Minutes of the Special Governance Committee Meeting

September 28, 2026 11:00 am – 11:30 pm (ET) | Virtual

Committee members in attendance	
Menelika Bekolo (joined at 11:12 am) Christopher Dixon Andrew Lockwood Sophie Larivière-Mantha	Jean-Luc Martel Denise Pothier John Van der Put (Interim Meeting Chair)
Observers	
Marlo Rose	Darlene Spracklin-Reid
Guest	
Christian Bellini	
Regrets	
Nick Colucci Marisa Sterling (Chair)	
Staff support	
Philip Rizcallah, CEO Light Go, General Counsel and Corporate Secretary	Antheia Rae, Manager, Governance and Board Services Juliet Chou, Governance Associate

1. Call to order & Approval of Agenda

John Van der Put, Interim Meeting Chair, called the meeting to order at 11:00 a.m. ET.

Moved and seconded
THAT the agenda be approved.
Carried

2. Accreditation Board Liaison Group (ABLG) proposal

The Committee resumed its consideration of the proposed ABLG framework. Members discussed the proposal as a temporary solution, including governance review considerations, interest-holder sensitivities, and communication challenges between key governance bodies. While the Committee acknowledged the importance of strengthening communication and alignment, members expressed the view that establishing a liaison group was not the most appropriate approach at this time. The Committee agreed that the Governance Review process would more effectively address the underlying governance and communication issues.

Moved and seconded
THAT the Governance Committee recommend that the Board not proceed with the establishment of the Accreditation Board Liaison Group (ABLG) at this time and instead address the underlying governance and communication matters through the Governance Review implementation process.
Carried

3. Independent Director Bylaw Provision

The Committee discussed the intended composition of the independent director positions. It agreed that the expectation these positions be held by individuals who are not professional engineers should be reflected in Board policy and the nominations process, rather than prescribed in the bylaw.

Action: General Counsel to review Bylaw 4.1 (Nomination of Directors), and, if necessary, amend

the provision to reflect the proposed Board structure, including independent directors, for consideration by the members at the 2027 Annual Meeting of Members.

Christopher Dixon left the meeting.

Moved and seconded
THAT the Governance Committee recommend that the Board's intention for the independent director positions to be held by individuals who are not professional engineers, or registered with any of the Regulators, be reflected in Board policy and the nominations process.
Carried

4. Next committee meetings

- November 24, 2026
- January 12, 2027 (if needed)
- March 9, 2027

5. Closing

With no further business, the meeting was closed at 11:45 pm ET.