

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

Held on April 6, 2021 at 2:00 p.m. (EDT)
By Videoconference

MEMBERS

A. Wong (committee chair)	J. MacQuarrie (board chair)	H. Ferguson
P. Tremblay	V. Tathe	J. Gorman

Guest/Observers

L. McBride	D. Cates	N. Fonseca
B. Walker		
D. A. H. Brown (GSI)	Dr. D. L Brown (GSI)	V. Dickson (GSI)

CNA

T. Weagant	T. Asdrubolini
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1. OPENING REMARKS BY THE CHAIR

Documents Received: April 6, 2021 GHRC Committee Meeting Agenda

A. Wong welcomed committee members and director guests to the ad hoc meeting of the GHRC committee on the governance review of board function, size and composition. She introduced Dr. Debra Brown (President and CEO), David Brown (Executive Vice President) and Vicki Dickson (Senior Associate) from Governance Solutions Inc. (GSI), our third-party consulting partners, who will be presenting and facilitating the meeting’s discussion.

There being quorum present, the meeting was called to order at 2:01 p.m.

2. REVIEW OF BOARD FUNCTION, SIZE AND COMPOSITION

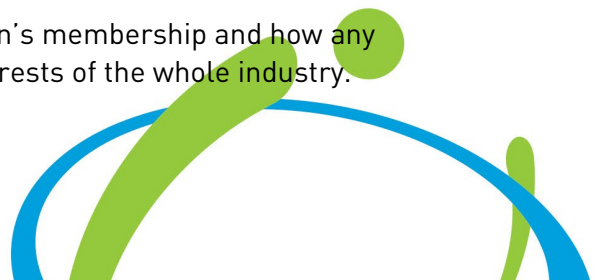
Documents Received: GSI Preliminary Findings PowerPoint Presentation (April 6, 2021)

2.1 GSI Preliminary findings Facilitated Discussion

D. A. H. Brown lead a facilitated discussion of GSI’s preliminary findings of their independent review of the organization’s governance. He explained diagnostic steps so far and those forthcoming and reviewed broad themes and initial observations.

Director queried GSI’s diagnostic steps and preliminary findings, with discussion ensuing on many matters, including:

- The different types and needs of the organization’s membership and how any governance model chosen should serve the interests of the whole industry.



- The comparator organizations that will be reviewed by GSI and the importance of drawing from associations that have a mix of members with different and/or competing needs and aspirations.
- The nature of GSI’s preliminary findings related to organizational values and the opportunity to be more explicit in this regard.
- The critical path in selecting the best governance model for the organization, which is purpose/strategy driven and includes culture and exploring alternate governance arrangements/roles.
- The role of the board and how it is currently used in part as a member engagement tool; how CNA member value proposition for some is linked to a seat on the board (and the corresponding need to validate the magnitude of such importance, including among members currently not serving on the board); and that the review process must consider ways to mitigate risks to the value proposition or member engagement if the organization moves to a smaller board.
- The next steps in the review, including weighing alternate solutions that will be adaptive to a dynamic changing landscape and options for meaningful member engagement.

A. Wong thanked GSI for presenting their initial findings and directors for their meaningful contributions.

3. ADJOURNMENT

There being no further business, the meeting ended at 3:10 p.m.

Chair

Secretary

Date

Date