

Secretariat

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The following items arise from the Nominating, Governance, and Ethics (NGE) Committee meeting of March 15, 2023. They are presented to the Board of Governors for its consideration.

I. FOR APPROVAL BY THE BOARD OF GOVERNORS**1. Recommendations for Appointments to the Rank of Governors Emeriti [NG22-15]**

The second five-year term of office of two members-at-large of the Board will end on June 30, 2023.

The following recommendations are presented to the Board taking due regard to the following articles of the Statutes:

1.1.8 Following the completion of a governor's term on the Board, the Board of Governors, on the recommendation of the Nominating, Governance and Ethics Committee, may appoint as governor emeritus/a, a governor who has served the University with exceptional distinction for a period of not less than six consecutive years on the Board.

1.1.8.1 The Nominating, Governance and Ethics Committee, in making a recommendation for appointment to the rank of governor emeritus/a, shall consider the nature and scope of the governor's contributions to the University and his or her capacity to continue to do so in the future.

1.1.8.3 Governors emeriti shall normally be appointed by the Board for an unlimited term, to recognize, in perpetuity, exemplary support and long-standing dedication to the institution.

1.1 GOVERNOR CLAUDE GÉNÉREUX



Mr. Généreux is a strong supporter of philanthropic educational organizations in Canada. He was awarded the Queen Elizabeth II Golden Jubilee Medal for outstanding and exemplary contributions to his community. He is a board member of the Sauvé Foundation, the Loran Scholars Foundation, and the Rhodes Scholarships in Canada Corporation.

Mr. Généreux is currently Executive Vice-President of Power Corporation of Canada. Prior to joining Power Corporation, he spent 28 years at McKinsey & Company, focusing on serving leading global companies in the financial services, energy, and resources sectors. Mr. Généreux helped launch McKinsey's office in Montréal in 1991 and was also posted in its Paris, Toronto, and Stockholm offices.

Mr. Généreux was first appointed as a member-at-large of the Board of Governors in January 2010 and as Vice-Chair in 2014. He has been serving as a member of the Executive Committee since 2014 and as Vice-Chair since 2016. He has also been serving on the Human Resources Committee as a member since 2013 and as Vice-Chair from 2018. In addition, he served as a member on the Finance Committee from 2013 to 2014. He also served as a Board of Governors' representative on several advisory committees.

Recommendation:

Be it resolved that the Board of Governors, on the recommendation of the Nominating, Governance and Ethics Committee, approve the appointment of Governor Claude Généreux to the rank of Governor Emeritus, commencing July 1, 2023.

1.2 GOVERNOR STEPHEN HALPERIN



As counsel at Goodmans after more than 30 years as a partner and more than 20 years as a member of the Executive Committee, and co-chair of the corporate securities group at Goodmans LLP, in Toronto, his practice has for many years been focused upon transactional corporate and securities law, with particular emphasis on domestic and international corporate finance, mergers and acquisitions and corporate governance matters.

Mr. Halperin is at the top of the corporate dealmaker ladder not just in Canada but around the world. Among his many, many accolades and high rankings, he has

been selected as Toronto Corporate Lawyer of the Year and Corporate Governance Lawyer of the Year in consecutive editions of Best Lawyers in Canada, has been named by Euromoney as one of the 30 best capital markets lawyers and 30 best mergers and acquisitions lawyers in the world, and has been described by Chambers Global as “universally acknowledged to operate at the very top level,” a “go-to guy, particularly for complex, larger-scale corporate finance and M&A” and “as good as it gets in Canada”.

Mr. Halperin has a strong commitment to legal education. He has taught and lectured at the law schools of the University of Toronto, Queen’s and McGill and at the Ontario Law Society’s Special Lectures.

Mr. Halperin was first appointed as a member-at-large of the Board of Governors in December 2012. He has been serving as a member of the Executive Committee since July 2022. He has also been serving on the Nominating, Governance and Ethics Committee as a member since 2020 and as Chair from July 2022. In addition, he served as a member on the Audit and Risk Committee from 2013 to 2020. He also served as a Board of Governors’ representative on several advisory committees.

Recommendation:

Be it resolved that the Board of Governors, on the recommendation of the Nominating, Governance and Ethics Committee, approve the appointment of Governor Stephen Halperin to the rank of Governor Emeritus, commencing July 1, 2023.

END
April 2023