

GHRC Committee Report

Appointment of Director to Fill Vacancy

Oct. 1, 2020 EC

Oct. 22, 2020 BD

PURPOSE

To seek the recommendation of the executive committee and approval of the board of directors to fill the vacancy on the CNA board and executive committee.

CONTEXT/RATIONALE

The death of F. Saunders on July 4, 2020 created a vacancy in the office of director on the CNA board and executive committee that can be filled by a quorum of directors.

Pat Dalzell, Head of Corporate Affairs, has been nominated by Bruce Powers to hold office on the board and executive committee for the remainder of his predecessor's term (2019-2022). The nominee meets the qualifications set out in the statement of qualifications to serve as a member of the CNA board.

MOTION

Whereas the death of F. Saunders on July 4, 2020 created a vacancy on the CNA board and executive committee.

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 vacancies.

Whereas, Pat Dalzell, the nominee of Bruce Powers to fill the 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 executive committee recommend, and the board approve the appointment of Pat Dalzell to hold office on the CNA board and executive committee for the remainder of his predecessor's unexpired term.

APPENDICES

- [Statement of Qualifications to Serve as a Member of the CNA Board](#)
- [Nominee biography](#)



CNA Board of Directors – Statement of Qualifications

The needs of the Canadian Nuclear Association (CNA) drive the qualifications and attributes expected of each director, and the skills needed to be represented by the collective of directors.

Qualifications

CNA directors must:

- have nuclear industry-specific knowledge, sufficient to bring a perspective of business, legislative, regulatory and social issues impacting nuclear to board discussions;
- be a representative of a full member, in line with Article IV, S.2 of CNA by-laws;
- have a broad understanding of national and global issues and their impact on nuclear;
- have an understanding of the regulatory environment and requirements of the nuclear industry;
- be comfortable operating at a direction and strategic level, and not become involved in determining how directions will be actioned;
- have executive level experience;
- have the capacity to contribute to establishing policy, implementing strategy and achieving goals;
- have financial literacy, sufficient to read financial statements, grasp financial issues and offer suggestions on financial statements;
- have the ability to read and understand budgets and financial forecasts and to appreciate their underlying assumptions;
- have an understanding of sound business practice;
- have an understanding of governance structures and practices;
- have respect for the fiduciary duties, roles and responsibilities of the board as a whole;
- have the ability to ask probing questions and to respectfully challenge the executive, in order to provide due oversight of the executive and thereby ensure the health of the association; and



- have experience at a governance or senior management level in an organization, with complexity at least comparable to that of the association.

Attributes

CNA directors must:

- possess sound business acumen;
- be able to identify vulnerabilities before they become critical issues;
- be keenly aware of both tangible and intangible benefits and costs;
- demonstrate appropriate risk taking, cost sensitivity and good business judgement;
- demonstrate an understanding of governance roles and responsibilities, as distinct from those of staff;
- be able to effectively and respectfully communicate with peers and staff;
- be able to deal diplomatically with the media and public;
- be able to listen and analyze; to think creatively and be decisive;
- be able to arrive at decisions that strike a balance between desirable objectives and sound risk management;
- understand and appreciate the association's vision, mission and values and its accountability to its stakeholders;
- demonstrate an understanding of teamwork and the ability to operate as a "team member" at the board level;
- demonstrate personal integrity and ethical standards of conduct;
- be free of undue influence and be able to operate with an independent mind in the best interests of the association;
- have the capacity to serve effectively, including committing time to prepare for, and attend, board and potentially board committee meetings; and
- be able to commit time for board activities, which arise from time to time.



Skills and Knowledge

The CNA would like to have a set of skills and knowledge domains on its board, drawing from the combined experience of its individual members. This includes:

- regulated environment expertise;
- human resources expertise;
- public policy issue expertise;
- health and safety expertise (nuclear and conventional);
- government (federal/provincial/municipal) relations experience;
- environmental expertise;
- financial expertise; and
- legal expertise.





Pat Dalzell is the Head of Corporate Affairs at Bruce Power, a role primarily focused on the development and growth of the corporate identity through government and stakeholder engagement; corporate and community communications; and promoting areas of energy innovation and the use of nuclear isotopes in the fight against cancer. Previous to this, he held the role of Director of Government and Stakeholder relations coordinating partnerships with all levels of government along with key member associations, economic development groups, the electricity system operator and labour representatives.

Pat started his career at Bruce Power in 2011 as a Senior Financial Trader where he worked on the Geographic Diversification Initiative to develop new trading strategies and optimize regional diversification. In 2015, he embarked on a new position with Bruce Power working alongside the Chief Investment Officer helping to oversee the

investment and risk management of Bruce Power's defined benefit pension plan. Prior to working for Bruce Power, Patrick worked as a hedge fund derivatives trader at Aquilon Power.

Pat holds a Bachelor of Commerce Degree in Finance from Concordia University. He is a charter holder of the Chartered Financial Analyst (CFA) program and completed the Leading the Business Program at the IVEY Academy at Western University.