

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

Held on April 6, 2021 at 3:20 p.m. (EDT)  
By Videoconference

### MEMBERS

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

### CNA

T. Weagant T. Asdrubolini A. Anstey

### 1. OPENING REMARKS BY THE CHAIR

**Documents Received:** April 6, 2021 GHRC Committee Meeting Agenda

A. Wong welcomed members to the meeting. There being quorum present, the meeting was called to order at 3:21 p.m. The committee adopted the agenda.

### 2. CONSENT AGENDA

**Documents Received:** Feb. 23, 2021 GHRC Committee Meeting Minutes.

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

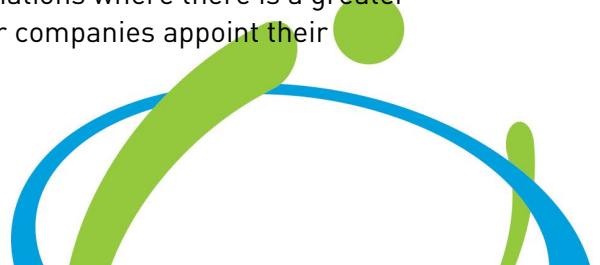
### 3. 2021 DIRECTOR NOMINATION AND ELECTION

**Documents Received:** Report on GHRC Committee – 2021 Director Nomination and Election.

#### 3.1 Interim Steps to Strengthen Diversity

The committee considered and agreed to interim steps to foster and strengthen diversity on the CNA's board, with a particular focus in 2021 on encouraging nominations from women and Indigenous peoples. The committee reviewed and accepted the steps proposed in Management's report. It also discussed the multi-faceted approach and actions being taken by the DAWN (Driving Advancement of Women in Nuclear) group to support the goal of gender equality in the nuclear sector.

A. Wong reported on DAWN's targets to increase representation of women board members for Canadian nuclear industry organizations (companies and associations), including forming a subcommittee of the CNA board to assist with achieving this target. The subcommittee's first focus is on nuclear industry associations where there is a greater ability to influence board representation as the member companies appoint their



representatives to the association boards. The subcommittee determined, given the CNA has several board seats up for nomination, they would approach the companies with board members up for re-election and ask them to consider appointing a woman candidate.

With the third-party governance review of board function, size and composition underway, the committee also considered and discussed:

- The impact of director turnover on the board in June 2021 on the acceptance of governance review recommendations by the board in September, and whether it should consider recommending that incumbent directors continue in office until the 2022 annual meeting of members; and
- Whether forthcoming vacancies on the executive committee, in particular, the member at large position, should be filled.

Having considered the organization's by-law requirements, the rights of members to elect directors, and the end-to-end timing to affect any changes resulting from the governance review, the committee decided not to recommend any changes to the 2021 nominations and election process. There was general (not unanimous) agreement among committee members to continue as planned, including seeking nominations from voting members to serve on the executive committee.

[A. Wong left the meeting].

#### **4. *IN CAMERA* SESSION**

**Documents Received:** Revised Performance Objectives – John Gorman (April 6, 2021)

##### **4.1 2021 CEO Performance Objectives**

J. MacQuarrie chaired this portion of the meeting.

The committee met *in camera* with and without J. Gorman. Members provided additional feedback on the CEO's 2021 performance expectations and objectives.

#### **5. ADJOURNMENT**

There being no further business, the meeting ended at 4:24 p.m.

\_\_\_\_\_  
Chair

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Date

\_\_\_\_\_  
Date