

Minutes of the Governance Committee Meeting

August 27, 2024 12:00 pm – 1:30 pm ET

Virtual: Teams link in OnBoard and Outlook invitation sent to members

Committee members in attendance	
Elliott Coles Nancy Hill Andrew Lockwood	Sophie Larivière-Mantha Jean-Luc Martel
Regrets	
Chris Dixon	Crysta Cumming
Observers	
John Van der Put	
Staff support	
Philip Rizcallah, Chief Executive Officer Light Go, General Counsel and Corporate Secretary	Joan Bard Miller, Manager, Governance and Board Services Juliet Chou, Governance Coordinator

1. Call to order and approval of agenda

S. Larivière-Mantha, GC Chair, welcomed committee members and staff. The meeting was called to order at 12:02 p.m., ET.

Unduly noted

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

Carried

2. Declaration of conflict of interest

No conflicts were declared. As indicated in the agenda book, participants may declare a conflict at any time during the meeting, as necessary.

3. Last meeting review

3.1. Review of minutes (June 17, 2024)

There were no comments or questions regarding the minutes which had been pre-circulated.

Unduly noted

THAT the minutes of the June 17, 2024, meeting be approved.

Carried

3.2. Review of action table

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

4. Governance Review Task Force

S. Larivière-Mantha introduced the topic and J. Bard Miller, Manager, Governance and Board Services, presented the context of issues in previous governance review, timelines to form the Governance Review Task Force and draft terms of reference (TOR) that had been pre-circulated.

The committee discussed the TOR, focusing particularly on the topic of composition. The TOR will be further reviewed and refined at the next meeting.

5. Other business

There was no other business.

6. Next committee meetings

The dates of the upcoming Governance Committee meetings were provided to the committee in its meeting agenda:

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

7. Meeting evaluation

Overall, the Governance Committee was pleased with the meeting.

8. Closing

With no further business, the meeting was closed at 1:32pm (ET).