



## Annual Report to Delegates

Monday, September 27, 2010

8:45 a.m. to 9 a.m.

Hilton Lac-Leamy, Beethoven and Chopin Ballroom

### Memorandum

To: Member chambers of commerce and boards of trade

From: Shauneen Bruder, Chair of the Nominating & Governance Committee

Date: August 25, 2010

**RE: SLATE OF NOMINEES TO THE 2010-2011 BOARD OF DIRECTORS**

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In accordance with the by-laws of the Canadian Chamber, I have attached, for your consideration, a list of nominees for the vacancies that will arise in the board of directors at the annual general meeting in the National Capital Region in September. Also enclosed in this package are excerpts from the current by-laws governing the composition of the board and the nomination and election process.

As required by our by-laws, the Nominating and Governance Committee has prepared the slate that is enclosed. It conforms to all the requirements laid out in our statutes. The committee has taken this into account in preparing the enclosed list; these nominees, taken together with the directors who are already in place and have served only half of their two-year terms, satisfy the geographical requirements fully.

Please note that by-law 4(B) requires that any additional nominations must be submitted in writing to the President and CEO no less than 10 days prior to the annual general meeting.

In conclusion, I would remind you that our national convention is just a month away and it is important that all member chambers of commerce and boards of trade be represented by a voting official when we debate our policies and elect our directors.

# 2010-2011 Slate of Nominees

The following individuals have agreed to allow their names to stand as nominees for the posts indicated on the 2010-2011 board of directors of the Canadian Chamber of Commerce.

## Nominees for Officers

### **Chair of the Board**

Elyse Allan  
President & CEO  
GE Canada  
Mississauga, ON

### **First Vice Chair**

Robert Youden  
Savarin Consulting  
Quispamsis, NB

### **Second Vice Chair**

David Paterson  
Senior Vice President, Public Affairs  
Manulife Financial  
Toronto, ON

### **Third Vice Chair**

Luc Reny  
Vice President, Human Resources & Administration  
Power Corporation of Canada  
Montreal, QC

### **Treasurer**

John Jacobsen  
President  
Tower Arctic Ltd.  
Iqaluit, NU

## Nominees for Directors

Kelvin Dushnisky  
Executive Vice President, Corporate  
Affairs  
Barrick Gold Corp.  
Toronto, ON

Duncan Fulton  
Vice President, Corporate Affairs  
Canadian Tire Corp.  
Toronto, ON

Craig Hougen  
President  
Hougen Group of Companies  
Whitehorse, YT

Joseph Iannicelli  
President & CEO  
Standard Life Assurance Company  
Montreal, QC

Neil Macdonald  
Vice President, General Counsel &  
Secretary  
General Motors of Canada Ltd.  
Oshawa, ON

Line Maheux  
Director, Government Affairs  
Bell Canada  
Montreal, QC

Doug McCuaig  
Senior Vice President & General  
Manager, GTA & Atlantic  
CGI  
Toronto, ON

Michael McMullen  
Executive Vice President  
The North West Company  
Winnipeg, MB

Lisa Merrithew  
Director, Corporate Affairs  
Bell Aliant  
Halifax, NS

Michael Murphy  
Vice President, Government Affairs  
Canadian Pacific  
Ottawa, ON

Russell Payson  
President & CEO  
Skyservice Business Aviation Inc.  
Mississauga, ON

Erik Ryan  
Senior Vice President, Communications  
& External Relations  
Rio Tinto Alcan  
Montreal, QC

Ann Marie Tout  
Manager  
Enbridge Pipelines (NW) Inc.  
Norman Wells, NT



# Current By-laws Governing Nominations

## OFFICERS AND DIRECTORS

### BY-LAW 3

#### (A) Officers

The Officers of the Chamber shall be the following:

1. The Chair of the Board;
2. The First, Second and Third Vice-Chairs of the Board;
3. The Treasurer;
4. The Corporate Secretary (the "Secretary"); and
5. The President and CEO.

#### (B) Directors

The Board shall be composed of the following Directors:

1. The six (6) Officers referred to in paragraphs 1, 2, 3 and 5 of section (A) of this By-law 3 and the Immediate Past Chair of the Board;
2. A maximum of thirty-two (32) Directors to be drawn from the representatives of Organization Members, Corporation Members and/or Associate Members of the Chamber;
3. At least one Board member must be resident in each province and territory of Canada and shall be designated as representing the province or territory in which he/she resides;
4. A Senior Elected Official of, and as designated by, each provincial Chamber. Each such provincial Director shall be entitled to designate a proxy to represent him/her at any Board meeting, provided that such proxy be elected an acting Officer of the provincial Chamber in question. For the purposes hereof, the Atlantic Provinces Chambers shall be considered a single provincial Chamber;
5. No more than six (6) other Directors who shall be nominated by the Board (or the Executive Committee acting on its behalf);

The term of office for each Director designated in paragraphs 1, 4 and 5 of this section (B) shall be one (1) Term with the exception of the President and CEO who shall be appointed by the Board and who shall remain in office until such time as the Board terminates the appointment. The term of office for each Director elected pursuant to paragraphs 2 and 3 of this section (B), shall be two (2) Terms, with one-half (1/2) of the total number of Directors being elected each Term. Directors other than the President and CEO shall not be eligible for re-election to the same office after serving therein for six (6) consecutive Terms until at least one (1) Term has elapsed.

## NATIONAL BOARD OF DIRECTORS

### BY-LAW 4

#### (A) Governing Body

The Board shall be the governing body of the Chamber and shall have the powers and duties determined by law, including those described in the governance documents approved by the Board, as may be amended from time to time. The Board shall be composed of the persons designated in By-law 3(B), subject always to the following restrictions and conditions:

1. Designated representatives of each Provincial Chambers of Commerce may concurrently serve as members of the Board during their term of office, but may not be Officers of the Canadian Chamber during this period;
2. No Director shall be a paid employee of an Organization or Associate Member;
3. No Director shall be paid employee of Government, whether Municipal, Provincial or Federal, or of a service, agency or dependency thereof. For the purpose of this By-law, an employee of a Crown corporation which is a Corporate Member of the Chamber shall not be considered to be a paid Government employee.

#### (B) Nomination and Election Procedures

The Nominating and Governance Committee of the Board shall prepare a slate for the following offices: Chair of the Board; First, Second and Third Vice-Chairs of the Board; Treasurer; and the appropriate number of other directors who shall sit on the Board. When preparing the slate, the committee shall ensure that the regional, cultural, gender and linguistic balance on the Board is representative of the membership. This slate, so prepared, shall be sent to the Organization Members and to each Provincial Chamber at least thirty (30) days before the Annual Meeting. Thereafter, Organization Members may submit additional nominations in writing to the President and CEO, up to ten (10) days prior to the Annual Meeting, at which time nominations will be deemed to be closed. The election of the Directors shall be by majority vote of the accredited delegates of the Organization Members present at the Annual Meeting.