

May 31, 2023

**Hamilton Enterprises Holding Corporation  
Nominating Committee Recommendation Report – 060823**

*re: Private Director Nomination to Board of Directors of Hamilton Enterprises Holding Corporation*

**Background:**

The Board of Directors of Hamilton Enterprises Holding Corporation (“HEHCo”) is comprised of six (6) private Directors and the Mayor’s surrogate for a total composition of seven (7) board members. As the term of one Director, Christa Wessel, is expiring in June 2023, the Nominating Committee of HEHCo began a search for her replacement in September 2022, under the Shareholders Direction given to HEHCo by the City of Hamilton (the “City”) pursuant to 4.07 and 4.08 of the Unanimous Shareholders Declaration, dated June 6, 2018. *See attached as Appendix a) Kilbride Partners - HEHCo Board Search Process and as Appendix b) Kilbride Partners - Director Profile.*

After a fulsome recruitment process, the final candidate, Anna Ventresca, was selected by HEHCo for recommendation to its Shareholders. *See attached as Appendix c) Skills Matrix of Ms. Ventresca and Appendix d) CV of Ms. Ventresca.*

**Recommendation:**

It is recommended by the HEHCo Nominating Committee and the HEHCo Board of Directors that pursuant to section 4.08 of the Unanimous Shareholders Declaration, the City’s approval for the appointment of Ms. Ventresca for a one-year term as a director of HEHCo. *See attached Appendix e) Biography and Profile of Ms. Ventresca.*

*Attachments:*

*Appendix a) Kilbride Partners - HEHCo Board Search Process*

*Appendix b) Kilbride Partners - Director Profile*

*Appendix c) Skills Matrix*

*Appendix d) CV of Ms. Ventresca*

*Appendix e) Biography and Profile of Ms. Ventresca*

## *Appendix a)*

# *Kilbride Partners - HEHCo Board Search Process*



## **Our Search Process**

Intentionally, the search process began in September, 2022, well in advance of the opening on the HEHCo Board arising, so that we ensured we had a robust and fulsome list of candidates for consideration.

The process started with a briefing conversation with the Chair of the Human Resource Governance (“HRG”) Committee as well as discussions with the Chairman of the Board of HEHCo. We reviewed a detailed Job Specification for the Director role as well as the existing Board Skills Matrix to gain an understanding of the experience, skills and other qualities sought in an ideal candidate.

Particular emphasis was placed on identifying diversity candidates, with a legal background and practical experience in working with management to improve governance in the organization or, general human resources experience. Preference was given to candidates with a formal Director accreditation and who were well connected in the City of Hamilton. All candidates considered were residents of the City.

## **Search Strategy**

Our search strategy utilized the following methods and approaches :

- **Targeted Sourcing and Networking** - We reached out to our network of contacts who serve on Boards , with particular emphasis on Hamilton based organizations. We specifically targeted both practicing lawyers in Hamilton legal firms as well as Chief Legal Officers.
- **Research** - we completed research with publicly available information ( such as LinkedIn) to identify potential candidates who were serving on Boards and who were residents of the City of Hamilton. We also spoke to other Directors outside of the City as sources to potential candidates. We also reached out to all current Directors of HEHCo to determine if they might have candidates for consideration.
- **Our Database** - we searched our database to identify Director candidates from searches we have completed previously across a variety of industries with a focus on Hamilton based candidates.
- **Job Posting** - the Director profile was posted with both the ICD.D and The Directors College so that candidates with those accreditations were made aware of the



opportunity. We also published the opportunity with Women Get on Board to help identify diversity candidates.

- We also connected with **Civic Action Board Shift**, who focus on diversity Director candidates, but they were only working with organizations in the Not For Profit sector at the time and, accordingly, couldn't assist us.

### **Short Listing of Candidates**

As a result of our candidate development efforts , we identified approximately 15 candidates who expressed interest in the opportunity and who broadly met the criteria. Following our interviewing process we reduced this list of candidates for consideration to 8. Background information on those candidates , together with our briefing notes , was shared with the HRG Committee Chair and a “ Short List” of 4 candidates was arrived at.

On December 19, 2022 , all of the Short Listed candidates were interviewed by both the Chairman of the Board and the HRG Committee Chair ( with the exception of one candidate who the HRG Committee Chair had previously served on a Board with , so she recused herself from the interview). Background information , including the self assessment Board Skills Matrix information was shared on each candidate in advance of the interviews.

Following these interviews, the list was further narrowed to 2 finalist candidates who were then provided, under an NDA, with background information on both the organizational strategy and financial results. On January 25, 2023 they both then met with the Chairman of the Board, the HRG Committee Chair, Greg McCamus, Chair, Audit and Risk Management Committee and Tony Thoma, HRG Committee member. Once again, the HRG Committee Chair recused herself from one of the candidate interviews.

Background information supporting the finalist candidates was shared with the Directors who were interviewing. A final determination of the preferred candidate, Anna Ventresca, was then reached unanimously by those who had conducted the interviews .

Once this decision was reached , we completed reference checking as well as criminal record and credit checks ( all satisfactory) on the preferred candidate . As in previous Director searches for HEHCo, we also completed a psychometric assessment ( the “ SuccessFinder” assessment ) of the candidate and both the Chairman of the Board and the HRG Committee Chair were debriefed on the results. This assessment allows you to “benchmark “ a candidate against “ best in class” Directors and provides guidance to the Board in terms of successfully onboarding the candidate to the Board.



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As well, the preferred candidate met with Jeff Cowan , the CEO of HEHCo, in early February.

### **Finalist Candidate**

Once all of these background checks were completed successfully, the preferred candidate , Anna Ventresca, was advised of her approval by the Search Committee and was made aware that a final formal recommendation would be made at the May 18th HEHCo Board meeting. She was advised that following this meeting, her candidacy would be recommended by the HEHCo Board to Hamilton City Council for approval on June 8th.

## *Appendix b)*

### *Kilbride Partners – Director Profile*



## Independent Directors Profile September 2022

### Organizational Profile

Hamilton Enterprise Holding Corporation (“HEHCo” or “Corporation”) is a holding company owned by the City of Hamilton. HEHCo was established in response to the restructuring and deregulation of Ontario’s electricity industry in 2000. Today it owns and operates two businesses, HCE Energy, Inc. and HCE Telecom Inc.

**HCE Energy, Inc.** was established in 2002. HCE Energy provides non-regulated energy services in the form of thermal district energy to approximately 2.5 million square feet of commercial, institutional, and multi-residential facilities in Hamilton, and generates on-peak electricity for the City of Hamilton. HCE Energy earns revenues by charging customers for the supply and distribution of electricity and thermal energy, as well as operations and maintenance service. HCE's award winning primary facility together with its other operations offers sustainable energy solutions that align with the City of Hamilton's Vision 2020. To find out more, please visit <http://www.hamiltonce.com/abouthce.html>

**HCE Telecom Inc.** is a fibre-based communications company that was established in 2015. HCE Telecom is building a fibre network throughout Hamilton with the ability to extend its fibre offering directly to a significant portion of Southern Ontario. This fibre network will be the basis of HCE Telecom’s advanced network services that will service the data and voice requirements of both the enterprise business and MUSH (Municipal, University, School Boards & Healthcare) sectors. HCE Telecom earn revenues by acquiring customers and signing a term contract for services (3 years is typical). HCE Telecom then builds fibre or uses a 3rd party to deliver network access over which HCE Telecom delivers its services which currently include Ethernet, internet and voice services.

HEHCo’s CEO is Jeffrey Cowan, a strong business leader who brings over 20 years of experience in both the power and communications sectors, beginning as a network engineer at Bell Canada in 2000.

For further information please go [www.hamiltonucorp.com](http://www.hamiltonucorp.com), and [www.hamiltonce.com](http://www.hamiltonce.com).

### HEHCo Strategic Direction

#### Background

Management and the Board of Hamilton Enterprise Holding Corporation (HEHCo) have made significant strides in developing and refining the strategic direction to ensure continued, sustainable growth and increasing Shareholder value.

#### Shareholder Value Strategy

HEHCo has recently adopted a triple bottom line approach to quantifying Shareholder value that includes Financial benefits to the Shareholder (i.e. dividend payments & cost avoidance), Social benefits to the Shareholder (i.e. economic development & community improvement), and Environmental benefits to the Shareholder (i.e. GHG emissions reduction).



In developing and growing the business, HEHCo measures its activities and aligns initiatives through the lens of these three components of the triple bottom line strategy.

**Business Growth Strategy:**

HEHCo has two main lines of business in the form of HCE Energy and HCE Telecom that own and operate a combination of energy, communications and technology related assets. Any strategic decisions of HEHCo for the purposes of this document are directly related to the unregulated energy and communications assets of HCE Energy & HCE Telecom and are independent of Hamilton Utilities Corporation (HUC) Shareholder activities in Alectra.

Growth for HEHCo comes from leveraging assets, platforms, customer relationships, internal talent and core competencies to expand its services into strategic markets and sectors where HEHCo can provide demonstrable value to its customers. The ownership and operating structure allow HEHCo to innovate in Hamilton and drive its capabilities outwards where HEHCo is uniquely positioned to provide energy, technology and communications services to the MUSH and B2B sectors throughout Ontario. HEHCo and Affiliates have a proven track record in these market segment with strong reference accounts serving as a springboard to grow into new MUSH and business account opportunities. The expertise and platforms that have been developed to deliver services locally are extended to target the broader MUSH market as well as strategic industrial and enterprise verticals. This has proven to be successful in growing the organization into new opportunities both within Hamilton and outside the city limits.

The core capabilities of HEHCo Affiliates include generation, district/campus energy, operations and maintenance, innovative connectivity solutions, data centre solutions and application services. Management is focused on aligning the initiatives of both HCE Telecom and HCE Energy to achieve economies of scale and scope, realize cost synergies, develop a thriving culture, improved communications, and achieve a unified approach to opportunity/ investment evaluation. These efforts will produce an organization that has a combined service offering that includes the intersection of the energy, technology and communications solutions that are uniquely positioned in the market. In the MUSH vertical, this will be positioned as 'smart city' solutions.

Organizational capacity is matched to the strategy through a nimble, lean, highly skilled workforce with internal expertise in business development, project management, product development, business and financial operations.

HEHCo continues to monitor and adjust to the changing regulatory framework ensuring that it is able to manage through an uncertain regulatory environment. As part of the strategy development, HEHCo is looking to emphasize solutions that are decoupled from the regulatory environment and are focused on customer value. In addition, the company is investing in emerging technologies that will enable its products and services to be market disruptive. HEHCo working to positioning itself to be at the front of the market adoption curves as communications and energy technologies continue to shift and evolve.



## Responsibility and Structure of Board

As the result of the upcoming retirement of one Board member and the necessity to ensure that a majority of the members of the Board are residents of the City of Hamilton, the decision has been made to recruit one new Director to join the Board at this time. This Director will serve on the Human Resources Governance Committee.

Ideally, prospective Directors will have relevant industry and Board experience and will possess the competencies required by HEHCo to serve effectively. We are actively seeking diversity candidates and will favour those who possess an ICD.D or C.Dir. (or equivalent) designation. Any prospective Director **must be a current resident of the City of Hamilton** ( which includes Ancaster, Stoney Creek, Dundas, Flamborough, and Glanbrook) and must have a legal background, together with experience in governance, municipal law or human resources.

The Board of Directors is responsible for stewardship of the corporation, supervising the management of the business and affairs of the company. The Board ensures that the business is operated in the best interests of the shareholder. The Board oversees and evaluates the performance of senior management in order to ensure the goals and objectives set out in the strategic plan for the business are achieved.

The Board delegates certain responsibilities to the Audit and Risk Management Committee and the Human Resources Governance Committee. Both of these Committees have a Mandate and Annual Program which govern their activities and the Chairman of each Committee is responsible for reporting to the full Board.

The role of a member of the Board of HEHCo is to contribute positively and effectively to the operation of the Board as a strong, active and independent Board.

In carrying out the functions as a Director, each Director will demonstrate a clear understanding of the statutory and fiduciary duties of a Director and a continuing commitment to act at all times honestly, in good faith and in the best interests of the Corporation and to exercise the care, diligence and skill of a reasonably prudent person.

The Board of Directors acts collectively and exercises its powers and responsibilities as a group. Individual Directors have no power to act on their own.

The Board of Directors operates under a mandate by which it assumes responsibility for a number of activities including:

- Adopting a strategic planning process for the company and monitoring performance against plan on ongoing basis
- Developing a charter setting out the purpose, responsibilities, operations and reporting of the Board and its committees
- Evaluating the Chief Executive Officer and other senior management and considering and approving compensation recommendations
- Developing the corporation's approach to corporate governance
- Succession planning
- Approving and reviewing compliance with risk management policies including capital management, internal control and management information systems to ensure reliability of financial information and safeguarding of company's assets
- Establishing committees of the Board



- Evaluating and approving all significant business investments and transactions involving the company including acquisitions and divestitures
- Adoption of a code of business conduct and ethics
- Satisfying itself as to the integrity of the senior officers of the company and as to their creation of a culture of integrity
- Conducting regular assessments of the Board as a whole and its individual members

### **Board Meetings/ Process**

General Board and Committee meetings occur five times annually. In addition, there is one Strategy Session annually and a March Special Committee and Board meeting. During COVID, these meetings were held virtually but recently meetings have returned to in person. Board members typically sit on at least one Committee.

In addition, Board members must make themselves available from time to time as special circumstances arise. Board members are expected to stay informed about committee matters and to prepare well in advance for meetings and reviews.

They are expected to get to know other Board members and to build a collegial working relationship that contributes to consensus. Board members need to be active participants in annual planning and evaluation processes.

### **Members of the Board of Directors**

**Chair, Board of Directors- Laurie Tugman** - In addition to being a Director of HEHCo, he is currently President and CEO TDL Canada Inc., and Vice Chairman and of the Advisory Board for Sustainable Business, CPA Canada. serves as an Advisory Board member and Executive-in-Residence for FEI Canada's Leadership Beyond Finance Program.

Mr. Tugman was the former President and CEO of Marsulex Inc., from 2004 until its sale in June 2011. He is a former Director of a number of Corporations. Mr. Tugman was elected a Fellow Chartered Accountant in 2011. He obtained his ICD.D in 2015. A member of Financial Executives International Canada (FEIC), he served on FEIC's Board from 2004 to 2007, and was a founding Chairman of one of the national committees. He has also served on the Chemistry Industry Assn. of Canada's (CIAC) Board from 2007 to 2011 and was Chairman from 2010 to 2011.

**Chair, Audit and Risk Management Committee- Greg McCamus** - Greg McCamus is President, Energy Distribution, Superior Plus Corporation based in Mississauga Ontario. The Energy Distribution business consists of Superior Propane, the largest propane distribution company in Canada and Superior Plus Energy Services which provides propane and other fuel distribution services to the US marketplace. Prior to Superior he held a number of senior positions in the competitive telecommunications industry with Call-net Enterprises (Sprint Canada), AT&T Canada, and Unitel Communications.

Mr. McCamus holds an HBA from Huron College (University of Western Ontario) and an MBA from York University and the ICD.D designation from the Institute of Corporate Directors. He is a member of the National Propane Gas Association (US) board of directors and a past member of the board of directors of The Learning Partnership.



**Chair, Human Resources Governance Committee- Julia Kamula** - Julia Kamula is a recently retired Senior Media Executive with over 30 years' experience in Canada's leading print and digital publishing, distribution and print manufacturing organizations. In her most recent role, she was Senior Vice President of TC Media – Transcontinental Inc. Previous to joining Transcontinental, Julia was Executive Vice President of Operations for Sun Media – Quebecor Inc. She joined Sun Media through the acquisition of Osprey Media in 2007 where she was Senior Vice President of Operations.

Ms. Kamula is a certified Director (ICD.D) with extensive experience on large complex boards in the education, healthcare and news media sectors. In addition to serving as a director on the boards of the Atlantic Free Daily Newspaper Group and Niagara College Canada, she has also been a Director and Marketing Committee Chair on the News Media Canada Board and a Director and Chair of the Capital Projects Committee for the Board of Brock University. Julia is currently past Board Chair of Hamilton Health Sciences Corporation and is a proud resident of downtown Hamilton.

**Tony Thoma** - Tony has worked in several senior-level positions in academia and industry including: Dean of Engineering Technology, VP operations and Global technical director. In Industry these experiences include participation in due diligence investigations to secure partners, site locations, and commissioning manufacturing plants in Canada, USA, Mexico, Hungary, and China. Tony's roles within industry have included operations, process quality, maintenance, engineering and energy management with an international automotive parts company.

In Academia Tony has managing large technical schools working with industry partners to bring the latest trends in technology to the market and preparing students for successful careers in developing topics such as Smart Energy Systems, Automation, Mechatronics, and Industry 4.0.

Tony's board experience includes 9 years at St. Joseph's Hospital in Hamilton, 3 years on the Ontario Independent Electricity System Operator (IESO) Stakeholder Advisory Committee and is currently on the advisory board for Thompson Gordon Group in Burlington. Tony has also recently served for the City of Hamilton's Citizens Jury committees for Area Rating and LRT initiatives.

Credentials include being a licensed Professional Engineer (PEO), an MBA from the University of Western Ontario, an Honours BBA from Brock University, and a B.Sc. in Metallurgy and Materials Science from McMaster University. More recently Tony has completed the McMaster University Chartered Directors Program.

**Elizabeth Di Donato** - Elizabeth is a senior executive who for the past few years has been assisting enterprises achieve significant strategic objectives through assignments in corporate branding, process re-engineering, governance realignment, corporate reorganization including acquisitions and divestitures, record keeping and data analytics. Elizabeth has held executive positions in the global enterprises of McCain Foods, Siemens and International Wallcoverings, and has served as the Executive Director of the Research Oversight and Compliance Office at the University of Toronto.

Elizabeth graduated from the University of Ottawa with a degree in Business Administration, and went on to become a C.P.A. Chartered Accountant. Elizabeth honed her management and governance skills during her tenure at Price Waterhouse and Pricewaterhouse Coopers where she led numerous special and assurance engagements at the regional office level as well as advising other



professionals from the Canadian National Office. Elizabeth also obtained the Chartered Director designation from McMaster University, and is a life-time resident of the City of Hamilton.

## **Compensation**

The HEHCo Administrative Practices Policy outlines the principles governing the compensation that is to be paid to Directors in the form of an Annual Retainer Fee and Meeting Fees. Company related expenses are to be submitted by Directors as per the Company Policies and are not part of the Annual Retainer Fees or Meeting Fees. This Policy is reviewed and updated annually.

The compensation for a Director sitting on the Human Resources Governance Committee will include an Annual Retainer and meeting fees, which are estimated to total \$ 23,300 p.a.

A Director may also be entitled to additional compensation for work that is designated by the Board as a "Project" ( eg. mergers and acquisitions work, bond issuance ).

## **Qualifications and Experience of Board Members**

Prospective Board members are expected to have significant business experience and will possess strong vision, sensibility and strong financial acumen. Board members will need to demonstrate intellectual and emotional independence i.e. fairness, openness and impartiality. The Board is the champion of rational decision making for the business.

HEHCo is recruiting to identify prospective Board members with the following specific skills, personal qualities, attributes and experiences :

### **General experience:**

- Prior or current Board Member or Executive level experience;
- Law Degree ( LLB ) ;
- A strong entrepreneurial background that will relate to the challenges and opportunities facing the CEO of HEHCo;
- Well versed in corporate governance and best practices through related experience and on-going professional development; able to apply this experience to a smaller yet complex organization without overwhelming management ;
- Familiarity with HR related issues and municipal law;
- A strong educational background; and
- The qualifications, attributes and drive to assume greater Board/Committee leadership activities.



## **Personal Attributes**

- Willing and able to devote the time and energy needed to fully participate on an operational Board;
- Collaborative, with a can-do attitude, and a focus on adding value, willing to roll up their sleeves without overstepping boundaries;
- Strong communication skills with the ability to listen carefully, raise questions constructively and encourage and build upon open discussion of key issues;
- Proven ability to build relationships and develop a strong network of industry contacts;
- Encourages and respects others' perspectives;
- Works effectively, collaboratively and resiliently with orientation towards resolving conflicts and maintaining healthy relationships;
- Innovative and creative towards developing new ways to address business issues;
- Unquestionable integrity, ethics, and standards;
- Resident of the City of Hamilton ;
- Interested in local political landscape, familiar with local issues impacting the business; and
- Other considerations in selecting Board members include nature of affiliations/network connections to benefit HEHCo, interest in the business of HEHCo, maturity, conflict resolution skills, accountability for actions and level of self-confidence.

## **Confidentiality**

We respect the privacy and confidentiality of personal information provided by candidates in our search assignments. By providing us with a copy of your resume and any subsequent personal information directly or from third parties on your behalf such as references, you understand that it has been furnished with your knowledge and consent for the purpose of possible disclosure to our client. We will not disclose your personal information to clients without your prior knowledge and consent.

Thank you for considering this important opportunity. This document is intended to provide the reader with information and is not a contractual document. Some of the material therefore may be subject to change. Please feel free to contact us should you have any questions.



**Contact**

Interested parties are encouraged to forward their resumes electronically to:

Mark W. Cosens  
Managing Director  
Kilbride Partners



We thank all applicants for their interest, however only those candidates selected for interviews will be contacted.

## *Appendix c)*

### *Kilbride Partners – Skills Matrix*

# Hamilton Enterprises Holding Corporation

## *Board of Directors Competencies Matrix – Self Assessment by Candidates*

<b>Name: Anna Ventresca</b>		<b>Measurement</b>
<b>Skills / Competencies</b>	Entrepreneurial Corporate Management	<b>4/5</b>
	Corporate Governance	<b>5</b>
	Financial Expertise	<b>4.5</b>
	Vision & Strategy	<b>5</b>
	Risk Assessment	<b>5</b>
	Human Resources	<b>4</b>
	Infrastructure Investment	<b>3</b>
	Operations	<b>4</b>
	Government Relations	<b>3.5</b>
	Project Management	<b>5</b>
	Project Development	<b>4</b>
	Corporate Development and M&A	<b>5</b>
<b>Other Attributes</b>	HUC / HEHCo Values	<b>5</b>
	Ties to Hamilton	<b>5</b>
	Diversity	<b>5</b>
	Board Leadership	<b>5</b>

### COMPETENCY MEASUREMENT SCALE

- 1 Limited direct or relevant experience
- 2 Some experience: Could effectively follow the conversation
- 3 Qualified: Bring sufficient understanding to contribute effectively to board decision making
- 4 Very Qualified: Could actively contribute and bring value to the conversation, however would not be considered an expert
- 5 Well Qualified: Has knowledge and expertise to lead board in decision making

*Appendix d)*

*CV of Ms. Ventresca*

# ANNA VENTRESCA, LL.B, ICD.D



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*An accomplished Legal Executive with cross-listed, publicly traded, large multi-national companies, as well as the public sector. With more than 20 years in highly regulated industries, a deep expertise in identifying, evaluating and mitigating risks as a member of executive management advising the Board of Directors and as a Board member. A proven track record leading complex global legal and compliance functions as well as comprehensive experience in leadership roles on various Boards.*

## Professional History

Hamilton Health Sciences May 2017 - Aug 2020 (retired)  
Head Office, Hamilton, Ontario

*VP Legal, General Counsel & Corporate Secretary*

- Reporting to the CEO and Board of Directors of Ontario's second largest hospital system, established a legal department and corporate secretarial function proper for size of organization.
- Responsible for enterprise risk management, privacy, insurance portfolio, litigation oversight, and general risk management and mitigation, all of which was elevated to a standard of best practices.
- Worked extensively with Board of Directors including regular presentations to Audit Committee and Board, provided governance training to the Board and assisted CEO in keeping the Board apprised of significant developments.

Nortel Sept 2000 - Dec 2012

Global Headquarters, Mississauga, Ontario

*General Counsel, Corporate Secretary & Chief Compliance Officer, Aug 2009-Dec 2012*

*Assistant General Counsel-Corporate & Assistant Secretary, Jul 2007 – Aug 2009*

*Associate General Counsel-Corporate & Assistant Secretary, Sept 2006 – Jul 2007*

*Assistant Secretary and Counsel- Securities, Aug 2005 – Sept 2006*

*Securities Counsel, Sept 2000 - Jul 2005*

- Part of core team in the planning and preparation for Nortel's filing for creditor protection in Canada, the United States and in the United Kingdom on January 14, 2009, and since filing, part of senior management team working with the Canadian Monitor and several global advisors and other stakeholders in the restructuring process, while continuing with the responsibilities below in light of these developments.
- As General Counsel, Chief Compliance Officer & Corporate Secretary, oversight of all legal matters, and involved in all main transactions and developments in relation to creditor protection proceedings while working closely with senior leadership team and company's advisors; led legal teams responsible for: company's Canadian and U.S. compliance with securities laws; litigation; executive compensation matters; corporate communications; and corporate secretarial and governance. Set agendas for biweekly Board of Directors meetings.
- As Chief Compliance Officer, led a global team of compliance experts responsible for the oversight of the company's ethics and compliance policy including ethics hotline and investigations, FCPA matters, employee communications and training, and Business Code of Conduct. Direct reporting line into Audit Committee, and reported on a regular basis to the Audit Committee on status of ethics compliance activities and resourcing.

- Pre creditor protection proceedings, and post as applicable, led the Public Markets legal group that supported the Control, Treasury, Investor Relations and Corporate Communications functions. Provided legal and strategic advice to executive management regarding U.S. and Canadian securities laws matters and generally responsible for Nortel's continuous disclosure obligations, including the Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and equivalent Canadian filings, OSC and SEC comment letters, and various other regulatory reporting. Prime counsel on the company's four restatements and independent investigation, and worked extensively on the various regulatory matters in connection therewith, including settlement with the OSC and SEC.
- As Chair of the Disclosure Committee, responsible for implementing committee's mandate and updating the company's Disclosure Policies & Procedures. Set committee's agenda, determined matters to be brought forward for approval as well as developments in Canadian and U.S. disclosure rules under applicable securities laws. Coordinated cross functional materiality analyses of events and developments. Regular presentations to Audit Committee and Board of Directors on disclosure related matters.
- Partnered with Investor Relations and Corporate Communications in all aspects of communications, including earnings announcements and guidance updates, preparation of significant corporate press releases and related materials, advised CEO and senior management on disclosures both internal and external on a proactive and reactive basis; responsible for all corporate communications during creditor protection proceedings
- Pre creditor protection filings, provided strategic advice and legal support to CFO and Treasury on all capital markets planning and transactions, including high yield and convertible notes offerings, and 2001 syndicated credit facilities and the company's first global security arrangements.
- Legal prime on remedial measures in internal controls and material weakness elimination projects, assisting the CFO and Finance function in development of project and preparation of documentation, both internally, to Audit Committee and reporting to regulators.
- As legal prime on the restatements and related activities, including assistance on resolution of accounting issues and responsibility for the preparation of bi-weekly press release updates and related filings, played a leadership role in preparation and filing of the restated financial statements and bringing the company current in its financial reporting.
- Pre creditor protection proceedings: Member of Nortel's Executive Leadership Team (top senior leaders, approximately 150 of the total 30,000 employees). Member of Nortel's Toronto Leadership Council. United Way Campaign Executive Sponsor and Chairperson for Nortel's Global Headquarters in 2008 and 2007, doubling campaign contribution in 2007 over 2006, and doubling participation levels in 2008 from 2007. Active mentor pursuant to various internal mentorship programs.

## Philip Services

Nov 1995 - Aug 2000

Global Head Office, Hamilton, Ontario

### *Senior Counsel*

- Working closely with a cross functional management team, legal prime on all aspects of over ten acquisitions during a two year period of both privately and publicly held companies primarily in the U.S. in the metals recycling and industrial services industries, including negotiating terms and conditions, preparation of Hart-Scott-Rodino filings and in one instance appearing before the U.S. Department of Justice, and addressing environmental and tax issues.
- Instrumental in the CCAA and Chapter 11 restructuring of the company as a debtor in possession during 1999 and 2000, including monitoring of compliance with court ordered restrictions on the company.
- Supported General Counsel in several corporate areas including financial reporting in compliance with both Canadian and U.S. regulatory requirements, cross border financings

and credit facilities, executive employment matters, environmental issues, tax restructurings and oversight of the corporate and securities law clerks.

Lewis, Brown, Scarfone, Hawkins Jun 1992 – Oct 1995  
Hamilton, Ontario

*Associate Lawyer, January 1994 - October 1995*

- Concentrated in areas of corporate law, commercial transactions and mergers and acquisitions. Assisted in firm recruitment and client marketing.

*Articling Student, Bar Admission Course, June 1992 - December 1993*

- One year of articling training included rotations in corporate, mergers and acquisitions, tax, banking and finance, real estate, wills and estates and litigation

## Education

University of Toronto, Rotman 2014  
Toronto, Ontario  
*Directors Education Program, obtained ICD.D in 2014*

The Law Society of Upper Canada 1994  
Toronto, Ontario  
*Admitted as a member to the Law Society of Upper Canada*

University of Western Ontario 1989-1992  
London, Ontario  
*Bachelor of Laws*

McMaster University 1984-1988  
Hamilton, Ontario  
*Honours Bachelor of Arts, Experimental Psychology*

## Board Memberships

- Several year terms serving on the Boards of Hillfield Strathallan College (HSC), Art Gallery of Hamilton (AGH), Mohawk College and Hamilton Health Sciences (HHS). Chair of HSC and was incoming Chair of Mohawk and AGH when General Counsel role at HHS was taken on. Further served on several Committee Chair roles including Finance committees.
- Currently Chair & President of Condominium Corporation 66 for Touchstone Resort on Lake Muskoka.

## Interests

- Extensive travel, culinary skills, restoration of a century home
- Wide range of musical interests; Canadian Opera Company supporter; grade 8 piano
- Historic-based and global affairs literature
- Legal Aid Case Worker, Yearbook Editor, University of Western Ontario

## *Appendix e)*

### *Biography and Profile of Ms. Ventresca*

## **Anna Ventresca**

Director; General Counsel; Securities &  
Corporate/Governance Lawyer  
Hamilton, Ontario

Anna Ventresca is an accomplished Legal Executive with cross listed, publicly traded, large, multinational companies, as well as the public sector. With more than 20 years experience in highly regulated industries, Anna has developed a deep expertise in identifying, evaluating and mitigating risks in both capacities as a member of executive management advising the Board of Directors and as a Board member. Anna has a proven record of leading legal and compliance functions as well as managing large teams globally.

Anna has extensive experience in Canadian and U.S. securities laws, corporate governance, corporate communication, investor relations, finance and treasury as well as insolvency, restructuring and crisis management, and health law.

Most recently, Anna served as VP Legal Services, General Counsel & Corporate Secretary, Hamilton Health Sciences (HHS), Ontario's second largest hospital network. Reporting to the CEO and Board of Directors, she established a legal department and corporate secretarial function proper for the size of the enterprise. Further, she was responsible for the enterprise risk management function, privacy function, insurance portfolio, litigation oversight, and general risk management and mitigation, all of which she elevated to a standard of best practices. She worked extensively with the Board of Directors including regular presentations to the Audit Committee and Board, provided training to the full Board and assisted the CEO in keeping the Board apprised of significant developments.

Prior to HHS, Anna was General Counsel, Corporate Secretary & Chief Compliance Officer, Nortel Networks where she led a global legal and compliance function of over 100 people during the company's four years of creditor protection under CCAA and Chapter 11. She was principal in house counsel on the four Nortel financial restatements, and corresponding Audit Committee and regulatory investigations, including extensive, multi year interactions with Canadian and US securities regulators, stock exchanges, Nortel's auditors, independent investigators and Nortel's executive management and Board of Directors. During her 12 year tenure at Nortel, the company was continuously in periods of significant change and crisis management.

Anna completed the Directors Education Program at Rotman, University of Toronto, and obtained the ICD.D in 2014. She served on the Boards of Hillfield Strathallan College (HSC), Art Gallery of Hamilton (AGH), Mohawk College and Hamilton Health Sciences (HHS). She served as Chair of HSC, and was incoming Chair of Mohawk and the AGH when she took on the General Counsel at HHS. Further, she served in several Committee Chair roles through these Board appointments including Chair of Finance committees. She is currently Chair & President of Condo Corporation 66 in relation to Touchstone Resorts in Muskoka.