

Executive Committee Meeting Minutes

Held on May 25, 2021 at 3:00 p.m.
By Videoconference

MEMBERS

J. MacQuarrie (Board Chair)	H. Ferguson	D. Campbell	
A. Wong	B. Fox	J. McBrearty	P. Dalzell
D. Cates	N. Fonseca	V. Tathe	J. West
J. Rasmussen	J. Sarvinis	J. Gorman	

GUESTS/OBSERVERS

R. Velshi (CNSC) (until 3:45) . Cameron (CNSC) (until 3:45)

CNA

A. Anstey C. St. Germain T. Asdrubolini S. Kavanagh

1. OPENING REMARKS BY THE CHAIR

Documents Received:

There being a quorum present, the meeting was called to order at 3:02 pm.

2. CNSC UPDATE

Documents Received: CNSC PowerPoint Presentation

The chair introduced R. Velshi, President and Chief Executive Officer of the Canadian Nuclear Safety Commission (CNSC) and noted that R. Velshi was invited to the meeting as part of an on-going effort to ensure transparent, regular and constructive communications between industry and regulator.

In her remarks, R. Velshi provided a general “state of the nation”; she reviewed the mandate of the CNSC; its commission members; offices and budget; and strategic priorities, and other areas of mutual interest and/or concern. R. Velshi also commented on industry leadership regarding advocating for women in STEM/gender equity and the industry’s COVID-19 response and lessons learned.

Discussion ensued on many topics including future readiness of the CNSC and its strategic review underway; strengthening public trust; safety culture; waste management; the federal budget 2021 (including how the government’s policy direction has not changed); regulatory burden; the role of the regulator in correcting industry misinformation and resolving issues; and areas where Canada is considered amongst the best in the international context.

J. MacQuarrie thank President Velshi for joining the meeting.



[R. Velshi and J. Cameron left the meeting]

3. AGENDA

Documents Received: May 25, 2021 CNA Executive Committee Meeting Agenda

The agenda was adopted as presented.

J. West declared a conflict of interest under item 5, GHRC committee report, and recused herself from voting on the motion related to changing number of board seats for class three.

4. CONSENT AGENDA

Documents Received: April 7, 2021 Executive Committee Ad Hoc Meeting Minutes; 2021 First Quarter Financial Results; Reappointment of Public Accountant with Remuneration.

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

5. COMMITTEE REPORTS

5.1 Governance, Human Resources and Compensation (GHRC) Committee

Documents Received: May 25, 2021 GHRC Committee Report.

In her report on the April 6 and May 4 meetings of the GHRC committee, A. Wong highlighted the following:

- That the GHRC committee received and queried Governance Solutions Inc.'s (GSI) findings and recommendations report.
- That the GHRC committee supports the proposed multi-faceted pathway to achieve governance effectiveness, which includes prerequisite steps to strengthen membership engagement; but that the CNA has to prioritize the recommended governance enhancements based on risk, and in a manner that fits the CNA's size and resource availability.
- That in the context of 2021 board nominations and elections process, the committee:
 - Recommends changing the minimum number of board seats allocated to class three to five as a short-term measure to address an anomaly in the allocation board seat as well as a purposeful action to support the organization's goal of increasing the number of women on the board.
 - Received and accepted the 28 nominations from eligible candidates for election to the board of directors at the annual meeting and recommends

that Women in Nuclear be asked to nominate another qualified candidate as an honorary, non-voting member should L. McBride be appointed/elected under class three.

- Reviewed and approved the revised terms of reference for the regulatory affairs and public affairs advisory committees (RAAC and PAAC); and that the PAAC has added wording to the objectives section of its terms of reference to address the request of the GHRC and executive committees (re: delegation of authority) that Management work with PAAC to develop criteria/protocol that would trigger a review of external communications by PAAC in certain situations (e.g., crisis management or emerging issues communications that could significantly impact industry reputation or stakeholder relations).

Directors ask many questions of A. Wong with discussion ensuing on the following:

- The effectiveness of the organization's interim measures to strengthen gender diversity on the board for 2021, with only six of the 28 nominees being women candidates; and how continued diligence, leadership and advocacy is still needed to progress change.
- The new wording for the PAAC terms of reference and whether it adequately addressed the request of the GHRC and executive committees, or if additional criteria or a separate checklist was needed for a clear and documented understanding of the circumstances that trigger a review by PAAC. While the committee decided that further criteria was not needed, D. Campbell agreed to reinforce with the PAAC the role and responsibilities of members in the context of crisis communications matters or other extraordinary issues that could significantly impact industry reputation.

The executive committee received the GHRC committee report.

J. MacQuarrie proposed that the executive committee use its authority to exercise all powers of the full board to approve changing the minimum number of seats available for election for class three. Having considered and queried whether full board authorization was preferable, the committee decided to use its delegated authority given the board convenes on the same day the election takes place.

On motion duly made, seconded, and unanimously carried, it was resolved that the executive committee:

- Approve changing the minimum number of seats available for election to the board among class three members to five, effective immediately; and

- Recommend, for board approval, amendments to the terms of reference of the public affairs advisory and regulatory affairs advisory committees, effective June 8, 2021.

5.2 Finance Committee

Documents Received: May 25, 2021 Finance Committee Report.

In his report on the April 6 and May 4th meetings of the finance committee, D. Cates reported on the April 6 and May 4th meetings of the finance committee that were not addressed by the consent agenda. He noted that the committee considered and queried Management's 2021 financial forecast and did not identify any specific concerns with the forecast.

The executive committee received the finance committee report.

6. CNA STRATEGY AND FORWARD-LOOKING ACTIVITIES

Documents Received: May 25, 2021 President's Report.

6.1. President's Report

In his verbal report, J. Gorman confirmed that Natural Resources Minister Seamus O'Regan would be providing brief remarks at the organization's annual general meeting of members, which is a positive signal that the federal government has not changed its policy. He also reported that virtual sponsorship and exhibit opportunities are now available for CNA2021 and encouraged committee members to demonstrate financial support through sponsorship.

Directors queried the President's report, with discussion ensuing on the merits and timing of broadening the nuclear narrative in the organization's public and government relations efforts (e.g., nuclear is driving the economy, cleaning the air, fighting cancer), and the nature and scope of organization's role in messaging around waste and related issues. They also queried CNA-led initiatives underway regarding nuclear medicine and isotopes and noted the importance of industry coordination to avoid duplication of resources and work.

The committee received the President's report.

6.2. Strategic and Forward-Looking Issues

J. MacQuarrie tabled for discussion a matter raised *in camera* at the April 7, 2021 executive committee meeting in the context of the CEO's 2021 performance objectives; namely whether the CNA should prioritize the promotion of Canadian technologies (e.g., a Canada First policy). Directors queried the issue and considered the merits, complexities and sensitivities associated with the matter.

The committee expressed support for the development of a board policy statement (one-two pages) that sets out the collective (versus individual) vision of the organization on this topic. It also supported developing policy statements on other key industry topics and to consider forming a policy sub-committee of the board to provide input and direction to Management.

7. INFORMATION ITEMS

Documents Received: 2021 Board and Committee Work Plan.

The committee received the 2021 board and committee workplan.

8. IN CAMERA SESSION

The committee met *in camera* with the President to consider actions to achieve closer collaboration between the Organization of Canadian Nuclear Industries (OCNI) and the CNA.

There being no further business, the meeting ended at 5:09 p.m.

Chair

Secretary

Date

Date