

Minutes of the Governance Committee Meeting

January 29, 2025 11:30 am – 1:00 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 called the meeting to order at 11:31 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.

3. Last meeting review

3.1. Review of minutes (November 13, 2024)

There were no comments or questions.

Unduly noted

THAT the minutes of the November 13, 2024, meeting be approved.

Carried

3.2. Review of action table

There were no comments or questions.

4. Board policy 7.1, Board, committee, and other volunteer expenses

J. Bard Miller and P. Rizcallah provided an overview of the pre-circulated revisions to Board policy 7.1, and the research that informed them. The Governance Committee supported presenting the revisions for approval at the February Board meeting.

Unduly noted

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

7.1, Board, committee, and other volunteer expenses.

Carried

5. Next committee meetings

The next Governance Committee meeting will take place on March 13, 2025 (virtual).

Unduly noted

THAT the Governance Committee meeting move in-camera.

Carried

6. Closing

With no further business, the meeting was closed at 12:16pm (ET).