

**Minutes of the Human Resources Committee meeting**  
May 24, 2025 | 1:00pm - 3:00pm PDT | Virtual meeting

<b>Committee members in attendance</b>	
Mike Wrinch, Past-President, BC Darlene Spracklin-Reid, NL Marlo Rose, NB (Chair)	Lisa Doig, AB Stormy Holmes, CEO Group member John Van der Put, President, AB
<b>Staff and support</b>	
Philip Rizcallah, CEO Nicole Proulx, Director, Human Resources	Juliet Chou, Governance Coordinator Joan Bard Miller, Manager, Governance and Board Services

**1. Confirmation of the committee chair**

As per the HR Committee's terms of reference (Board policy 6.12), the Past President normally serves as chair of the committee unless the HR Committee decides otherwise. The committee members unanimously supported M. Rose to be the HR committee Chair for the 2025-2026 term.

**2. Call to order and approval of agenda**

The meeting was called to order at 1:05pm (PDT).

***Moved and seconded***

***THAT the agenda be approved, and the chair be authorized to modify the order of discussion.***

***Carried***

**3. Declaration of conflict of interest**

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

**4. Last meeting review**

**4.1. Review of minutes**

The April 1, 2025, meeting minutes which had been approved by the outgoing 2024-2025 HR Committee were provided for information.

**4.2 Review of action table**

The action table had been pre-circulated for information.

**5. Approval of the 2025-2026 work plan**

M. Rose opened the floor for questions and comments about the proposed 2025-2026 HR Committee work plan that had been pre-circulated.

The HR Committee discussed the CEO objective setting and assessment process and agreed that as part of their regular meetings to include quarterly check-ins with the CEO on their progress against their annual objectives.

***Moved and seconded***

***THAT the 2025-2026 work plan be approved as amended.***

***Carried***

## 6. Directors appointments to committees and roles

J. Bard Miller provided an overview of the proposed committee and role appointments for 2025-2026, as outlined in the pre-circulated briefing note and appendices. Following a fulsome discussion, the HR Committee agreed to the following revisions to the proposal:

- Arjan Arenja be appointed to the CEAB for a two-year term,
- Elliott Coles be appointed to the CEQB for a two-year term,
- Andrew Lockwood be re-appointed to the Governance Committee for a second one-year term, and
- Tim Joseph and Anjum Mullick be appointed as 30 by 30 co-champions.

It was also recommended that:

- Denise Pothier be appointed as Governance Committee chair, and
- Marisa Sterling be appointed as FAR Committee chair.

Furthermore, the HR Committee also agreed to uphold the expectation in Board policy 5.4(9) that, “No Board Directors are appointed to operational committees.”

The HR Committee suggested that consideration be given to revising the FAR Committee terms of reference (Board policy 6.4) so that regional representation is less prescriptive, allowing for broader considerations around appropriate appointments, and that term limits be prescribed in keeping with good governance. Staff noted that this feedback will be provided to the FAR and Governance committees to support their respective reviews of the policy in the coming year.

### ***Moved and seconded***

***THAT the individuals shown in Appendix 3, as amended, be recommended to the Board for appointment to Board committees.***

***Carried***

The HR Committee supported the following “Board buddy” pairings:

- Arjan Arenja and Christopher Chahine
- Marlo Rose and Denise Pothier
- Marisa Sterling and Nick Colucci

## 7. HR Committee budget planning

### 7.1 Director development

J. Bard Miller, Manager, Governance and Board Services, introduced the proposed 2026 budget envelop for Director development activities. Following discussion of the proposal, it was:

### ***Moved and seconded***

***THAT the 2026 budget include \$20,000 for Director development activities.***

***Carried***

### 7.2 Board and chair assessments

J. Bard Miller introduced the proposed budget envelop for the 2026 chair, Board, and Director assessments. The HR Committee noted the increased response rate when the assessments were conducted through the Board’s online portal, and agreed to repeat this approach in 2026, with some revisions to the questions.

### ***Moved and seconded***

***THAT the 2026 budget include \$10,000 for external consultants to administer the Board, individual Director, peer, and chair assessment surveys.***

***Carried***

### **7.3 Annual CEO evaluation**

N. Proulx, Director, HR, introduced the proposed budget allocation for the 2026 informal CEO assessment. The committee discussed the pros and cons of engaging a consultant as proposed.

***Moved and seconded***

***THAT the 2026 budget include \$8,000 to secure external consultants for the 2026 informal CEO assessment.***

***Carried***

## **8. Other business**

No business brought forward.

## **9. Next committee meetings**

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

- Thursday, September 4, 2025
- Thursday, November 20, 2025
- Thursday, December 11, 2025 (in-camera session, only HR Committee members)
- Friday, February 27, 2026 (following the Board meeting) – *3Ps and committee chair meet with CEO*
- Wednesday, April 1, 2026

## **10. Meeting evaluation**

The HR Committee conducted a post-meeting evaluation. No issues were raised.

## **11. Closing**

With no further business to discuss, the meeting closed at 2:16 pm PDT.