

Minutes of the Governance Committee Meeting

June 16, 2025 10:00 am – 11:00 am (MDT) | Hybrid

In-person: Waterton Lakes Lodge Resort, Waterton Lakes National Park, AB | Virtual: Teams

Committee members in attendance	
Denise Pothier (Chair) Nick Colucci Christopher Dixon Tim Kirkby	Andrew Lockwood Jean-Luc Martel Michael Wrinch
Observers	
John Van der Put	Ray Gosine
Elliott Coles	
Staff support	
Light Go, General Counsel and Corporate Secretary	Joan Bard Miller, Manager, Governance and Board Services

1. Introductions and selection of the committee chair

L. Go, General Counsel and Corporate Secretary, opened the meeting at 10:02am (MDT). The Governance Committee supported the HR Committee's recommendation that Denise Pothier be appointed as the Governance Committee chair for the 2025-2026 term.

Moved and seconded

THAT Denise Pothier be appointed Governance Committee chair for 2025-2026.

Carried

2. Call to order and approval of agenda

D. Pothier welcomed everyone to the first meeting of the 2025-2026 Governance Committee.

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.

4. Committee orientation

4.1. For information: Approved meeting minutes from March 11, 2025, and action table

4.2. Governance Committee responsibilities

J. Bard Miller, Manager, Governance and Board Services, provided an overview of the Governance Committee's role and responsibilities, as outlined in the pre-circulated terms of reference.

A discussion ensued with returning members providing insights on the Governance Committee's workflow and clarifying the differences between its work and that of the Governance Review Task Force. It was suggested that all committee members be introduced to OnBoard's annotation function to help capture and communicate potential policy revisions.

5. Approval of the 2025-2026 work plan

J. Bard Miller presented the draft work plan for 2025-2026 that had been pre-circulated to the committee. It was noted that additional items may be added over the course of the year. For example, the governance review may highlight the need to revise certain policies.

A brief discussion ensued, and it was confirmed that the meeting dates in the workplan may be adjusted if needed.

Moved and seconded

THAT the 2025-2026 Governance Committee work plan be approved, as presented.

Carried

6. Policy reviews

2025-2026 policy review schedule

J. Bard Miller introduced the schedule to address the 14 policies due for review in 2025-2026.

The committee briefly discussed certain policies due for review, including policy 4.8, *Board composition profile*.

7. Other business

The Governance Committee noted its lack of gender diversity and reflected on the current process to select and approve the committee membership.

8. Next committee meetings

The committee received the upcoming meeting dates in its agenda.

9. Meeting evaluation

The Governance Committee conducted a post-meeting evaluation. To ensure efficient policy reviews, it was suggested that:

- Policies be delegated to Governance Committee members as early as possible.
- Members inform the committee in advance of their meetings, through the Chair, of any key recommendations that will be brought forward.

10. Closing

With no further business, the meeting was closed at 10:47 (MDT).