

Minutes of the Governance Committee Meeting

June 17, 2024 10:00 am – 11:00 am (PDT) | Hybrid

In-person: Spirit Ridge Hotel and Resort, Osoyoo, BC | Virtual: Teams

Committee members in attendance	
Elliott Coles Crysta Cumming Chris Dixon Nancy Hill	Andrew Lockwood Sophie Larivière-Mantha Jean-Luc Martel
Staff support	
Light Go, General Counsel and Corporate Secretary	Joan Bard Miller, Manager, Governance and Board Services

1. Introductions and selection of the committee chair

L. Go, committee staff liaison, opened the meeting at 10:01am (PDT) and asked the Governance Committee to consider the HR Committee’s recommendation that Sophie Larivière-Mantha be appointed as the Governance Committee chair for the 2024-2025 term. The committee members unanimously supported the recommendation.

Moved and seconded

THAT Sophie Larivière-Mantha be appointed Governance Committee chair for 2024-2025.

Carried

2. Call to order and approval of agenda

After taking over as chair, S. Larivière-Mantha welcomed everyone to the first meeting of the 2024-2025 Governance Committee. Members introduced themselves.

Moved and seconded

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

Carried

3. Declaration of conflict of interest

No conflicts were declared.

4. Last meeting review

4.1. Review of minutes (March 7, 2024) - approved by 2023-2024 committee

Minutes from the Governance Committee’s meeting on March 7, 2024, which were approved by the 2023-2024 Governance Committee, were included in the agenda book for information. No questions or comments were received.

4.2. Review of action table

There were no questions or comments on the action list that was pre-circulated for information.

5. Approval of the 2024-2025 work plan

L. Go presented the draft work plan for 2023-2024 that had been pre-circulated to the committee. He highlighted that the work plan included development of an environmental, social and governance (ESG) policy, and terms of reference (TOR) for a governance review task force.

The Governance Committee reflected on elements that will go into the TOR for the task force including the scope of the governance review and taskforce members' term lengths and competencies, the latter of which would guide a call for nominees and selection by the HR Committee for Board approval. To allow sufficient time to develop the TOR and recruit task force members by early 2025, it was suggested that the Governance Committee consider holding an additional meeting to discuss the task force mandate and member competencies. Discussion would be informed by lessons learned from past reviews and motions and members' meetings.

Moved and seconded

THAT the 2024-2025 Governance Committee work plan be approved, as presented.

Carried

ACTION: On behalf of the Chair, staff will circulate to the Governance Committee potential dates for an additional meeting to discuss the governance review task force terms of reference.

6. Policy reviews

6.1 2024-2025 policy review schedule

No questions were received.

6.2 Round 1 policy updates

S. Larivière-Mantha asked the Governance Committee to consider the pre-circulated policy revisions proposed by staff and/or other committees.

i. Policy 1.1, History

The committee inquired about the need for the organization's history to be captured in a policy. Recognizing that the intent was to provide context to the policy manual, the committee agreed that no revisions were required at this time.

It was noted that a companion piece to the Board's policy manual summarizing its key content may be useful for Directors. It was further suggested that an overview of the policy manual be presented at the September Governance Committee meeting.

ii. Policy 5.1, Relationships with the engineering regulators

The committee agreed that no revisions were required at this time.

iii. Policy 7.7, Investments

The committee supported the recommended revisions pending certain clarifications from the Chief Financial Officer (CFO).

ACTION: On behalf of the Governance Committee, the Chair will seek clarification from the CFO, on the ranges included in the policy and use of the terms "responsible investing" and "ESG investing". The response will be circulated to the Governance Committee.

The Governance Committee agreed with the recommendations to rescind the following two policies:

- i. Policy 6.14, *Strategic Planning Task Force terms of reference*
- ii. Policy 6.15, *Strategic Planning Task Force terms of reference*

Moved and seconded

THAT the following policies, as revised, be presented to the Board for approval:

i. Policy 1.1, History

ii. Policy 5.1, Relationships with the engineering regulators

iii. Policy 7.7, Investments

THAT it be recommended to the Board that the following policies be rescinded:

i. Policy 6.14, Collaboration Task Force terms of reference

ii. Policy 6.15, Strategic Planning Task Force terms of reference

Carried

7. Other business

There was no other business.

8. Next committee meetings

The committee confirmed the proposed 2024-2025 committee meeting dates, all of which are currently scheduled to run from 11:00am – 1:30pm (ET), as follows:

- September 18, 2024 (virtual)
- November 13, 2024 (virtual)
- March 13, 2025 (virtual)

9. Meeting evaluation

No comments were brought forward.

10. Closing

With no further business, the meeting was closed at 12:01pm (PDT).