

Minutes of the Executive Committee

December 6, 2021 at HTM

CEO Performance Review

We discussed all the input the board can use to judge the performance of the CEO.

1. Long-term financial performance is one of the most important factors, if not the most
2. Our strategic plan, along with the goals that are accomplished
3. Individual goals set by the CEO
4. Board and Committee meeting (Information, presentation, quality, etc.)
5. CEO 360 review with the management

The committee discussed the failure during 2021 to have the consistent performance reviews that we are supposed to and committed to improvement in 2022.

Alec reviewed the performance appraisal tool for 2021 and the accomplishments outlined in each of the goal areas. It was discussed about how the tool provides the board with the opportunity to make their own comments in each area to be used in performance reviews. Alec brought up the 2022 version as well.

In addition the committee reviewed the salary survey for the CEO position.

The committee asked Alec to write up a full proposal for 2022's salary change and yearend bonus amount. They also asked Alec to include other activities and accomplishments that occurred in 2021 outside of the performance report.

Directors' Fees

Alec reviewed the directors' fees section of the OMIA 2021 survey. It showed a variety of ways mutuals recognize the directors' efforts on the board; from per diems & honorariums to benefits. Alec suggested that the board may want to consider being a director as a "paid position" where there's an annual remuneration rather than the "piece work" of getting paid for each meeting.

The committee noted how the current per diems are below the 2021 average in the survey for larger companies and HTM is just above the average company in size at 7th largest. It was also recognized that these are current per diems and we are setting next year's per diems, so in all likelihood, the survey amounts will increase in 2022. The committee felt we should catch up to the current averages on our daily per diems.

One area of the survey that was confusing in trying to determine where we stood was in the honorarium section. In this case the committee decided to add an inflation based amount.

After reviewing the survey the committee suggested that they recommend to the board the following changes:

Description	Rates 2022	Rates 2021
Full Day perdiem	\$475	\$430
Virtual Perdiem	\$275	\$250
Honourarium	\$4,260	\$4,000
Chair Additional Perdiem	\$5,700	\$5,160
V-Chair Additional Perdiem	\$2,850	\$2,580
Addition Chair Honourarium	\$1,600	\$1,500
Addition V-Chair Honourarium	\$800	\$750

A follow up virtual meeting was set for the 13th of December.