driving Advancement of Women in Nuclear (DAWN) group and a request from the group that was tabled at the Oct. 1, 2020 executive committee meeting. She reported on the composition of DAWN and its mission, and explained their request for CNA assistance (i.e., to help expand the number of male allies in the industry to promote gender equality and increase representation of women on nuclear industry boards and at public facing events to promote diversity and inclusion). A. Wong reported that the executive committee expressed support for the work of the DAWN group and agreed that its request for assistance be tabled for discussion at the Oct. 22, 2020 board meeting.

The GHRC committee also expressed support for the work of the DAWN group and noted actions to help coordinate efforts within the industry.

5. ADJOURNMENT

There being no further business, the meeting ended at 10:20 a.m.

Chair

Secretary

Date

Date