

## Executive Committee Terms of Reference

### 1. Purpose

The Executive Committee (the “committee”) is a standing committee of directors of the CNA Board of Directors (the “board”) that has been established for the purposes of overseeing on behalf of the board all matters related to the operations of the organization and for advising and recommending to the board as appropriate.

The committee advises the President and Chief Executive Officer (the “CEO”) on matters affecting the health and performance of the organization, including retaining and expanding membership and setting the strategic objectives of the organization for its members. The committee advises on the ongoing improvement of the organization’s business model to ensure maximum productivity and revenue including retaining and expanding memberships. The committee also provides financial leadership by exercising oversight on budgets and monitoring long-term strategic plans.

### 2. Membership

The membership of the committee will include the members prescribed in the by-law, namely:

- The following officers of the Corporation:
  - Chair of board
  - Vice-chair of board
  - President and Chief Executive Officer (the “CEO”)
  - Past chair
  - Chair of Governance, Human Resources and Compensation Committee
  - Chair of Finance Committee
  - Chair of Regulatory Affairs Advisory Committee
  - Chair of Public Affairs Advisory Committee
- A minimum two members of the board at large (the “MAL”)

The CEO is an *ex officio* non-voting member the committee.

The officers of the Corporation and the MAL are appointed or elected by the board at the first meeting of the board following the annual general meeting. All appointments are for a three-year term unless a member resigns, is removed by the board, or ceases to be a director. The board may fill a vacancy that occurs in the committee at any time.

If a vacancy exists, the remaining committee members may exercise all powers of the committee so long as there is a quorum.

**Chair of the Committee:**

The chair of the board will preside over all meetings of the committee. If the chair of the board is not present, then the vice-chair of the board will act in their place.

**Non-Member Attendance:**

The committee may, at its discretion, invite members of management and/or other guests to attend all or part of any meeting.

**3. Responsibilities and Authority**

The committee is responsible for overseeing, on behalf of the board, all matters related to the operations of the organization, as follows:

- a. The committee will make recommendations to the board on policy and strategy on all aspects of the organization.
- b. The committee will provide oversight and direction to the President and CEO on the operations of the organization.
- c. The committee will coordinate the activities of the standing and advisory committees of the organization.
- d. The committee will take on any actions or responsibilities as delegated to it by the board.

Subject to any limitations by the board, the committee may exercise all powers of the full board which may be lawfully delegated by the board and may approve, on behalf of the board all contractual and transactional matters. In determining whether to exercise such authority, the committee will consider whether full board authorization is preferable having regard to the sensitivity, novelty, or materiality of the matter under consideration and the practicality of convening a full board meeting.

The chair of the board or their designate will report to the board on matters arising at committee meetings and, where applicable, present the committee's recommendations to the board for its approval.

**Access to Information and External Advisors:**

The committee will have the authority to investigate any matter with full access to the books, records, facilities, and personnel that are relevant to carrying out the duties of the committee. The committee has the authority to engage external advisors, including counsel, consultants, and other experts as are reasonably required to review any matter under its responsibility and may determine the fees of any advisors so retained.

## 4. Committee Operations

### **Meetings and Records:**

The committee will meet as needed between meetings of the full board. Minutes of committee meetings must be kept and approved at the next meeting. Once approved by the committee, copies of the minutes of the proceedings of the committee will be sent by the corporate secretary to all of the directors.

To the extent possible, the agenda and meeting materials will be circulated to committee members at least five to seven days in advance of regular meeting dates.

### **Decision-Making:**

At meetings of the committee, if the committee is unable to reach unanimous consent, each committee member will have one vote, and motions will be decided by a majority of votes. Voting by proxy is not permitted. In case of an equality of votes, the chair of the board will not have a second or casting vote. The committee will refer the matter to the board for resolution.

### **Quorum:**

A quorum at any meeting will be a majority of committee members entitled to vote. The powers of the committee may be exercised at any meeting where a quorum is present in person or by telephone or other electric means or by resolution in writing signed by all committee members entitled to vote on that resolution.

### ***In Camera:***

The committee may meet *in camera* with the CEO and as committee members only. The chair of the committee will determine other participants in any *in camera* sessions.

### **Assessment:**

At least annually, the committee will assess its effectiveness in fulfilling its responsibilities and duties set out in these terms of reference.

### **Review**

Annually the committee will review these terms of reference to assess whether they accurately describe the duties and responsibilities of the committee and will either confirm or recommend changes to the terms of reference to the board.

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### **REVISION HISTORY**

**Date of creation:** Dec. 8, 2014  
**Revisions:** Dec. 4, 2020

## Finance Committee Terms of Reference

### 1. Purpose

The Finance Committee (the “committee”) is a standing committee of directors of the CNA Board of Directors (the “board”) that has been established for the purposes of the board’s oversight of:

- The quality and integrity of the CNA’s financial reporting.
- The qualifications and performance of the external auditor.
- Additional financial matters as specified in these terms of reference.

### 2. Membership

The committee will consist of three or more directors as the board may determine, one of whom will serve as the chair of the committee. The members of the committee will be appointed by the board on the recommendation of the chair of the board (after consultation with the chair of the committee and the governance, human resources and compensation committee which reviews qualifications). The chair of the board will be an *ex officio* voting member of the committee, and the CEO will be an *ex officio* non-voting member the committee.

All appointments are for a three-year term, unless a member resigns, is removed by the board, or ceases to be a director. The board may fill a vacancy that occurs in the committee at any time.

If a vacancy exists, the remaining committee members may exercise all powers of the committee so long as there is a quorum.

#### **Qualifications:**

Each of the directors on the committee must possess applicable professional qualifications and/or relevant work experience that demonstrates a high level of financial literacy. Accordingly, each committee member must be able to comprehend the elements of the CNA’s financial statements, applicable accounting policies and judgments, internal controls and accounting procedures supporting the financial reporting process. Experience with budgeting and fiscal oversight are also an important element of the financial literacy required of committee members.

#### **Chair of the Committee:**

The board will designate one of the committee members to be the chair of the committee, considering any recommendations that may be made by the chair of the board (after consultation with the committee). The chair of the committee is an officer of the organization who serves on the executive committee of the board. Appointment of the chair of the committee

is for a three-year term. Appointments takes place at the first meeting of the board following the annual meeting of members, or upon the occurrence of any vacancy in the position.

**Non-Member Attendance:**

The committee may, at its discretion, invite members of management and/or other guests to attend all or part of any meeting.

**3. Responsibilities and Authority**

The committee has the duties and responsibilities set out in **Schedule A**, as well as any other matters that may be delegated to the committee by the board from time to time.

The chair of the committee or their designate will report to the board on matters arising at committee meetings and, where applicable, present the committee's recommendations to the board for its approval.

**Delegation:**

The committee may, from time to time, delegate to its chair any powers or responsibilities of the committee itself. This delegation must include a reporting accountability back to the committee.

**Access to Information and External Advisors:**

The committee has the authority to make such enquiries and investigations and require such explanations from management as it considers reasonably necessary, and to require management to promptly inform the committee and the external auditor of any material misstatement or error in the CNA's financial statements following the discovery of any such situation.

The committee will have full access to the books, records, facilities, and personnel that are relevant to carrying out the duties of the committee. With the consent of the chair of the board, the committee may retain such advisors, counsel, auditors or other consultants as are reasonably required to assist the committee in fulfilling its duties and may determine the fees of any applicable engagements.

**4. Committee Operations**

**Meetings and Records:**

The committee will meet at least four times a year and minutes of their meetings must be kept and approved at the next meeting. To the extent possible, the agenda and meeting materials will be circulated to committee members at least five to seven days in advance of regular meeting dates.

If the chair of the committee is absent, committee members will designate another member to temporarily serve in that role.

**Decision-Making:**

At meetings of the committee, if the committee is unable to reach unanimous consent, each committee member will have one vote, and motions will be decided by a majority of votes. Voting by proxy is not permitted. In case of an equality of votes, the chair of the meeting will not have a second or casting vote. The committee will refer the matter to the board for resolution.

**Quorum:**

A quorum at any meeting will be a majority of committee members entitled to vote, but not less than two. The powers of the committee may be exercised at any meeting where a quorum is present in person or by telephone or other electric means or by resolution in writing signed by all committee members entitled to vote on that resolution.

***In Camera:***

The committee may meet *in camera* with the CEO and as committee members only. The chair of the committee will determine other participants in any *in camera* sessions.

**Assessment:**

At least annually, the committee will assess its effectiveness in fulfilling its responsibilities and duties set out in these terms of reference.

**Review:**

Annually the committee will review these terms of reference to assess whether they accurately describe the duties and responsibilities of the committee and will either confirm or recommend changes to the terms of reference to the board.

**5. Oversight of Policies**

The committee is responsible for overseeing and recommending changes to the executive committee and board in respect of the following policies and/or guidelines:

- a. CNA Signing Authority Policy
- b. Net Asset Reserve Policy
- c. Investment Policy
- d. Cash Management Policy
- e. Capitalization and Amortization of Asset Policy
- f. Such other policies and guidelines as the committee may establish from time to time.

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**REVISION HISTORY**

**Date of creation:** Dec. 8, 2014  
**Revisions:** Dec. 4, 2020

<b>Finance Committee Duties and Responsibilities</b>
<b>1. Quality and integrity of the CNA's financial reporting</b>
a. Review quarterly financial results and forecast and make recommendations to the executive committee and board
b. Review audited financial statements and make recommendations to the executive committee and board
c. Review financial policies, procedures and internal accounting controls and make recommendations to the executive committee and board
<b>2. Qualifications and performance of the external auditor</b>
a. Make recommendations to the executive committee and board with respect to the appointment of the public accountant to hold office, including fixing compensation
b. Maintain a direct line of communication with the external auditor and monitor the scope of the external auditor's audit activities and assess its performance
c. Review with the external auditor the contents of its annual audit report
<b>3. Additional Financial Matters and Oversight</b>
a. Review and make recommendations to the executive committee and board on the operating and capital budget for fiscal year ending December 31
b. Receive the compliance certificate from the CFO quarterly and assess the appropriateness of remedial actions for any outstanding matters
c. Review assessments by management of principal financial risks to business and identify systems and procedures to manage these risks
d. Make recommendations to the executive committee and board on measures to manage financial risks, including appropriate fees to be levied by membership classes

## Finance Committee Duties and Responsibilities

- e. Review the need for and extent of property management and insurance coverage
- f. Review portfolio performance and performance with investment managers
- g. Annually review committee terms of reference and make recommendations to GHRC committee
- h. Annually assess committee effectiveness in fulfilling its responsibilities and duties

## Governance, Human Resources and Compensation Committee Terms of Reference

### 1. Purpose

The Governance, Human Resources and Compensation Committee (the “committee”) is a standing committee of directors of the CNA Board of Directors (the “board”) that has been established for the purposes of:

- Developing and making recommendations to the board on CNA articles of incorporation, by-laws and corporate governance policies, guidelines and procedures; overseeing director nomination, election, orientation and succession; and approving processes for evaluation of the board.
- Assisting the board with respect to oversight of human resources, including President and Chief Executive Officer (“CEO”) recruitment, evaluation, compensation, and succession; and other significant workplace policies and talent strategies.
- Overseeing the process of membership acceptance and making recommendations to the board regarding membership issues and structure.

### 2. Membership

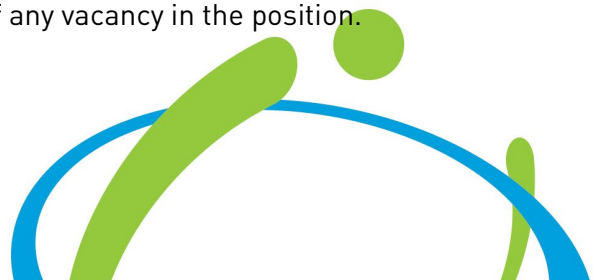
The committee will consist of three or more directors as the board may determine, one of whom will serve as the chair of the committee. The members of the committee will be appointed by the board on the recommendation of the chair of the board (after consultation with the chair of the committee). The chair of the board will be an ex officio voting member of the committee, and the CEO will be an ex officio non-voting member the committee.

All appointments are for a three-year term, unless a member resigns, is removed by the board, or ceases to be a director. The board may fill a vacancy that occurs in the committee at any time.

If a vacancy exists, the remaining committee members may exercise all powers of the committee so long as there is a quorum.

#### **Chair of the Committee:**

The board will designate one of the committee members to be the chair of the committee, considering any recommendations that may be made by the chair of the board (after consultation with the committee). The chair of the committee is an officer of the organization who serves on the executive committee of the board. Appointment of the chair of the committee is for a three-year term. Appointments takes place at the first meeting of the board following the annual meeting of members, or upon the occurrence of any vacancy in the position.



**Non-Member Attendance:**

The committee may, at its discretion, invite members of management and/or other guests to attend all or part of any meeting.

**3. Responsibilities and Authority**

The committee has the responsibilities set out in **Schedule A**, as well as any other matters that may be delegated to the committee by the board from time to time.

The chair of the committee or their designate will report to the board on matters arising at committee meetings and, where applicable, present the committee's recommendations to the board for its approval.

**Delegation:**

The committee has delegated authority to accept and approve eligible organizations and/or persons who have applied for membership in the Corporation. This delegation must include reporting on membership acceptance at each regular board meeting. The committee may, from time to time, delegate to its chair any powers or responsibilities of the committee itself. This delegation must include a reporting accountability back to the committee.

**Access to Information and External Advisors:**

The committee will have the authority to investigate any matter with full access to the books, records, facilities, and personnel that are relevant to carrying out the duties of the committee. With the consent of the chair of the board, the committee may retain such advisors, counsel, or other consultants as are reasonably required to assist the committee in fulfilling its duties and may determine the fees of any applicable engagements.

**4. Committee Operations****Meetings and Records:**

The committee will meet at least four times a year and minutes of their meetings must be kept and approved at the next meeting. To the extent possible, the agenda and meeting materials will be circulated to committee members at least five to seven days in advance of regular meeting dates.

If the chair of the committee is absent, committee members will designate another member to temporarily serve in that role.

**Decision-Making:**

At meetings of the committee, if the committee is unable to reach unanimous consent, each committee member will have one vote, and motions will be decided by a majority of votes.

Voting by proxy is not permitted. In case of an equality of votes, the chair of the meeting will not have a second or casting vote. The committee will refer the matter to the board for resolution.

**Quorum:**

A quorum at any meeting will be a majority of committee members entitled to vote, but not less than two. The powers of the committee may be exercised at any meeting where a quorum is present in person or by telephone or other electric means or by resolution in writing signed by all committee members entitled to vote on that resolution.

***In Camera:***

The committee may meet *in camera* with the CEO and as committee members only. The chair of the committee will determine other participants in any *in camera* sessions.

**Assessment:**

At least annually, the committee will assess its effectiveness in fulfilling its responsibilities and duties set out in these terms of reference.

**Review**

Annually the committee will review these terms of reference to assess whether they accurately describe the duties and responsibilities of the committee and will either confirm or recommend changes to the terms of reference to the board.

**5. Oversight of Policies**

The committee is responsible for overseeing and recommending changes to the executive committee and board in respect of the following policies and/or guidelines:

- a. CNA Board of Directors Guidelines
- b. CNA Board of Directors Delegation of Authority Policy
- c. CNA Board of Directors – Duties and Expectations of Directors
- d. CNA Board of Directors – Statement of Qualifications
- e. CNA Board of Directors – Conflict of Interest Policy
- f. Such other policies and guidelines as the committee may establish from time to time.

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**REVISION HISTORY**

**Date of creation:** Dec. 8, 2014  
**Revisions:** June 6, 2017  
Dec. 4, 2020

## GHRC Committee - Duties and Responsibilities

<b>1. Governance and Compliance Oversight</b>
a. At least every three years, review articles of incorporation and by-laws and make recommendations to the executive committee and board
b. Annually review governance policies and procedures and make recommendations to the executive committee and board
c. Develop and annually review corporate governance guidelines and recommend changes the committee considers appropriate
d. Oversee programs for new director orientation and ongoing director continuing education
e. Review board and committee work plans
f. Review committee terms of reference and make recommendations to the executive committee and board
g. Oversee director nomination and election procedures and practices and report to the executive committee and board
h. Select and recommend to the board the appointment of board officers and board committee members
i. Approve a process for an annual evaluation of the board and its committees and consider annually whether any changes should be made to that process
j. Review and monitor compliance with statutory filings, reporting and internal governance policies and report any instances of non-compliance to the board
k. Annually consider the adequacy of directors' and officers' liability coverage and make recommendations to the executive committee and board

## GHRC Committee - Duties and Responsibilities

### 2. Human Resources Oversight

- a. Review HR policies, procedure and practices and make recommendations to the executive committee and board for changes, as required.
- b. Ensure that effective succession planning, talent planning and leadership development processes are in place and annually review and make recommendations to the executive committee and board as required
- c. Monitor compliance with HR policies and procedures and report any instances of non-compliance to the board, subject to legal and confidentiality restrictions.
- d. Together with the chair of the board, lead the annual performance and compensation review for the CEO.
- e. The chair of this committee and chair of the board will review CEO's self-assessment on annual performance objectives and will make decisions on compensation adjustments.
- f. Review and make recommendations to the executive committee and board on annual parameters for CNA staff compensation

### 3. Membership Oversight

- a. Review, accept and approve eligible organizations and/or persons who have applied for membership in the Corporation

## **Public Affairs Advisory Committee Terms of Reference**

### **Mandate**

The Public Affairs Advisory Committee shall be responsible for advising the Board of Directors on Policy, Government Relations, Communications and related strategies to be pursued by the Association.

This mandate will be supported by achieving the following objectives:

Assist the CNA staff in identifying emerging issues of importance to the industry, and advising on the effectiveness of strategies developed to address those issues;

Advise and support CNA staff efforts to assure a systematic and coordinated flow of information, and exchange of effective policy, government relations and communications strategies and techniques, within the nuclear industry; and

Provide advice on projects being implemented by the Working Groups and related Task Forces of the Public Affairs Advisory Committee, which are comprised of members of the Association.

### **Membership**

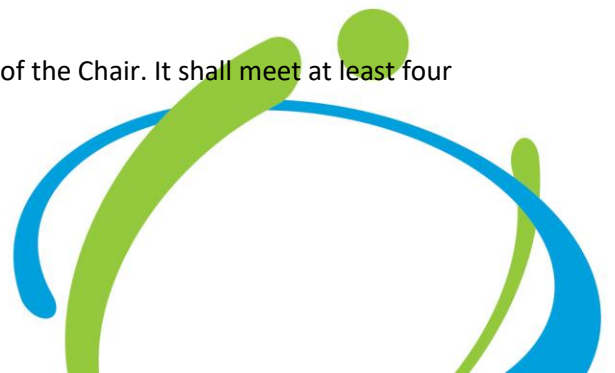
The Public Affairs Advisory Committee shall consist of no more than 10 members in total and include: a Chair appointed by the Board of Directors and CNA staff as appointed by the President. CNA staff are to support the Committee functions, but do not serve as members. All members of the Board of Directors are entitled to nominate a member of the Public Affairs Advisory Committee. The President may in addition name members of the Committee who are not employees of members of the Association, as advisors. Membership should reflect the diversity of the CNA and should include representatives of companies in the forefront of major communication issues, or challenges.

### **Appointment**

The Board of Directors shall appoint a Public Affairs Advisory Committee Chair during the first meeting of the Board of Directors after the Annual General Meeting of the Association. Appointment to the Policy and Communications Committee Chair is for a three-year term. Vacancies in the Chair of the Committee shall be filled by the Board of Directors with the consideration of recommendations from the Executive Committee. The Chair of the Public Affairs Advisory Committee is a member of the Executive Committee with full voting rights, and is therefore expected to serve on the Executive Committee and attend its meetings.

### **Meetings**

The Public Affairs Advisory Committee shall meet at the request of the Chair. It shall meet at least four times per year prior to each meeting of the Board of Directors.



Quorum for the committee shall consist of one half of its members without substitution.

The Public Affairs Advisory Committee will periodically report on its activities to the Board of Directors and if appropriate, recommend actions to be taken by the nuclear industry.

### **Responsibilities**

The Public Affairs Advisory Committee shall advise the Association on emerging issues and associated strategies to address those issues based upon direction from the Board of Directors.

The Public Affairs Advisory Committee shall provide guidance on annual plans developed by the Association, as well as plans prepared by relevant Working Groups and Task Forces.

The Chair may establish additional working groups/task forces on particular topics. The working groups shall report to the Committee and meet the same reporting requirements as the Committee has to the Board of Directors. All working group reports shall be tabled with the Board of Directors along with Committee Reports.

The Public Affairs Advisory Committee shall advise the Board of Directors on areas within the Committee's competence, including public policy issues, communications policies of the CNA, and related strategies.

CNA staff shall keep minutes of all meetings of the Public Affairs Advisory Committee, and these minutes shall be tabled at the subsequent meeting of the Board of Directors.

CNA staff will be responsible for execution of any actions approved by the Committee.

The Chair of the Public Affairs Advisory Committee is a member of the Executive Committee with full voting rights and is therefore expected to serve on the Executive Committee and attend its meetings.

### **Decision Making**

The Committee shall reach decisions where possible by consensus developed by the Chair.

Where consensus is not possible, the Committee shall reach a decision by means of a majority vote upon a question.

The results of all votes shall be recorded in the minutes.

At the request of a mover of a motion, all votes can be recorded.

### **Orientation**

The CNA staff resources shall ensure that every new member of the Public Affairs Advisory Committee receives orientation training in relation to the Committee, its purpose and functions and its Terms of

Reference, before attending his/her first meeting. This shall include relevant federal and provincial regulations/legislation, such as the CNA's By-laws.

### **Confidentiality of Information**

Public Affairs Advisory Committee members are required to keep confidential any financial details or other sensitive information they receive. This means paying strict attention to the security of Committee records. In order for the committee to function properly, all members of the Association must be confident and trust that no improper use will be made of the information received.

## Regulatory Affairs Advisory Committee Terms of Reference

### **Mandate**

The Regulatory Affairs Advisory Committee (RAAC) is responsible for advising the Board of Directors on regulatory affairs issues that are of concern to CNA members and to the nuclear industry in general; and for the strategies to be pursued by the Association in resolving those issues.

This mandate will be supported by achieving the following objectives:

- Identify and prioritize the regulatory affairs issues that are of concern to the industry and to provide guidance on their solution;
- Establish working groups and task forces to address specific issues and to develop an industry position on priority issues;
- Encourage broad participation by the CNA members in its Government and Regulatory Affairs Programs and;
- Facilitate the dissemination of the information to CNA member and governmental policy makers on regulatory affairs issues of concern to the nuclear industry.

### **Membership**

The Regulatory Affairs Advisory Committee (RAAC) shall include a Chair who is appointed by the Board of Directors. The Chair shall nominate CNA members to the Regulatory Affairs Committee. The Committee shall consist in total, including the Chair of no more than ten (10) members and shall be reviewed on an annual basis. The Board may from time to time appoint or elect such other members as the Board may determine. All but the President and CEO, and CNA staff have voting rights on matters before the Regulatory Affairs Advisory Committee (RAAC).

### **Appointment**

The Board of Directors shall appoint a Regulatory Affairs Committee Chair during the first meeting of the Board of Directors after the Annual General Meeting of the Association. Appointment to the Regulatory Affairs Committee Chair is for a three (3) year term. Vacancies in the Chair of the Committee shall be filled by the Board of Directors with the consideration of recommendations from the Executive Committee.



## Meetings

1. The Regulatory Affairs Advisory Committee (RAAC) shall meet at the request of the Chair. It shall meet at least four times per year prior to each meeting of the Board of Directors.
2. Quorum for the Regulatory Affairs Advisory Committee (RAAC) shall consist of one half of its members without substitution.
3. The Regulatory Affairs Advisory Committee (RAAC) will periodically report on its activities to the Board of Directors and if appropriate, recommend actions to be taken by the nuclear industry.

## Notice of Meetings

Notice of meetings shall be provided at least 14 calendar days prior to the meeting of the Committee. Special meetings may also be called at the discretion of the Chair without regard to the requirement for notice period.

## Responsibilities

The Regulatory Affairs Advisory Committee (RAAC) shall be responsible for:

1. Providing the Association with guidance on the strategy for addressing regulatory affairs issues (policy and legislative) based upon direction from the Board of Directors.
2. Working to ensure consistency of approach or strategy in addressing regulatory affairs issues among the member organization of the Association.
3. Advising the Board of Directors on regulatory affairs issues and the strategy for addressing them.

The Chair may establish working groups within the Committee on topics. The working groups shall report to the Committee and meet the same reporting requirement as the Committee has to the Board of Directors. All working groups reports shall be tabled with the Board of Directors along with the Committee reports. CNA staff shall be responsible for the execution of any actions approved by the Committee. CNA staff shall keep records of all meetings of the Regulatory Affairs Advisory Committee and, these records shall be tabled at the subsequent meeting of the Board of Directors.

## Decision Making

1. The Committee shall reach decisions where possible by consensus developed by the Chair.
2. Voting by proxy is not permitted.
3. Where consensus is not possible, the Committee shall reach a decision by means of a majority vote.
4. The results of all votes shall be recorded in the minutes.
5. At the request of a mover of a motion, all votes can be recorded in the minutes.

## **Confidentiality of Information**

Regulatory Affairs Advisory Committee (RAAC) members are required to keep confidential any financial details or other sensitive information they receive. This means paying strict attention to the security of committee records. For the committee to function properly, all members of the Association must be confident and trust that no improper use will be made of the information received.