

GHRC Committee Quarterly Report

Alice Wong, Committee Chair

June 8, 2021

PURPOSE

To report on the second quarter meetings of the GHRC committee.

HIGHLIGHTS

The committee met via videoconference on April 6 and May 4 to consider the organization's third-party governance review and regular committee business.

1. Governance and Compliance Oversight

Governance Review of Board Function, Size and Composition:

The committee, as well as the directors who volunteered to contribute to this review, received and queried Governance Solutions Inc.'s (GSI) findings and recommendations resulting from their independent review of the organization's governance. GSI's **66-page** confidential draft report is included under item 5 of the board agenda (see [pages 4-8](#) for the executive summary and recommendations). GSI will present its findings and recommendations to the board at the June meeting.

Directors support the proposed multi-faceted pathway to achieve governance effectiveness, which includes prerequisite steps to strengthen membership engagement. They recognize, however, that the CNA will need to prioritize the recommended enhancements to governance documentation/processes (i.e., recommendation 3) based on risk, and in a manner that fits the CNA's size and resource availability.

Director Nomination and Election- Board of Directors:

The CNA launched its call for nominations for its board of directors and executive committee on April 8 (April 27 deadline). Members were advised that nominations would not be accepted from the floor at the virtual meeting. As previously reported, the GHRC committee took a proactive approach to identify and recruit diverse candidates for election to the CNA board in June 2021, with a particular focus on increasing women representation.

At its May 4th meeting, the GHRC committee received and accepted the **28** nominations from eligible candidates for election to the board. This slate, which includes **six (6)** women candidates, was included in the notice of the annual meeting of members. Nominees in classes 1, 3, 4, 6 and honorary – where the number of candidates is equal to the number of seats available – will be elected by acclamation. Members in classes 2 and 5 – where the



organization received more nominees than director seats available – will cast an electronic vote at the annual meeting for the candidates within their class that they wish to elect.

Minimum Number of Board Seats Available in Class Three:

To address an anomaly in the allocation of board seats among classes (see table below), the GHRC committee recommended, and the executive committee approved, changing the minimum number of board seats allocated to class three to 5 (instead of 4). This is a short-term measure until the organization completes its broader review of membership structure, as well as a purposeful action to support the organization’s goal of increasing the number of women on the board. For 2021, class three members have nominated three women candidates to serve on the board.

Member Class	Min. Number of Board Seats	Total # of Members	2021 Dues Paid
One	8	8	1,449,420.00
Two	7	28	\$353,808.11
Three	4	15	\$401,835.00
Four	5	10	\$52,080.00
Five	5	20	\$99,408.75
Six	2	6	77,227.50
Honorary	4	4	N/A

Honorary Director:

L. McBride, who currently serves on the board in the honorary (non-voting) member class, has been nominated by GE Hitachi Nuclear Energy (GEH) to stand for election under class three. Once L. McBride is elected by acclamation to a class three position on the board, she will then become disqualified to serve on the board as an honorary member. Women in Nuclear nominated and the GHRC committee has accepted A. Rivers to replace L. McBride as an honorary, non-voting member of the Corporation (effective June 8, 2021). A. Rivers has been included on the proposed slate of candidates seeking election to the board at the annual meeting.

Director Nomination – Executive Committee:

As reported previously, three positions are available on the executive committee in 2021: one (1) member at large (MAL); and two (2) officer positions (i.e., GHRC committee chair and RAAC chair).

- One (1) MAL position to be elected:** The committee received the six (6) nominations for the MAL position on the executive committee (attached as Appendix A). Directors will be asked to vote for one of the six qualified candidates at the organization meeting of the board following the AGM. To improve gender diversity on the executive committee, the GHRC recommends that directors use their vote to elect a qualified women candidate. This concerted and purposeful action is consistent with the organization’s commitment to increase the proportion of women in leadership roles, including a seat on the executive committee. Currently women hold 23% of seats on the executive committee.

- **Two officer positions:** The committee received and accepted the sole nomination for each committee chair position. It agreed to recommend that the board re-appoint A. Wong and J. West as GHRC committee and RAAC committee chairs, respectively, for a three-year term.

Advisory Committee Terms of Reference:

The committee reviewed and approved the revised terms of reference for the regulatory affairs and public affairs advisory committees (RAAC and PAAC). The committee’s recommendations are reported separately under the consent agenda.

Statutory Filings and Compliance:

The GHRC committee accepted the corporate secretary’s statutory filings and compliance report.

2. HR Oversight

The GHRC committee received and queried Management’s quarterly HR report. This included a review of COVID-19 measures to support CNA employees and people and workforce management. The committee queried the forthcoming departure of the vice-president, Tricia Weagant, including succession plans.

3. Membership Oversight

The committee has delegated authority to accept and approve eligible organizations and/or persons who have applied for membership in the Corporation. This delegation includes reporting on membership acceptance at each regular board meeting. The following organizations and/or persons have been approved as members of the Corporation:

Organization/Person	Voting	Non-Voting	Class	Dues	Effective Date
Pillsbury Winthrop Shaw Pittman	•		3F	\$2,625	21 06 01
Amanda Rivers, WiN		•	Honorary	N/A	21 06 08

APPENDICES

- **Appendix A:** Slate of Officers and Executive Committee Members