

Report to GHRC Committee

2021 Director Nomination and Election

April 6, 2021

PURPOSE

To provide an update on 2021 director nomination and election and interim steps to foster and strengthen diversity.

HIGHLIGHTS

The election of directors will take place on June 8, 2021 at the annual meeting of members. The next step in process is to seek nominations from CNA members for eligible and qualified candidates to stand for election.

- **Diversity:** At its Feb. 23 meeting, GHRC committee members agreed to take proactive measures to identify and recruit diverse candidates, with a particular focus in increasing women candidates for election to CNA board in June 2021. It asked the corporate secretary to build a discussion of this approach into the 2021 process. Potential interim steps to foster diversity include:
 - a. **Call for nominations** - Explicitly encourage nominations from underrepresented groups; in particular, from **women and Indigenous peoples**. The nominations and consent form will also include an optional section to indicate if the nominee identifies as a person from an underrepresented group and if so, to indicate which group(s).
 - b. **Statement of qualifications** – In Dec. 2020, the CNA removed prescriptive language on desired qualifications that may serve as a barrier to promoting diversity and inclusion on the board.
 - c. **Recruitment efforts** - Over the next few weeks, the CEO and/or CNA board chair to take intentional efforts to engage with members to identify a wider pool of diverse candidates from underrepresented groups.
- **Executive committee nominations:** The call for nominations will also seek nominations for available executive committee positions: one (1) member at large (MAL) and two (2) officers (i.e., governance, human resources & compensation committee (GHRCC) chair and regulatory affairs advisory committee (RAAC) chair). Only voting member nominees are eligible for these positions, and nominees must first be elected to the board to hold a position on the executive committee. The positions will then be appointed and/or elected by the board at its organization meeting following the AGM, on the recommendation of the GHRC committee.
- **Nominations deadline:** The deadline for all nominations is April 27, 2021. Similar to 2020, nominations will not be accepted from the floor at the virtual meeting.



NEXT STEPS

- The call for nominations will be sent to CNA members on April 8, 2021.
- The GHRC committee will receive all nominations from prospective candidates for election and review the slate of proposed directors at its May 4, 2021 meeting.

APPENDICES

- Appendix 1 - Draft Call for Nominations Package: