

Minutes of the Governance Review Task Force meeting

February 11, 2026 | 11:30 a.m. – 1:30 p.m. ET | Virtual meeting

Committee members in attendance	
Christian Bellini Jennifer Quaglietta	John Van der Put Michael Wrinch
Regrets	
Sophie Larivière-Mantha	Darlene Spracklin-Reid
Guests from Cosgrove & Co.	
Kathryn Cosgrove	Roddy MacDonald
Staff and support	
Joan Bard Miller, Manager, Governance and Board Services Light Go, General Counsel and Corporate Secretary	Rosie Gauthier, Lead, Events and Strategic Initiatives Philip Rizcallah, Chief Executive Officer

1. Call to order and approval of agenda

C. Bellini called the meeting to order at 11:32 a.m. ET and welcomed everyone.

Moved and seconded

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

Carried

2. Declaration of conflict of interest

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

3. Last meeting review

3.1 Approval of minutes

No comments or questions were received.

Moved and seconded

THAT the minutes of the November 4, 2025, meeting be approved.

Carried

3.2 Review of action table

- The Task Force reviewed the action log.
- It was noted that both action items were done.

4. Round 2 findings taken from the consultations

K. Cosgrove and R. MacDonald, Cosgrove & Co., presented their findings from the Round 2 consultations and the comparator analysis, as documented in the pre-circulated materials. They also provided a verbal update on the consultation with the CEAB, which took place after the GRTF meeting materials were

distributed, and advised that a proposal had been received from the CEQB and would be considered as part of the final governance review report and recommendations.

Cosgrove & Co. further presented their proposed plan for the March 3 virtual workshop with key interest holders. The plan had been amended following its circulation to the GRTF, based on input from the GRTF Chair, and Engineers Canada's President, and the CEO.

The GRTF discussed the Round 2 findings, including support for each of the recommendations, options for building consensus, and lessons learned from comparator organizations. In lead up to the virtual workshop, it was agreed that:

- The Engineers Canada CEO would confirm whether a consultation would be planned for the CEO Group.
- The GRTF Chair and CEO Group representative would discuss engagement with Regulator councils.
- The Engineers Canada President, the CEO and the GRTF Chair would discuss extending additional workshop invites to Regulator representatives.
- Break-out discussions at the workshop would focus on board size and composition, independent directors, and Board competencies.
- Cosgrove & Co. would circulate their refined workshop plan to the GRTF by email.

5. Other business

There was no other business.

6. Next Task Force meetings

- Post-workshop debrief: March 4, 2026
- Final report & recommendations: March 23, 2026

7. Closing

With no further business to discuss, the meeting closed at 1:33 p.m. ET.