

Board of Directors Meeting Minutes

Held on March 25, 2021 at 10:30 a.m.

By Videoconference

MEMBERS

J. MacQuarrie (Board Chair)	H. Ferguson	E. Saab	
A. Wong	B. Michell	B. Fox	M. Chatlani
S. Krishnan	B. Walker	D. Campbell	P. Dalzell
D. Cates	H. Shearer	R. O’Sullivan	T. Clochard
K. Moshonas Cole	S. Fox	J. Rasmussen	N. Bains
J. Sarvinis	J. West	M. Caplan	D. Chambers
B. Plummer	S. Travers	A. Qureshi	
V. Tathe	N. Fonseca	P. Tremblay (from 11:30)	

HONORARY MEMBERS

A. Usmani	L. McBride	M. Mairinger	R. Galbraith
-----------	------------	--------------	--------------

GUESTS/OBSERVERS

L. Riccoboni	D. Brown (GSI)	V. Dickson (GSI)
--------------	----------------	------------------

CNA

T. Weagant	C. St. Germain	T. Asdrubolini	A. Anstey
------------	----------------	----------------	-----------

ABSENT

J. McBrearty	M. Marsh
--------------	----------

1. OPENING REMARKS BY THE CHAIR

Documents Received: March 25, 2021 CNA Board of Directors Meeting Agenda (March 18, 2021)

There being a quorum present, the meeting was called to order at 10:31 am.

The chair thanked J. Gorman and his team for hosting the preceding virtual session with The Honorable Jeffrey S. Merrifield (Partner, Pillsbury) on Canadian/ US relations from a nuclear industry perspective.

The chair introduced D. Brown (Executive Vice President) and V. Dickson (Senior Associate) from Governance Solutions Inc. (GSI) - the third-party governance firm partnering with the CNA on its governance review. He noted that GSI representatives were observing the open and *in camera* sessions of the meeting to review and analyze existing protocols, procedures and dynamics.

The agenda was adopted, subject to moving the committee reports to item 3 and information items to item 5. No conflicts of interest were declared.



2. CONSENT AGENDA

Documents Received: Dec. 4, 2021 Board of Directors Meeting Minutes; 2020 Fourth Quarter Financial Results (March 18, 2021); 2021 AGM (Date and Means) (March 18, 2021).

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

3. COMMITTEE REPORTS

3.1 Governance, Human Resources and Compensation (GHRC) Committee

Documents Received: GHRC Committee Report (March 18, 2021)

In her report on the Jan. 26 and Feb. 23, 2021 meetings of the GHRC committee, A. Wong highlighted that the committee:

- Queried Management's quarterly HR report, which includes a review of people and workforce management; COVID-19 measures to support CNA employees and consultant team members; evaluation and succession plans; employee benefits; and CNA actions to support the CNA's ongoing commitment to diversity and inclusion.
- Considered research gathered by Management on projected salary increases for 2021 and recommended that the CNA staff salary budget for 2021 not exceed 2.6%; and that salary increases be implemented retroactively to Jan. 1, 2021 for eligible CNA staff.
- Accepted the five directors serving on the board that have volunteered to contribute as invited guests to the committee's ad hoc meetings and quarterly discussions on the governance review (i.e., Lisa McBride, Katherine Moshonas Cole, David Cates, Bob Walker, Nigel Fonseca).
- Reviewed and provided input and direction on the CEO's draft performance objectives for 2021.
- Reviewed the 2021 nomination and election process and timeline and recommended a proactive approach to identify and recruit diverse candidates with a particular focus on increasing women and Indigenous candidates for election to CNA board in June 2021.
- Considered and discussed the annual evaluation of the board and its committees is reported separately under item 5.1.
- Accepted the corporate secretary's statutory filings and compliance report.

The board received the GHRC committee report.

3.2 Finance Committee

Documents Received: Finance Committee Report (March 18, 2021).

In his report on the Feb. 23 quarterly meetings of the finance committee, D. Cates highlighted the following:

- That the committee considered and queried Management’s 2021 financial forecast; was satisfied with the overall fiscal prudence of the proposed adjustments; and did not identify any specific concerns with the forecast.
- Reviewed, queried, and accepted the proposed changes to the organization’s cash management, investment, and capitalization and amortization policies.
- Received and queried the presentation and reports from KPMG on its audit of the organization’s financial statements for the year ended Dec. 31, 2020. He reported that the financial statements have a clean unmodified audit opinion.

The board received the finance committee report.

On motion duly made, seconded, and unanimously carried, it was resolved that the board approve:

1. The audited financial statements of the Canadian Nuclear Association for the year ended December 31, 2020; and
2. Effective March 25, 2021:
 - Amendments to the CNA Capitalization and Amortization of Asset Policy;
 - Rescinding the CNA’s Cash Management Policy and CNA Investment Policy; and approving the combined new Cash Management and Investment Policy; and
 - Consequential amendments to the CNA Finance Committee Terms of Reference and CNA Signing Authority Policy to reflect the policy name changes.

3.3 Executive Committee

Documents Received: Minutes of Previous Meetings (Feb. 2, 2021 and March 9, 2021)

In his report on the Feb. 2nd and March 9, 2021 meetings, J. MacQuarrie highlighted that the executive committee:

- Used its authority to approve the GHRC committee’s recommendation on 2021 base salary parameters. In doing so, it considered the materiality of the matter, including the impact to staff of waiting until March 25, and that the board approved 2021 budget salary line provided sufficient funds to cover the recommended increase.
- Discussed actions to achieve closer collaboration between the OCNI and the CNA and asked Management to develop a vision for consideration by the committee at an ad hoc meeting on April 7th.
- Provided feedback on the CEO’s performance expectations and objectives for 2021. The revised draft will be provided to the GHRC committee at its April 6th meeting and to the EC for approval on April 7th.

The board received the executive committee’s report.

4. PRESIDENT'S REPORT

Documents Received: March 25 President's Report (March 18, 2021)

J. Gorman presented the President's report. He highlighted actions taken and being considered to distinguish between the executive committee and board meetings and to evolve the timing and content of the president's report. He also updated directors on scorecard progress (strategy and business plan) and operational developments that impact the association and its membership.

Directors queried the President's report with discussion ensuing on opportunities to forge strategic partnerships and/or recruit new categories of members in energy-related and/or financial sectors, including the need to listen and better understand the needs of these markets/sectors and to define the membership value proposition; the approach and timing to educate and engage the financial and investment community on emerging and/or disruptive technologies in nuclear, including SMRs; and the need to explore and better understand customers of nuclear in Canada and globally.

The committee received the President's report.

5. INFORMATION ITEMS

Documents Received: 2021 Board and Committee Work Plan; CNSC Licencing Hearings (March 18, 2021)

The board received the information items included in the pre-read material.

6. *In camera* Session

Documents Received: GHRC Committee Report -2020 CNA Board and Committee Self-Assessment Results (March 18, 2021)

The committee met *in camera* without the President to consider the results of the board and committee self-assessment questionnaires and related GHRC committee report.

7. ADJOURNMENT

There being no further business, the meeting ended at 11:59 a.m.

Chair

Secretary

Date

Date