

**Minutes of the Human Resources Committee meeting**  
 November 1, 2023 | 10:00am – 11:00am ET | Virtual meeting

<b>Committee members in attendance</b>	
Arjan Arenja, ON (Chair) Mike Wrinch, President-Elect, EC Kathy Baig, Past-President, QC	Ann English, BC Nancy Hill, President, ON Stormy Holmes, CEO Group member
<b>Staff and support</b>	
Juliet Chou, Governance Coordinator Joan Bard Miller, Manager, Governance and Board Services	Nicole Proulx, Director, Human Resources

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

Arjan Arenja, HR Committee Chair, confirmed quorum and called the meeting to order at 10:01 a.m. ET.

**Moved**

**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 were declared. A. Arenja reminded the committee that participants may declare a conflict at any time during the meeting, as necessary.

**3. Review of last meeting**

3.1. Approval of minutes

No comments or questions were received on the pre-circulated minutes.

**Moved**

**THAT the minutes of the September 7, 2023 meeting be approved.**

**Carried**

3.2 Review of action table

The action table was noted as complete, with one action addressed under agenda item 5.

**4. CEO Search Committee terms of reference (TOR) and membership**

i. 2023-2024 CEO Search Committee terms of reference

N. Proulx, Director, Human Resources, presented the draft CEO Search Committee TOR which had been developed from the CEO Succession Plan and pre-circulated to the committee.

- Given the confidential nature of the CEO search, specifics about the process and its timelines were not shared with the HR Committee at this time to circumvent any real or perceived conflict of interest should a committee member be interested in applying for the CEO’s position.
- Confidential details about the process, including timelines, will be provided to the CEO Search Committee once its mandate and membership are confirmed. Moreover, process details will be captured in the request for proposals (RFP) prepared to engage an executive search firm (Search Consultant). The Search Consultant may advise on appropriate refinements to the process.
- HR Committee members offered insights on conducting a CEO search based on their respective prior experiences.
- The HR Committee agreed with seeking Board approval draft CEO Search Committee TOR via e-ballot, pending the following revisions:
  - Specify that the Search Committee “will” engage a Search Consultant.

- Indicate that the Board will be engaged in the development and approval of the candidate's profile and CEO's job description.
- Add language under Composition and Competencies that demonstrates the goal of having a diverse CEO Search Committee.

**ACTION: Staff to revise the TOR as recommended by the Human Resources Committee and circulate it via OnBoard to the Board for approval.**

**Moved**

**THAT the HR Committee recommends that the Board approve the terms of reference for the 2023-2024 CEO Search Committee.**

**Carried**

ii. 2023-2024 CEO Search Committee membership

All HR Committee members indicated their interest in serving on the CEO Search Committee and were in support of Arjan Arenja serving as the committee's chair. The HR Committee also noted the relevant experience of its members.

Committee members noted the need to identify and declare real or perceived conflicts of interest throughout the CEO Search process. Once declared, the committee would engage in an open discussion to decide the appropriate course of action.

**Moved**

**THAT the 2023-2024 HR Committee serve as the CEO Search Committee, pending Board approval of the CEO Search Committee terms of reference.**

**Carried**

**5. Work plan review**

A. Arenja presented the pre-circulated revised 2023-2024 work plan.

- The committee noted the potential need to add additional meetings to the work plan to accommodate the CEO Search process. It was suggested to separate the work plan of the CEO Search Committee from the HR Committee work plan despite overlap between the two.
- The committee confirmed that the Board buddy program, which hadn't been implemented this year, would be included in the work plan for 2024-2025.

**6. Next committee meetings**

Meetings take place from 12-2pm ET, unless otherwise indicated:

- Thursday, November 23, 2023
- Thursday, December 14, 2023 (in-camera session, only HR committee members)
- Friday, March 1, 2024 (following the Board meeting) - *3Ps and committee chair (only) to meet with CEO*
- Monday, April 8, 2024

The committee supported moving the HR committee meeting, scheduled on March 14, 2023, to April 8, 2024 to accommodate the later preparation of the assessment report that is due for review by the committee prior to its presentation to the Board.

**ACTION: Staff to issue an updated meeting invite to the committee members for the agreed meeting date.**

**7. Other business**

- It was noted that the scope of work and timelines for the RFP and the prospective executive search firms in which the RFP would be circulated to, would be reviewed by the CEO Search Committee at its

meeting in late November. At that time, Search Committee members will have the opportunity to share their insights to ensure a successful and timely CEO Search process.

- Lessons learned through the process should be captured in policy such as the Search Committee's TOR, so that it will be readily available for the next Search Committee.
- It was agreed that the candidate profile would be provided to the Board for review at its in-camera session at the December 4, 2023, Board meeting.

#### **8. Meeting evaluation**

Overall, the HR Committee and staff were pleased with the meeting. It was suggested that longer meetings be scheduled moving forward so the committee has adequate time for fulsome discussion.

#### **9. Closing**

With no further business to discuss, the meeting closed at 11:13am ET.