



Hamilton Utilities Corporation®

March 27, 2023

City of Hamilton
Hamilton City Hall
2nd floor - 71 Main Street West
Hamilton, Ontario L8P 4Y5

To the Attention of Andrea Holland, City Clerk

**Re: Hamilton Utilities Corporation's
Reappointment of Independent Director of Alectra**

Hamilton Utilities Corporation ("HUC") has received notice from Alectra Inc. ("Alectra") that the term of Sean Donnelly as a director of Alectra Inc. is expiring. Mr. Donnelly serves as a director of Alectra as the Independent Representative of HUC.

Hamilton Utilities Corporation respectfully puts forth to our Shareholders, the City of Hamilton, the enclosed resolution for passage by the City as the sole shareholder, at the Hamilton Utilities Corporation Shareholders meeting to be held on April 5, 2023.

Should you require further information, please do not hesitate to contact me at your earliest convenience.

Yours truly,

Jeffrey Cowan, P.Eng.
President & CEO
Hamilton Utilities Corporation
Tel: 289.426.3021
Mobile: 289.308.7228
Email: jeff.cowan@hccetechnologies.com

c.c. Janette Smith, City Manager, City of Hamilton

HAMILTON UTILITIES CORPORATION
(the "Corporation")

RESOLUTIONS OF THE SOLE SHAREHOLDER OF THE CORPORATION

WHEREAS the Corporation owns 17.31% of the issued and outstanding share capital of Alectra Inc. ("Alectra").

AND WHEREAS Alectra's Unanimous Shareholders' Agreement entitles the Corporation to appoint one (1) independent and one (1) non-independent director to the board of directors of Alectra.

AND WHEREAS the City of Hamilton is the sole shareholder of the Corporation (the "Sole Shareholder") and has previously selected Mayor Andrea Horwath to serve as the non-independent director to the board of directors of Alectra.

AND WHEREAS the Shareholder Direction and Unanimous Shareholder Declaration from the Sole Shareholder to the Corporation (the "USD") states in Section 3.02 that, in relation to the Corporation's appointees to the board of directors of Alectra, the Corporation's Nominating Committee shall make a report and recommendation to the Sole Shareholder regarding qualified candidates for the Sole Shareholder to select as the Corporation's appointees to the board of directors of Alectra.

AND WHEREAS the Corporation's Nominating Committee has prepared a report and recommendation (the "Proposal") which identifies and recommends a candidate to serve as the independent director to the board of directors of Alectra and the Board of Directors of the Corporation subsequently received and approved the Proposal at a meeting of the Board of Directors of the Corporation.

AND WHEREAS the USD states in Section 3.02 that the Corporation shall not, without the approval of the Sole Shareholder, place forward or nominate any appointee or nominee of the Corporation to the board of directors of Alectra.

AND WHEREAS the President of the Corporation has provided the Proposal on behalf of the Nominating Committee and the Board of Directors of the Corporation to the Sole Shareholder, attached hereto as Schedule "A", for the consideration and approval of the Sole Shareholder pursuant to Section 3.02 of the USD.

AND WHEREAS it is desirable for the Sole Shareholder to amend the USD by adding certain clarifying language in relation to the re-appointment of incumbent independent directors to the board of directors of Alectra.

NOW THEREFORE the Council of the City of Hamilton, acting in its capacity as representative of the Sole Shareholder of the Corporation, RESOLVES AS FOLLOWS:

1. RE-APPOINTMENT OF SEAN DONNELLY AS THE CORPORATION'S INDEPENDENT DIRECTOR TO THE BOARD OF DIRECTORS OF ALECTRA.

BE IT RESOLVED:

- (i) that the Proposal be and the same is hereby received by the Sole Shareholder; and
- (ii) that the recommendation in the Proposal is hereby approved by the Sole Shareholder and Sean Donnelly is hereby re-appointed as the Corporation's independent director to the board of directors of Alectra for a three-year term commencing on April 28, 2023; and
- (iii) that the Sole Shareholder approves the preparation of all necessary documents and/or agreements to give effect to the foregoing and the Corporation's President (or designate) is hereby authorized and directed to execute, on behalf of the Corporation, all such necessary documents and/or agreements or to take any action deemed necessary in respect of any of the foregoing.

2. AMENDMENT TO THE USD

BE IT RESOLVED:

- (i) that the USD is hereby amended by the Sole Shareholder to add the following language as a new paragraph to Section 3.02 of the USD:

“For greater certainty and notwithstanding anything to the contrary herein, with respect to the Corporation's appointees to the board of directors of Alectra, on or about the conclusion of an appointee's term and upon receipt of a report and recommendation from the Nominating Committee advising such action, the Shareholder may elect to re-appoint such appointee for another term.”
- (ii) that the Mayor and City Clerk are hereby authorized and directed to sign and/or dispatch and deliver all other agreements, documents, notices, articles and/or certificates to be signed and/or dispatched or delivered under or in connection with the USD or to take any action deemed necessary in respect of any of the foregoing.

THE FOREGOING RESOLUTIONS are hereby consented to by the Sole Shareholder of the Corporation entitled to vote on such resolutions and are hereby passed as resolutions of the Corporation pursuant to the provisions of the *Business Corporations Act* (Ontario).

DATED this ____ day of March 2023.

CITY OF HAMILTON

Per: _____
A. Horwath, Mayor

Per: _____
A. Holland, City Clerk



March, 23, 2023

**Hamilton Utilities Corporation
Nominating Committee Recommendation Report – 020323**

re: Reappointment of Independent Director of Alectra

Background:

Hamilton Utilities Corporation (“HUC”) has received notice from Alectra Inc. (“Alectra”) that the term of Sean Donnelly as a director of Alectra Inc. is expiring. Mr. Donnelly serves as a director of Alectra as the Independent Representative of HUC. Mr. Donnelly is well respected and valued by Alectra, and his reappointment is sought and recommended by Alectra. Please refer to *Appendix a) letter, dated February 9, 2023, from Norm Loberg, Chairman of the Board – Alectra Inc.* and *Appendix b) letter, dated February 27, 2023, from Dennis Nolan, EVP, Legal, Government Relations and Corporate Secretary – Alectra Inc.*

In 2019, when Mr. Donnelly was appointed to the Alectra board of directors, the procedure for his appointment under the Shareholder Direction given to HUC by the City of Hamilton (the “City”) was followed pursuant to Sections 3.02 and 6.05 and 6.06 of the Unanimous Shareholders Declaration, dated June 6, 2018, and Mr. Donnelly was evaluated, selected and recommended to the City by HUC and approved by the City following which he was appointed to the Alectra board as HUC’s Independent Representative. At the same time as Mr. Donnelly was going through the approval process under HUC’s Shareholder Direction, Mr. Donnelly was subjected to the approval process under Alectra’s Shareholder Agreement and was the recommended candidate to be on the Alectra board as HUC’s Independent Representative. Please refer to *Appendix c) Odgers Berndtson Report - Independent Board Director, City of Hamilton Representative Alectra Inc.* and *Appendix d) Career Highlights, Motivation and matrix skills summary.*

The HUC Nominating Committee recognizes Alectra’s commitment to creating an equitable, diverse, and inclusive workplace that reflects the communities it serves, valuing the background, experience, perspective, and talent of each individual, which is evidenced in the composition of their board and is included in the matrix skills assessment when selecting its directors.

Recommendation:

Inasmuch as Mr. Donnelly has previously gone through the approval process of both HUC and Alectra, it is recommended by the HUC Nominating Committee and the HUC Board of Directors that pursuant to section 3.02, as amended, that the City’s approve the reappointment of Mr. Donnelly for a three-year term as a director of Alectra as HUC’s Independent Representative. Please find attached as *Appendix e) a current bio for Mr. Donnelly* for reference.

Attachments:

Appendix a) letter dated February 9, 2023 from Norm Loberg, Chairman of the Board, Alectra Inc.

Appendix b) letter dated February 27, 2023 from Dennis Nolan, Executive Vice President, Alectra Inc.

Appendix c) Odgers Berndtson Report – Independent Board Director, City of Hamilton Representative Alectra Inc.

Appendix d) Career Highlights, Motivation and matrix skills summary

Appendix e) Current bio of Mr. Donnelly

Appendix a)

Letter dated February 9, 2023 from Norm Loberg, Chairman of the Board, Alectra Inc.

February 9, 2023

Laurie Tugmen, Board Chair, Hamilton Utilities Corporation
Janette Smith, City Manager, City of Hamilton

Re: Reappointment of Sean Donnelly to the Board of Alectra Inc.

Dear Janette & Laurie,

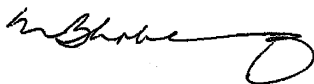
In accordance with the requirements of the Unanimous Shareholder Agreement, Alectra implemented staggered terms for members of its Board of Directors. Once established, all subsequent terms are for 3 years and there are no term limits.

Sean Donnelly, Hamilton Utility Corporation/City of Hamilton's independent representative, joined the Alectra Board in 2019, after a collaborative recruitment process. In 2020, Sean was one of 4 directors appointed for a 3-year term, ending with Alectra's 2023 AGM, which is on April 28th. Sean is the Chair of our Corporate Governance and Nominating Committee, and also a member of the Audit, Finance and Risk Management and the Development Committees. Sean is a valued member and plays a key role on the Board, bringing his considerable business and governance expertise.

I strongly recommend that Sean be reappointed for a further 3-year term, commencing on April 28, 2023. Sean's reappointment would then be confirmed at the April AGM.

Please note that we will also confirm at our AGM Ms. Horwath's appointment to the Board of Alectra for a 3-year term, commencing with our April 28th AGM, as per her appointment by the City.

With thanks,



Norm Loberg
Chair, Alectra Inc. Board of Directors

Appendix b)

Letter dated February 27, 2023 from Dennis Nolan, Executive Vice President, Alectra Inc.

February 27, 2023

Laurie Tugmen, Board Chair, Hamilton Utilities Corporation

Re: Reappointment of Sean Donnelly to the Board of Alectra Inc.

Laurie,

This is further to our discussion of February 22nd, with respect to the reappointment of Sean Donnelly to the Alectra Board of Directors. The following is some background to assist you in describing the process that was followed for Sean's recruitment and as related to the requirements of Alectra's Unanimous Shareholder Agreement.

Sean Donnelly, Hamilton Utility Corporation/City of Hamilton's Independent Representative, joined the Alectra Board in 2019 after a collaborative recruitment, which followed the process set out in the Alectra Unanimous Shareholder Agreement (USA). The Alectra USA provides for Alectra's Corporate Governance & Nominating Committee to make a recommendation to Shareholders with respect to the appointment of independent directors. Accordingly, a search committee was formed, which included Annesley Wallace, then Chair of Corporate Governance & Nominating Committee, Jane Armstrong, Chair, People & Safety Committee and Norm Loberg, Chair, Board of Alectra Inc. In addition, a 3rd party independent search firm, Odgers Berndtson, were retained to identify qualified candidates who also met the residency requirements adopted by the City of Hamilton. Sean Donnelly, then the President and CEO of ArcelorMittal Dofasco was the recommended candidate. His nomination, upon recommendation made by the Board of Hamilton Utilities Corporation, was then approved by the City of Hamilton.

In 2020, Alectra established staggered terms for directors, in accordance with its USA. Sean was one of 4 directors appointed for a 3-year term, ending with Alectra's 2023 AGM, which is on April 28th. Sean is the Chair of our Corporate Governance and Nominating Committee, and also a member of the Audit, Finance and Risk Management Committee, as well as the Development Committee. Sean is a valued member and plays a key role on the Board, bringing his considerable business and governance expertise. Please note that there are no restrictions on the number of terms that a director can serve on the Alectra Board. The Chair of the Board of Alectra strongly recommends Sean's reappointment. His reappointment would be consistent with the reappointment of other independent directors from other Alectra Municipal Shareholders.

Regards,



Dennis Nolan
EVP, Legal, Government Relations and Corporate Secretary
Alectra Inc.

Appendix c)

Odgers Berndtson Report – Independent Board Director, City of Hamilton Representative Alectra Inc.



Search Summary

Independent Board Director, City of Hamilton Representative

Alectra Inc.

06 May 2019



The information contained in this report may include sensitive personal and commercial details. The distribution of this report should therefore be limited to those directly involved with this assignment. In this report we may have stated that individuals have certain qualifications and experience. Please note that much of the information in the report has been given to us by confidential sources and may not have been verified.

Search Summary – May 6th, 2019

Our Understanding of Alectra's Requirements

The first step of our process and approach is developing a strong and thorough understanding of our client's needs. We defined our objective for this Independent Board Director and City of Hamilton Representative position through consultations and discussions Alectra's Board Directors and members of the Governance and Nominating Committee. The experience, skills, and qualities sought out in the ideal candidate were determined based on the Alectra Board Skills Matrix.

With the addition of this Board Director, Alectra would like to bolster the strength and knowledge of its existing Board in two key areas: **Human Resources Governance**, and **Strategic Technology Governance**. There was also a desire to add to the succession potential of **Chairing Capabilities**. Furthermore, to qualify for and fulfill the City of Hamilton Representative component of this role, the new Board Director must be a current and ongoing **resident of the City of Hamilton**.

Search Strategy

Our search and sourcing strategy was developed to address Alectra's needs as defined by the search objective. Our search strategy uses the following methods and approaches:

- **Targeted Sourcing and Networking:** We leveraged an extensive network of contacts among those who lead or serve on the Boards for a wide variety of organizations across the country. We focused on current and former Board Members or executives of Hamilton-based companies. We also leveraged our relationship with ICD and Director's College.
- **Investigative Research:** We conducted research in public domain information to identify those currently serving on Boards and living in Hamilton who would be likely to have gained experience that would bear on the Alectra's needs for this role.
- **File Database Search:** We searched our extensive database that keeps track of over 600,000 individuals across all industries, as well as issues and trends in the sectors in which we practice. We refined this search to target Hamilton-based executives that possess the required skills and expertise.
- **Targeted Advertisement:** Concurrent to our proactive sourcing strategy, we advertised this opportunity through digital and published venues to spread awareness and garner interest for this opportunity from relevant populations. The advertisement appeared in the Hamilton Spectator 4 times and was listed on the Odgers Berndtson website.

39 applications were received, and, of those, 2 candidates warranted further consideration. Of the hundreds of people considered in our research efforts, 47 met our preliminary screening requirements.

Short-List

Through our thorough and comprehensive search process, we presented a long-list of **12** prospective candidates to the Selection Committee on April 12th (comprised of 10 candidates identified by Odgers Berndtson and 2 candidates who formally applied). The Selection Committee reviewed all candidate information, which included a bio summary. Through analysis and discussion with the Selection Committee, **6** of the 12 candidates were selected as Primary Candidates of Interest, whom we approached to garner their interest and further assessed against Alectra's requirements.



We approached each candidate directly and ensured that each potential candidate was fully aware of the scope and extent of the skills and time commitment required to fulfill the mandate. For those interested, we conduct a two-level interview process. At the same time, we explored any potential conflict with other Board, professional or business commitments.

After engaging and interviewing the 6 candidates of interest, on April 26th we presented a short-list report of 4 candidates to Alectra whom we recommended for further consideration. This report included a bio summary, rationale for consideration/ recommendation and the candidate resume. We also provided a Board Skills Matrix evaluation of the four candidates to support the Selection Committee's deliberation and decision making.

Committee Selection

On May 3rd, Alectra's Selection Committee convened to interview the short-listed candidates. The Selection Committee was comprised of:

- Annesley Wallace – Chair of the Corporate Governance and Nominating Committee
- Norm Loberg – Chair of the Board
- Jane Armstrong – Alectra Board Director

Finalist Candidate Selection

The Selection Committee interviewed 4 short-listed candidates, and **Sean Donnelly** was selected as the clear finalist and preferred candidate.



Appendix d)

Career Highlights, Motivation and Matrix Skills Summary

Sean Donnelly

Chief Executive Officer
ArcelorMittal Dofasco

Career Highlights and Motivation

- Sean has spent his entire career with ArcelorMittal Dofasco (AMD), starting as a junior engineer working his way up to becoming the President & CEO in 2014. His earlier roles all had a very operations and quality focus to them, holding positions such as; Vice President Technology, Vice President Manufacturing and New Product Development.
- Having held very senior executive and governance roles within complex organizations, Sean has developed an expertise in HR and could quickly assume a committee leadership role for HR & Governance. He brings experience in executive compensation, succession planning and performance management.
- In his career Sean has taken on several board roles with Babycoat, McMaster’s Board of Governors, McMaster Innovation Park, Canadian Steel Producers Association and the Royal Botanical Gardens. Sean had been the Chair of board committees as well as the entire board. The board experience Sean brings has been mostly in the not-for-profit space as AMD is very sensitive to potential conflicts of interest.
- Sean brings governance experience in his roles on not-for-profit boards (including Chairing experience) and his experience as the CEO of AMD. Sean has a long runway for Board participation and would add significantly to the chairing succession plan for Alectra.

Matrix Skills

Corporate Governance and Board Experience	Chairing Experience	Energy Industry Experience	Emerging Technologies	Human Resources	Mergers and Acquisitions	Information Technology	Time Commitment	Diversity	Cultural Fit
●	●	◐	●	●	◐	◐	●	○	●



Appendix e)

Current bio of Mr. Donnelly

Alectra Board of Directors
Hamilton Independent Director
March 1, 2023

Incumbent Director: Sean Donnelly – appointed 2019 following a Board external search

Personal:

- Resident of Stoney Creek and homeowner since 1984
- Married 40 years with two adult children and four grandchildren

Education:

- McMaster University, B. Eng, Metallurgical Engineering – 1981

Work History:

- 40 year career at ArcelorMittal Dofasco (1981 start)
- President and CEO 2014-2021 (retired 2021)
- Lead the development and approval including funding (Federal and Provincial) for the reconfiguration of Dofasco’s primary steelmaking facilities to reduce carbon emissions by 60%, a \$2B investment.
- Chair of Canadian Steel Producers Association
- Director of American Iron and Steel Institute (Washington, D.C.)
- Appointed as Hamilton Independent Director to Alectra Utilities Corporation Board of Directors - 2019
- Chair of Alectra’s Corporate Governance and Nominating Committee
- Member of Alectra’s Development and Audit, Finance and Risk Management Committees

Hamilton Region Engagement:

- Director Royal Botanical Garden’s Board – 2012-2015
- McMaster University Faculty of Engineering Dean’s Advisory Board – 2010-2014
- McMaster University Board of Governors – 2014-2021 (Chaired Finance and Facilities Committee)
- McMaster Innovation Park Board – 2015-2019
- Hamilton Anchor Institution Leadership (HAIL) member – 2014-2021

Hamilton Region Awards/Recognitions:

- McMaster University Engineering Distinguished Alumni Award recipient – 2015
- Society of Professional Engineers, Hamilton/Halton area, Engineering Leader of the Year – 2015
- Mohawk College Distinguished Fellow - 2022