

Minutes of the Human Resources Committee meeting
December 12, 2024 | 11:00am – 1:00pm ET | Virtual meeting

Committee members in attendance	
Nancy Hill (Chair) Mike Wrinch John Van der Put Arjan Arenja	Ann English Stormy Holmes Darlene Spracklin-Reid Marisa Sterling
Guests	
Nicole Bendaly, Boyden	
Staff and support	
Philip Rizcallah, CEO Nicole Proulx, Director, Human Resources	Joan Bard Miller, Manager, Governance and Board Services Juliet Chou, Governance Coordinator

1. Call to order and approval of agenda

N. Hill, HR Committee Chair, called the meeting to order at 11:01 a.m. ET.

The HR Committee agreed to add to the agenda discussions of 1) the Board and Director (self- and peer-) assessment surveys, and 2) providing Directors with feedback and options for professional development when not selected for a committee or task force.

Moved and seconded

THAT the agenda be approved as amended, 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. Consent agenda

3.1. Approval of minutes

No comments or questions were received regarding the pre-circulated minutes.

Moved and seconded

THAT the minutes of the November 27, 2024 meeting be approved.

Carried

3.2. Review of action table

N. Hill provided a status update on the actions recorded at the November 27, 2024, meeting.

4. CEO evaluation

Moved and seconded

THAT the HR Committee move in-camera.

Carried

5. CEO development plan

***Moved and seconded
THAT the meeting move out of camera.
Carried***

6. 2025 CEO objectives

P. Rizcallah presented the pre-circulated 2025 CEO objectives.

The HR Committee had a robust discussion about the proposed 2025 CEO objectives and provided feedback to the CEO on where further improvements may be made. N. Bendaly, Boyden, joined the discussion in progress.

Following the discussion the HR Committee acknowledged that more work needed to be done on the CEO objectives. The HR Committee delegated to the three presidents the responsibility of working with the CEO to finalize the 2025 CEO objectives which will then be brought to the Board for their approval.

As a separate item, Boyden will continue to help prepare a CEO evaluation tool for 2025 which will be discussed at an upcoming meeting of the HR Committee.

N. Bendaly left the meeting.

7. Review of Board policies that relate to HR Committee responsibilities

J. Bard Miller presented proposed revisions to Board policies 6.12, *Human resources committee terms of reference*, and 6.13, *President-Elect nomination and election process*, which had been pre-circulated.

The HR Committee agreed with the revision to Board policy 6.12, *Human Resources Committee terms of reference* proposed by the Governance Committee. The policy will be presented to the Board in February 2025 for approval.

The HR Committee considered the eligibility requirements and process for selecting the President-Elect as found in policy 6.13, *President-Elect nomination and election process*. The committee did not coalesce around any specific changes. It was suggested that the forthcoming governance review may inform potential changes to the policy. The Governance Committee will review the policy at its meeting in March, as part of its regular policy review.

N. Hill invited the HR Committee to discuss Board policy 7.1, *Board, committee, and other volunteer expenses*, as outlined in the pre-circulated briefing note. Various points were raised regarding the policy. For example, it was suggested that a philosophy around supporting volunteers, guided by best practice, is needed to inform revisions to the policy; and that volunteer policies should be applied evenly across all types of volunteers. It was also noted that revisions to the policy may be informed by decisions around Board composition that emerge from the governance review. In light of meeting time constraints, no specific recommendations were agreed upon. The committee deferred further discussion to a future meeting.

7.1. Board and Director assessments

Recognizing the cost savings, the HR Committee agreed to use its board portal to conduct the 2024-2025 Board and Director assessments. The HR Committee Chair will work with staff to confirm the questions that will be used in the assessment surveys, based on the feedback provided by committee members.

Moved and seconded

THAT the HR Committee approve the structure, content and approach of the Board and individual (self- and peer-) assessments for 2024-2025, as proposed.

Carried

7.2. Recommendations for Directors' professional development

It was requested that at a future meeting, the HR Committee discuss providing Directors with feedback when not selected for a Board committee or task force that would help them identify professional development opportunities.

8. Other business

It was suggested that Directors' attendance at CEAB sub-committees be included in the meeting attendance summary of the Board's agenda books.

9. Next committee meetings

The next committee meetings were confirmed as follows, to take place from 11 am-1:00pm ET:

- Friday, February 28, 2025 (following the Board meeting) – 3Ps and committee chair meet with CEO
- Wednesday, April 2, 2025 (to be rescheduled)

10. Meeting evaluation

Overall, the HR Committee and staff were pleased with the meeting. With a view to improvement, it was suggested that the time allocated to each agenda item as indicated on the agenda be followed to improve meeting efficiency.

11. Closing

With no further business to discuss, the meeting closed at 1:19pm ET.