

## Meeting of the Governance and Nominating Committee Meeting

Tuesday, April 11<sup>th</sup> 2017, 10:00 Eastern Time  
Teleconference

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### Committee member attendance

Dawn Madahbee Leach, Chair  
Hal McGonigal, Secretary  
Michael Atkins, Member  
Harley d'Entremont, Member

### Committee member regrets

Lucy Bonanno, Member

### Staff and guests in attendance

Charles Cirtwill, President & CEO  
Samantha Angell, Senior Advisor to the President & CEO  
Jamie Lee Yawney, Operations Coordinator

#### 1. Acting Chair

Committee agreed that Hal would act as acting chair for the meeting.

#### 2. Call to order

Hal called the meeting to order at 10:07 Eastern Time.

#### 3. Approve agenda

No issues.

**GNC2017-007** *The Governance and Nominating Committee hereby approves the agenda.*

*Moved by: Harley d'Entremont.*

*Seconded by: Michael Atkins.*

*Carried.*

#### 4. Review minutes of the January 10<sup>th</sup> 2017 meeting

No issue.

**GNC2017-008** *The Governance and Nominating Committee hereby approves the minutes of the January 10<sup>th</sup> 2017<sup>th</sup> committee meeting.*

*Moved by: Michael Atkins.*

*Seconded by: Harley d'Entremont.*

## Minutes of the Governance and Nominating Committee Meeting

April 11<sup>th</sup> 2017, 10:00 Eastern Time

### 5. Board exit interviews

*Dawn joined the meeting at 10:15 Eastern Time.*

The committee had a short discussion around the purpose and focus of the board exit interviews. They spoke about whether the questions should be broad or narrow and whether interviews should be conducted annually or one-time. Charles reminded the committee that the board evaluates themselves as directors, as an entire board and as board committee annually. The committee decided that the Institute staff would propose a new draft of the exit interview based on their discussion at the next committee meeting. No issues.

### 6. Director nomination for Ron Arnold

After a short discussion the Committee decided that they would like nominate an individual to fill Ron Arnold vacant spot before the AGM if possible. They asked the Institute staff to expand the list of prospective candidates for the next committee meeting. No issues.

### 7. Discussion of committee report to the full board and any needed supporting material that should be attached to or prepared for it.

Nothing to add to the standard report.

### 8. Reminder of upcoming meetings

No issues.

### 9. Adjourn meeting

**GNC2017-009** *The Governance and Nominating Committee hereby adjourns the meeting.*

*Moved by: Harley d'Entremont.*

*Seconded by: Michael Atkins.*

*Carried.*

*Meeting adjourned at 10:36 Eastern Time.*