

## BRIEFING NOTE

**TO:** Board of Directors

**FROM:** Amy Stein, Deputy Registrar

**DATE:** December 2 and 3, 2024

**SUBJECT:** 2025 Performance Evaluation/Compensation Sub-Committee

☒ For Decision ☐ For Information ☐ Monitoring Report

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### Purpose:

To select the Executive member-at-large who will serve on the Performance Evaluation/Compensation Sub-Committee in 2025.

### Background:

In October 2019, the Board approved the Registrar, CEO Performance Evaluation Process Policy which sets out the process for conducting the annual performance evaluation of the Registrar, CEO. Under that policy, the performance evaluation is coordinated and prepared by a Performance Evaluation/Compensation Sub-Committee (the “Sub-Committee”) that is made up of:

- The Chair
- The Vice-Chair
- One member-at-large of the Executive Committee to be selected by the full Board.

### For Consideration:

The Board is asked to select one member-at-large of the newly elected Executive Committee who will serve on the sub-committee together with the Chair and Vice-Chair.

The selection process will proceed as follows:

- Any board member may nominate a member-at-large of the Executive Committee
- The nomination must be seconded
- The nominee will be asked whether they accept the nomination

If more than one individual is nominated, the matter will be put to an election by secret ballot.

### Public Interest Considerations:

The Board has recognized through its governance policies that it considers the Registrar, CEO’s performance to be synonymous with organizational performance, and that only the Board, acting as

a body can employ, terminate, discipline or change the conditions of employment of the Registrar, and CEO.

**Diversity, Equity, and Inclusion Considerations:**

When selecting individuals to sit on committees or sub-committees, the Board is encouraged to consider diversity, equity, and inclusion. Diversity in experiences, views, and approaches will enhance the committee's work and its ability to carry out its mandate.

**Risk Management Considerations:**

The appointment of a sub-committee to carry out the Registrar, CEO's performance evaluation ensures confidentiality of sensitive subject matter. The participation of the full board in selecting the sub-committee members is to ensure accountability.

**Action Required:**

That the Board select the Executive Committee member who will serve on the Performance Evaluation/Compensation Sub-Committee.

