

**Minutes of the Human Resources Committee meeting**  
 April 1, 2025 | 10:00am – 12:00pm ET | Virtual meeting

<b>Committee members in attendance</b>	
Nancy Hill (Chair) Mike Wrinch John Van der Put Arjan Arenja	Ann English Stormy Holmes (joined at 10:18am) Darlene Spracklin-Reid (joined at 10:24am) Marisa Sterling
<b>Guests</b>	
Nicole Bendaly, Boyden	
<b>Staff and support</b>	
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 10:00 a.m. ET.

***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

Conflicts were declared by HR Committee members listed as potential members of the 2025-2026 HR Committee under agenda item 9. The respective committee members agreed to recuse themselves from the discussion and decision.

### 3. Consent agenda

#### 3.1. Approval of minutes

There were no comments or questions about the pre-circulated minutes.

***Moved and seconded***

***THAT the minutes of the December 12, 2024 meeting be approved.***

***Carried***

#### 3.2. Review of action table

The action table was pre-circulated for information.

N. Bendaly joined the meeting.

### 4. CEO assessments

N. Proulx, Director, Human Resources, introduced N. Bendaly, Boyden, to present the tool developed for the 2025 CEO assessment. Presentation slides and the proposed assessment tool were pre-circulated.

A robust discussion ensued with focus on the proposed rating scale and structure to guide the annual recommendation for the CEO's short-term incentive. The HR Committee:

***Moved and seconded***

**THAT the HR Committee approve the following structure for the CEO's short-term incentive:**

<b>Bonus Structure</b>	<b>% of Bonus</b>
<b>3.0</b>	<b>0</b>
<b>3.1+</b>	<b>0-50%</b>
<b>3.5+</b>	<b>50-75%</b>
<b>4.0+</b>	<b>75-100%</b>
<b>4.5+</b>	<b>100%</b>

**Carried**

N. Bendaly left the meeting.

## **5. Board and Director (self- and peer-) assessment results**

N. Hill presented the summary reports for the 2025 Board assessment and Director self- and peer-assessment surveys, which were pre-circulated to the committee. It was noted that the individual peer-assessment reports had been circulated confidentially to the respective Directors, and individual self-assessment reports would soon follow.

The HR Committee discussed themes that emerged in the Board assessment and appropriate ways to share those themes and the report, as needed. Furthermore, the committee made suggestions to staff on how to improve the survey questions in the future.

It was noted that the Chair will brief the Board on the results of the annual assessment during the HR Committee report at the May Board meeting.

**ACTION: Staff to make the Board and Director assessment report available to the Board through its online portal; and share the report with the Governance Review Task Force to inform its work.**

## **6. Director orientation program**

J. Bard Miller, Manager, Governance and Board Services, presented the 2025 New Director Onboarding Plan which was pre-circulated to the committee.

A discussion ensued and HR Committee members suggested that:

- Presentations for new Directors be made available to all Directors, and
- More guidance be provided to support interactions between the Board buddies and new Directors.

## **7. Final 2024-2025 committee report**

The committee reviewed its year-end report and no questions and comments were raised.

## **8. Next committee meetings**

It was noted that no further meetings are scheduled for the 2024-2025 committee, and the first meeting of the 2025-2026 committee is May 24, following the Annual Meeting of Members.

## **9. Recommendation for HR Committee nominees for 2025-2026**

HR Committee members listed as potential members of the 2025-2026 HR Committee left the meeting

**Moved and seconded**

**THAT the HR Committee move in-camera. The attendees will include the HR Committee members, HR Director, and Manager, Governance and Board Services.**

***Carried***

***Moved and seconded***

***THAT the HR Committee recommends to the Board that the following Directors be appointed to the 2025-2026 HR Committee: Lisa Doig; Marlo Rose; Marisa Sterling (alternate in the event that any of the previous are elected as President-Elect); and that the resolution be moved out of in-camera. carried***

***Moved and seconded***

***THAT the meeting moved out of camera.***

***Carried***

## **10. Other business**

No other business was brought forward.

## **11. Closing**

With no further business to discuss, the meeting closed at 11:55 am ET.