

Minutes of the Governance Review Task Force meeting

March 14, 2025 | 11:00am – 12:30pm ET | Virtual meeting

Committee members in attendance

Christian Bellini
Sophie Larivière-Mantha
Jennifer Quaglietta

Darlene Spracklin-Reid
John Van der Put
Mike Wrinch

Staff and support

Joan Bard Miller, Manager, Governance and Board Services
Light Go, General Counsel and Corporate Secretary

Mélanie Ouellette, Manager, Strategic and Operational Planning
Philip Rizcallah, CEO

1. Call to order and approval of agenda

C. Bellini welcomed everyone and called the meeting to order at 11:06 a.m. ET.

Moved and seconded

THAT the agenda be approved, and the chair be authorized to modify the order of discussion.

Carried

2. Declaration of conflict of interest

J. Quaglietta and S. Larivière-Mantha disclosed connections with consultants under consideration in agenda item 4. To avoid any perceived conflicts of interest, it was decided that they would participate in the discussion but recuse themselves from voting on motions related to the respective consultants.

3. Last meeting review

3.1 Approval of minutes

No comments or questions were received.

Moved and seconded

THAT the minutes of the January 15, 2025 meeting be approved.

Carried

3.2 Review of action table

No comments or questions were received.

4. Selection of consultant

J. Bard Miller presented proposals from potential governance consultants along with staff scores for each proposal, all of which had been shared in advance.

Task force members selected their top two choices to move on to an interview. It was agreed that interviews would be 30 minutes, with the consultants making a five-minute presentation. It was also agreed that the three-person interview panel would consist of, J. Quaglietta, J. Van der Put and D. Spracklin-Reid, with C. Bellini acting as alternate in case of a scheduling conflict that prevents one of the

three panelists from attending both interviews. Following the interviews, the Governance Review Task Force will be asked by e-ballot to confirm the interview panel's selection.

5. Other business

There was no other business.

6. Next task force meetings (proposed)

- April 22, 2025 (tentative)

Meeting dates to be confirmed with selected consultant. Tentative dates currently outlined in the draft work plan.

7. Meeting evaluation

With a view to continuous improvement, the task force conducted a roundtable meeting evaluation.

8. Closing

With no further business to discuss, the meeting closed at 11:39pm ET.