Minutes of the Governance Committee Meeting

April 20, 2026 11:30 am – 1:30 pm (ET) | Virtual

Committee members in attendance	
Denise Pothier (Chair) Nick Colucci Christopher Dixon Andrew Lockwood	Jean-Luc Martel Michael Wrinch
Observers	
John Van der Put	Darlene Spracklin-Reid
Marlo Rose	
Guest	
Christian Bellini	
Regrets	
Tim Kirkby	
Staff support	
Philip Rizcallah, CEO 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

D. Pothier, Governance Committee Chair, called the meeting to order at 11:31 a.m. ET. Participants were welcomed and the land was acknowledged.

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

No conflicts were declared. Committee members were reminded to declare a conflict at any time during the meeting, as necessary.

3. Last meeting review

3.1. Review of minutes

Moved and seconded
THAT the minutes of the November 12, 2025 meeting be approved as presented.
Carried

3.2. Action table

The action table was pre-circulated for information.

4. Governance review

C. Bellini, Chair, Governance Review Task Force (GRTF), delivered an update on the governance review, emphasizing the intended actions following the Board's resolutions made on April 8, 2026, as outlined in the pre-circulated briefing materials.

The Governance Committee suggested highlighting at the Annual Meeting of Members (AMM) the extensive consultations on the governance review that have taken place with interest holders. The

Committee also encouraged ongoing coordination between the GRTF and Governance Committees, as appropriate, to support implementation of the review's recommendations until the end of the GRTF's mandate, with oversight expected to transition to the Governance Committee thereafter.

C. Bellini left the meeting.

5. Policy reviews

J. Bard Miller, Manager, Governance and Board Services, proposed to the Governance Committee that no changes be made to the policies currently due for their regular review given that each policy is expected to be reviewed as part of the recommendations stemming from the governance review, as described in the pre-circulated briefing note. Bard Miller solicited feedback from the Governance Committee on the current Board policy manual to inform future policy development and reviews.

The Committee suggested that:

- Updates are made to the in-camera meeting policy in conjunction with considerations around observers attending Board meetings, and
- The forthcoming review of the Canadian Engineering and Accreditation Board (CEAB) and Canadian Engineering Qualifications Board (CEQB) take into consideration recommendations from the Futures of Engineering Accreditation Path Forward Report.

6. ESG policy

J. Bard Miller recommended that work on an ESG policy be paused and that its development be revisited following the Board and Regulator workshop planned for October 2026, as indicated in the pre-circulated briefing materials.

The Governance Committee supported the recommendation.

7. Recommendations for Board education / Director development

D. Pothier invited the committee to advise on Director development activities. Discussion was supported by a pre-circulated briefing note.

Governance Committee members generally valued the half-day training offered in conjunction with Board meetings, and suggested that future training be offered on the Board's role regarding artificial intelligence, Truth and Reconciliation, cyber-security resilience, strategy, financial oversight, change management and accreditation-matters. It was also suggested that thought be given to allotting funds for individual Director training and creating short videos to deliver Director onboarding and continuous training.

8. Final 2025-2026 committee report

The Governance Committee was satisfied with its year-end report for 2025-2026, which had been pre-circulated.

The Governance Committee considered proposed revisions to its terms of reference, as well as those of the HR Committee. A discussion ensued, and the Committee agreed not to propose any changes to the Board at this time, noting that the current division of responsibilities remains appropriate. The Committee further noted that any future changes may be informed by the governance review.

9. Other business

No other business was raised.

10. Next committee meetings
It was noted that no further meetings are scheduled for the 2025-2026 Committee.

11. Meeting evaluation
Governance Committee members provided positive and constructive feedback on the meeting.

12. Closing

With no further business, the meeting was closed at 12:46pm (ET).