Minutes of the Human Resources Committee meeting
May 23, 2026 | 1:00pm - 3:00pm MDT | Hybrid meeting

Committee members in attendance	
John Van der Put (Chair) Christopher Chahine (virtual) Stormy Holmes	Anjum Mullick Marlo Rose Darlene Spracklin-Reid
Staff and support	
Philip Rizcallah, CEO Georges Khoury, 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 J. Van der Put to be the HR committee Chair for the 2026-2027 term.

2. Call to order and approval of agenda

The meeting was called to order at 12:58pm (MDT).

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 7, 2026, meeting minutes which had been approved by the outgoing 2025-2026 HR Committee were provided for information.

4.2 Review of action table

The action table had been pre-circulated for information. It was noted that J. Quaglietta, CEO Group advisor, will join HR Committee meetings starting in September

5. Approval of the 2026-2027 work plan

J. Van der Put opened the floor for questions and comments about the proposed 2026-2027 HR Committee work plan that had been pre-circulated. No questions were received.

The committee agreed to the work plan, noting that it may be revised to accommodate emerging issues, and that it will be submitted to the Board for approval in October

Moved and seconded
THAT the 2026-2027 work plan be approved as presented.

Carried

6. Directors appointments to committees and roles

J. Bard Miller provided an overview of the proposed committee and role appointments for 2026-2027, 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:

- Ann English be re-appointed to the CEAB for a one-year term, and Mark Adams be appointed to the CEAB for a two-year term
- Lisa Doig be appointed to the CEQB for a one-year term
- Lorne Cutler and Paul Guy be appointed to the FAR Committee, and
- Nick Colucci, Menelika Bekolo and Marisa Sterling be appointed to the Governance Committee

It was also recommended that:

- Jitendra Paliwal be appointed as FAR Committee chair.

J. Van der Put agreed to reach out to all Directors to discuss their placements and ensure they agree with the HR Committee's recommendations.

Moved and seconded
THAT the individuals shown in Appendix 2, as amended, be recommended to the Board for appointment to Board committees.
Carried

The HR Committee supported the following "Board buddy" pairings:

- Jay Nagendran and Marisa Sterling
- Mark Adams and Marlo Rose
- Paul Guy and Nick Colucci
- Lorne Cutler and Christopher Chahine
- Normand Chevalier and Anjum Mullick

Post-script: Subsequent to this meeting, the Board approved the committee's recommendation regarding CEAB appointments and approved a one-time exception to section 6.9.5 of the Board Policy. The rationale for the exception was recorded in the Board meeting minutes.

7. HR Committee budget planning

<u>7.1 Director development</u>

J. Bard Miller, Manager, Governance and Board Services, introduced the proposed 2027 budget envelop for Director development activities.

The committee discussed director development activities and noted that existing training may overlap with prior offerings. It was suggested that alternative approaches be considered to support new Directors, including a condensed introductory approach, and that orientation be enhanced through the use of Futures of Engineering Accreditation (FEA) videos and a presentation on current issues.

ACTION: D. Spracklin-Reid to follow up on options to support new Directors, including FEA videos and a presentation.

Moved and seconded
THAT the 2027 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 2027 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 2027.

Moved and seconded
THAT the 2027 budget include $2,300 to administer the Board, individual Director, peer, and chair assessment surveys.
Carried

7.3 Annual CEO evaluation
G. Khoury, Director, Human Resources, introduced the proposed budget allocation for the 2027 formal CEO evaluation and comprehensive compensation review. The HR Committee discussed the proposed approach, including the potential to engage an external consultant, with reference to prior experience and cost considerations.

Moved and seconded
THAT the 2027 budget include $34,000 to secure external consultants for the 2027 formal CEO evaluation and comprehensive compensation review.
Carried

8. Other business
No business brought forward.

9. Next committee meetings
The next committee meetings were confirmed as follows, to take place from 11am-1:00pm ET:
- Thursday, September 3, 2026
- Thursday, November 19, 2026
- Thursday, December 10, 2026 (in-camera session, only HR Committee members)
- Friday, February 26, 2027 (following the Board meeting) – *3Ps and committee chair meet with CEO*
- Wednesday, March 31, 2027

10. Meeting evaluation
No meeting evaluation was conducted.

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