

**Report of the Nominating, Governance, and
Ethics Committee** GD22-70

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.

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