

**Secretariat**

845 Sherbrooke St. West, room 313

Montreal, QC, H3A 0G4

Tel: (514) 398-3948 | Fax: (514) 398-4758

The following items arise from the Nominating, Governance, and Ethics (NGE) Committee meeting of May 7, 2024. They are presented to the Board of Governors for its consideration.

**I. FOR APPROVAL BY THE BOARD OF GOVERNORS****1. Board Standing Committees** [NG23-28]

The NGE Committee reviewed the status of appointments on all Board Standing Committees and at this time, is recommending the appointments and reappointments noted below.

*Be it resolved that the Board of Governors, on the recommendation of the Nominating, Governance and Ethics Committee, approve the following:*

*[With respect to the Audit and Risk Committee]:*

- *The appointment of **Réal Laporte** as a member of the Audit and Risk Committee for a term commencing July 1, 2024 and ending June 30, 2027.*

*[With respect to the Committee on Sustainability and Social Responsibility (CSSR)]:*

- *The appointment of **Don Lewtas** as a member of the CSSR, for a one-year term, commencing July 1, 2024 and ending June 30, 2025.*
- *The appointment of **Debby Cordeiro** as a member of the general public to the CSSR with a term commencing July 1, 2024 and ending June 30, 2027.*
- *The appointment of **Vaishnavi Parey**, (MCSS) as a student member on CSSR with a term commencing June 1, 2024 and ending May 31, 2025.*

*[With respect to the Executive Committee]:*

- *The appointment of **Diletta Prando** as a member of the Executive Committee with a term commencing July 1, 2024 and ending June 30, 2026.*
- *The appointment of **Satish Tumulu** as a student member of the Executive Committee with a term commencing June 1, 2024 and ending May 31, 2025.*

- The appointment of **Joseph Hakim** as a member of the Executive Committee with a term commencing July 1, 2024 and ending June 30, 2025.

*[With respect to the Finance and Infrastructure Committee]:*

- The appointment of **Kit Malo** as a member of the Finance and Infrastructure Committee with a term commencing July 1, 2024 and ending June 30, 2027.
- The appointment of **Amine Arezki**, as a member of the Finance and Infrastructure Committee with a term commencing June 1, 2024 and ending May 31, 2025.

*[With respect to the Human Resources Committee]:*

- The appointment of **Diletta Prando** as member and Chair of the HR Committee as of July 1, 2024 to June 30, 2026, to coincide with the end of her term on the Board.

*[With respect to the Investment Committee]:*

- The appointment of **Frederic Martel**, as a member of the general public to the of the Investment Committee with at erm commencing July 1, 2024 and ending June 30, 2027, subject to his willingness to serve.

*[With respect to the Nominating, Governance and Ethics Committee]:*

- The appointment of **Fred Headon**, as Chair of the Nominating, Governance and Ethics Committee with a term commencing July 1, 2024 and ending June 30, 2025, to coincide with the end of his term on the Board.
- The appointment of **Dymetri Taylor** as a member of the Nominating, Governance and Ethics Committee with a term commencing June 1, 2024 and ending May 30, 2025.
- The appointment of **Kit Malo** as a member of the Nominating, Governance and Ethics Committee with a term commencing July 1, 2024 and ending June 30, 2027.

## 2. **Appointments to Internal & External Non-Board Bodies** [NG23-27]

The NGE Committee reviewed the status of appointments of internal and external non-Board bodies. Based on its review, the Committee recommends the following appointment noted below.

*Be it resolved that the Board of Governors, on the recommendation of the Nominating, Governance and Ethics Committee, approve:*

- *The reappointment of **Mr. Pierre Lavigne** as an independent member of the Pension and Administration Committee for a term commencing January 1, 2025 and ending December 31, 2027.*
- *The appointment of **Mr. Derrick Wong** as a member of the MSBi Valorisation Inc. for a term commencing June 1, 2024 and ending May 31, 2026.*

## **II. FOR THE INFORMATION OF THE BOARD OF GOVERNORS**

### **1. Appointments to Health Care Bodies**

[NG23-27]

The NGE Committee reviewed and approved the following appointments to Research Ethics Board noted below:

- The appointment of Bruno Debrulle MD, Ph.D as a member (with expertise in the research disciplines, fields and methodologies covered by the FMHS REB) to the FMHS REB for a term commencing April 8, 2024 and ending April 7, 2027.
- The reappointment of Sally Mann, MS as a member representing the community to the FMHS REB for a term commencing May 13, 2024 and ending May 12, 2027.
- The reappointment of Ernan Haruvy, Ph.D. as a member (with expertise in the research disciplines, fields and methodologies covered by the REB-1) to the REB-1, for a term commencing June 15, 2024 and ending June 15, 2027.
- The reappointment of Myung-Soo Jo Ph.D. as a member (with expertise in the research disciplines, fields and methodologies covered by the REB-1) to the REB-1 for a term commencing June 15, 2024 and ending June 15, 2027.
- The reappointment of Gordon Hickey, Ph.D. as a member (with expertise in the research disciplines, fields and methodologies covered by the REB-1) to the REB-1 for a term commencing June 1, 2024 and ending June 1, 2027.
- The reappointment of Celena Scheede-Bergdahl, Ph.D. as a member (with expertise in the research disciplines, fields and methodologies covered by the REB-2) to the REB-2, for a term commencing February 1, 2024 and ending February 1, 2027.
- The appointment of Isabelle Cossette, Ph.D. as a member with expertise in the research disciplines, fields and methodologies covered by the REB-2, to the REB-2, for a term commencing June 1, 2024 and ending September 1, 2025.

- The reappointment of Catherine Guastavino, Ph.D. as a member with expertise in the research disciplines, fields and methodologies covered by the REB-2, to the REB-2, for a term commencing August 1, 2024 and ending August 1, 2027.

**2. Proposed Amendments to the Code of Ethics and Conduct for Members of the Board of Governors** [NG23-29]

The Committee received for information and discussion proposed amendments to the *Code of Ethics and Conduct for members of the Board of Governors*. The proposed amendments are intended to incorporate further control mechanisms intended to accurately record members' compliance with the Code of Ethics. The Committee will present a recommendation for the Board's consideration later this year.

**3. Alignment of Terms: Chair and Member-at-large** [NG23-30]

The Committee received for information a proposal to amend the Statutes to align the term of the Chair of the Board of Governors with their term as Member-at-large. The proposed amendment would provide flexibility in the term limits to allow a member appointed as Chair of the Board to serve the full term of four years as Chair by extending the term limit for members-at-large, by number of years necessary to complete the full term as Chair. The Committee received notice of this change and will present a recommendation for the Board's consideration later this year.

**END**  
**May 2024**