

## Minutes of the Governance Committee Meeting

November 13, 2024 11:00 am – 1:30 pm ET

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

Committee members in attendance	
Sophie Larivière-Mantha (Chair) Elliott Coles Crysta Cumming Chris Dixon	Nancy Hill Andrew Lockwood Jean-Luc Martel
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 11:03 a.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. Participants were reminded to declare a conflict at any time during the meeting, as necessary.

### 3. Last meeting review

3.1. Review of minutes (September 18, 2024)

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

**Unduly noted**

***THAT the minutes of the September 18, 2024, meeting be approved.***

**Carried**

3.2. Review of action table

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

### 4. Policy reviews

Upon review of the revisions proposed to each policy it was agreed that:

- No revisions are currently required to policy 4.2, *Directors' responsibilities*. The Governance Review Task Force may wish to consider sections 4.2.1 e)-g).
- Staff will make grammatical revisions to policy 5.6, *Planning*, as directed by the committee and under its approval authority. No further revisions are proposed for Board approval.

- Revisions proposed by staff and the committee to three (3) policies will be presented to the Board for approval in February.

***Unduly noted***

***THAT the Governance Committee approve Board policy 5.6, Planning.***

***Carried***

***Unduly noted***

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

- i. Policy 5.2, Treatment of staff and volunteers***
- ii. Policy 9.2, Qualifications Board guidelines***
- iii. Policy 9.3, National position statements***

***Carried***

- **Policy 7.1, Board, committee, and other volunteer expenses:**

At the encouragement of the Board at its October 10, 2024 meeting, the Governance Committee considered guest allowances for in-person meetings captured in Board policy 7.1, *Board, committee, and volunteer expenses*.

The committee considered the policy's purpose and Board discussions of section 7.1.4.A, Airfare, in 2023. To better support decision making around further revisions to the policy, the committee suggested that staff gather additional contextual information, comparable policies, and financial data.

An additional Governance Committee meeting will be scheduled for the committee to consider revisions to the policy prior to the February 28 Board meeting.

## **5. Other business**

There was no other business.

## **6. Next committee meetings**

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

- March 13, 2025 (virtual)

The Governance Committee requested an additional meeting to discuss Board policy 7.1 so that it may be presented to the Board at its meeting on February 28, 2025.

## **7. Meeting evaluation**

Committee members indicated that the meeting went well.

***Unduly noted***

***THAT the Governance Committee meeting move in-camera.***

***Carried***

## **8. Closing**

With no further business, the meeting was closed at 1:38pm (ET).