Minutes of the Human Resources Committee meeting
November 27, 2024 | 1:00pm – 3:00pm ET | Virtual meeting

Committee members in attendance	
Nancy Hill (Chair) Mike Wrinch John Van der Put Arjan Arenja	Ann English Stormy Holmes Darlene Spracklin-Reid (joined at 1:37 pm)
Regrets	
Marisa Sterling	
Guests	
Nicole Bendaly, Boyden	
Staff and support	
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 1:02 p.m. ET.

   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**

   It was noted that committee members who applied for membership to the Governance Review Task Force, but were not ex officio task force members would recuse themselves for agenda item 7. Committee members were otherwise reminded to declare a conflict at any time during the meeting, as necessary.

3. **Consent agenda**

   3.1. Approval of minutes
      No comments or questions were received regarding the pre-circulated minutes.

   Moved and seconded
   THAT the minutes of the September 5, 2024 meeting be approved.
   Carried

   3.2. Review of action table
      No comments or questions were received regarding the action table.

4. **CEO evaluation**

   Moved and seconded
   THAT the HR Committee move in-camera.
   Carried

   The Governance Coordinator left the meeting.

Following his presentation of the accomplishments of the 2024 objectives, the CEO left the meeting.

Moved and seconded
THAT the meeting moved out of camera.
Carried

The CEO and Governance Coordinator rejoined the meeting.

5. Draft CEO objectives for 2025

P. Rizcallah presented the pre-circulated draft CEO objectives for 2025.

The HR Committee provided feedback on the draft objectives with a view to ensuring that they include:

- Responsibilities specific to the CEO,
- Completion dates,
- Measurable performance outcomes, and
- Opportunities for growth, i.e. stretch objectives.

ACTION: The CEO will meet with the three presidents and N. Bendaly, Boyden Consultant, to further refine the draft objectives for 2025.

N. Bendaly left the meeting.

6. Board and Director (self- and peer-) assessment surveys

J. Bard Miller presented the proposed approach and questions for the 2024-2025 Board and Director (self- and peer-) assessment surveys.

ACTION: Staff will poll the HR Committee on the proposal via email. If needed, the committee will discuss the proposal further at its December 12 meeting.

7. Nominations of the Governance Review Task Force

The CEO, Governance Coordinator, and HR Committee members who applied for the Governance Review Task Force but were not ex officio task force members, left the meeting.

N. Hill invited HR Committee members to provide their recommendations for CEO representative, Director representatives and chair based on the scoring each member completed individually ahead of the meeting using the workbook provided.

The HR Committee balanced several variables to achieve a complement of competencies and jurisdictional representation on the task force. Effort was also made to achieve a diverse membership.

Moved and seconded
THAT the HR Committee recommends to the Board that the following individuals be appointed to the Governance Review Task Force:
- *Darlene Spracklin-Reid, NL*
- *Sophie Larivière-Mantha, QC*
- *Christian Bellini, ON*
- *Michael Wrinch, BC*
- *John Van der Put, AB*
- *Jennifer Quaglietta, ON*
Carried

8. Meeting evaluation

No issues or concerns were raised.

9. Next committee meetings

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

- Thursday, December 12, 2024
- Friday, February 28, 2025 (following the Board meeting) – 3Ps and committee chair meet with CEO
- Wednesday, April 2, 2025 (to be rescheduled)

10. Closing

With no further business to discuss, the meeting closed at 2:58pm ET.