# AGENDA

## GOVERNANCE AND NOMINATING COMMITTEE

## WEDNESDAY, AUGUST 19, 2026 @ 5:00 PM

## ZOOM

**Members:** Kathy Wilkie (Chair), Lise Betteridge, Katherine Hauser, Thomas Hunter, Kim Wilson

**Staff:** Michelle Karker (CEO), Julie Spindler (Executive Assistant / Board Liaison)

**Invited:** Karen Fryday-Field, Meridian Edge Consulting

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| **1.** | **CALL TO ORDER AND DISCLOSURE OF PECUNIARY INTEREST** | |
| **2.** | **APPROVAL OF THE AGENDA** *(Motion)* | Attach 1 |
| **3.** | **CONSENT AGENDA – OPEN** *(Motion)* | |
| 3.1 | Minutes of Meeting Held April 16, 2026 | Attach 2 |
| **4.** | **NEW BUSINESS** | |
| 4.1 | Board Effectiveness Evaluation Survey 2026 – Results | Attach 3 |
| 4.2 | CEO Performance Evaluation (2025 & first half of 2026) Transition Process | Verbal Report |
| 4.3 | Governance Policy – recommendation for Board approval *(Motion)* | |
| 4.3.1 | New Governance Philosophy & Approach Policy (Governance Process Policy) | To be circulated |
| | **Note: Agenda Items 4.3.2 – 4.3.5 are deferred to the next meeting:** | |
| 4.3.2 | Refresh of the delegation and accountability principles, and Refreshed CEO Delegation Policy (Board-CEO Relationship Policy) | |
| 4.3.3 | Development of the Accountability of the CEO Policy (Board-CEO Relationship Policy) | |
| 4.3.4 | Development of the Board Role Description/Terms of Reference Policy (Governance Process Policy) | |
| 4.3.5 | Development of the Trustee Role Description (Governance Process Policy) | |
| **5.** | **AUTHORITY TO MOVE INTO CLOSED MEETING** *(Motion)* | |
| 5.1 | **CONSENT AGENDA – CLOSED** *(Motion)* | |
| 5.1.1 | Minutes of Closed Meeting Held April 16, 2026 | Attach 4 |

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| 5.2 | Current Recruitment Update | Verbal Report |
| 5.3 | Proposal from Meridian Edge Consulting (*Motion)* | Attach 5 |

**6. MOTIONS FROM CLOSED MEETING**

**7. NEXT MEETING**

September 16, 2026

**8. ADJOURNMENT**