

# GHRC Committee Quarterly Report

Alice Wong, Committee Chair

Oct. 22, 2020

## PURPOSE

To report on the third quarter meetings of the governance, human resources, and compensation (GHRC) committee.

## HIGHLIGHTS

The committee met via videoconference on Aug. 17 and Sept. 16 to review and discuss committee matters for the organization, including:

**HR Oversight:** The GHRC committee received and queried Management's quarterly HR report. This included a review of people and workforce management; COVID-19 measures to support CNA employees and consultant team members; evaluation and succession plans; CNA employee benefits; and the status of the HR policy/program review.

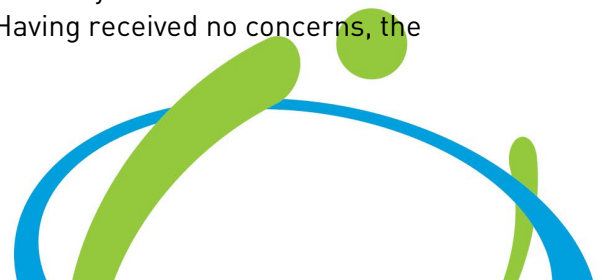
The committee reviewed the nature and costs of market competitive enhancements to the organization's benefit program. These include increased life insurance maximums, massage therapy no longer requiring a prescription, slight enhancements to eyeglass and eye checkup coverage, enhanced LTD coverage, new executive health plan coverage, and an employee assistance program. The benefits renewal cost, even with the proposed enhancements, is an overall 5.33% decrease in premiums.

The GHRC committee accepted the HR quarterly report.

## Governance and Compliance Oversight:

- **Vacancies in the Office of Board Chair and Vice-Chair:** The GHRC committee convened on Aug. 17 to discuss the process to fill the vacancy in the office of CNA board chair. It agreed to recommend that the vice-chair, J. MacQuarrie, be appointed by the board as chair of the board for the remainder of his predecessor's term. This recommendation was based on consideration of common governance practices for leadership succession, the CNA's past practice of the vice-chair being the chair designate upon recommendation of the governance committee, and the caliber and leadership qualifications of the vice-chair. The GHRC committee also agreed to propose that it conduct the selection process to fill the resulting vacancy in the office of vice-chair.

These recommendations were communicated to the board by the GHRC committee chair on Aug. 21, with an action to advise of any concerns. Having received no concerns, the



GHRC committee chair sent an e-mail to the board on Aug. 27, 2020 asking directors interested in serving in the office of vice-chair to send a written expression of interest by Sept. 8, and that only those who responded by the deadline would be considered. The GHRC committee chair received one nomination to serve on the board in the office of vice-chair. Having considered the qualifications of the candidate, the GHRC committee agreed to recommend H. Ferguson as vice-chair of the board for the remainder of her predecessor's term.

- **Director Nomination and Election:** The GHRC committee received and reviewed 23 nominations for election to the board and extended the call for nominations to Oct. 2 so that the CNA can actively engage with its membership to identify strong diverse candidates to stand for election for the 2020-2021 term. The full slate of prospective candidates received by the GHRC committee will be sent to members and the board in advance of the annual meeting of members on Oct. 22. The development of a framework to promote diversity and inclusion in the medium to long-term will be addressed by the GHRC committee and board as part of the CNA refurb strategy and business plan. These proposals were communicated to the board by the interim chair and GHRC committee chair on Sept. 18.

The GHRC committee also:

- Confirmed the director election process; in particular, that voting members elect (exclusively) the directors from their respective classes (e.g., class 1 directors vote by ballot for prospective candidates in their membership class 1 etc.).
  - Reviewed the draft AGM Notice of Meeting, which includes instructions on how members can access the virtual annual meeting. The notice was e-mailed to each director, to the public accountant and to each member on Sept. 30.
- **Honorary Members:** The GHRC committee considered and agreed to recommend that R. Galbraith from the Canadian Nuclear Workers' Council (CNWC) be granted honorary member status to formalize a long-standing relationship between the CNWC and the CNA. The CNA's by-law<sup>1</sup> states that the board may grant honorary member status to an individual who, in its opinion, has performed outstanding work in furthering the importance of the nuclear industry in Canada or in furthering the aims of the Corporation. Granting honorary status to the CNWG was considered and accepted by the board in Nov. 2019. Honorary members are a **non-voting membership class**; entitled to attend meetings of members but not entitled to vote at such meetings of members.
  - **Honorary Members Standing for Election:** The GHRC committee also considered the obligations, rights, and privileges, if any, to be assigned by the board to honorary

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<sup>1</sup>The by-law also provides that the number of honorary members is limited to four at one time; that so long as the Canadian Nuclear Society (CNS) is an affiliate member of the Corporation, the president of the CNS is automatically an honorary member of the Corporation; that unless determined otherwise by the board, honorary members are exempt from the payment of membership fees.

members elected as directors, and agreed to seek executive committee input on the scope of such rights.

- **Board committee vacancies:** The GHRC committee reviewed upcoming vacancies in board committee membership and discussed the process to fill such vacancies. The committee's recommendation will be tabled at the organizational meeting of the board on Oct. 22.

**Other Business:**

Committee business and recommendations related to membership, filling vacancies in director positions on the board, and CNA insurance coverage are reported separately by the committee under the consent agenda.