

BRIEFING NOTE

TO: Board of Directors

FROM: Amy Stein, Deputy Registrar

DATE: December 5 and 6, 2022

SUBJECT: 2023 Performance Evaluation/Compensation Sub-Committee

☒ For Decision ☐ For Information ☐ Monitoring Report

Purpose:

To select the Executive Member at large who will serve on the Performance Evaluation/Compensation Sub-Committee in 2023.

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, CEO.

Diversity, Equity, and Inclusion Considerations:

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

Action Required:

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