ST. CLEMENT'S SCHOOL

Report of the Governance and Nominating Committee
Annual General Meeting, October 28, 2026

I'm pleased to share the 2025-2026 Report of the Governance and Nominating Committee of the SCS Board of Governors with you this evening. To start, I would like to acknowledge and thank the Committee, the entire Board of Governors and Carol Ann Millington for all their effort and expertise on governance related matters.

In 2025-2026, the Governance and Nominating Committee developed a number of recommendations for consideration by the Board, including recommendations for nominations to the Board. The committee also provided recommended nominations for the 2026-2027 slate of officers and proposed committee chairs, which will be approved by the Board of Governors at a meeting following this Annual General Meeting.

1. Board Nominations and Committee Appointments

The current terms of Karen McKay, Alice Pitt, Regan Smith, and Charles Whitburn expire as at the close of this annual meeting of members of St. Clement's School.

The Governance and Nominating Committee recommended to the Board the re-nomination of Regan Smith and the nomination of 3 additional candidates: Meghan Cowan, Jennifer Grossklaus, and Gillian Parekh.

Meghan Cowan is a partner at Aird & Berlis LLP and a graduate of St. Clement's School (Class of 2003). She is a member of her firm's Litigation & Dispute Resolution and Workplace Law Groups and Co-Leader of the Privacy & Data Security Group and Co-Chair of her firm's Women's Initiative Committee and a member of Diversity and Inclusion Committee. She is also the Co-Leader of the Municipal Accountability Group, representing a number of municipalities in Ontario as Integrity Commissioner, investigating allegations of ethical misconduct. In addition, Meghan has acted for a few independent schools in her employment practice and works with a number of municipal councils on employment matters. Meghan routinely advises on a variety of litigation matters, with a focus on privacy and labour and employment law, including wrongful dismissal litigation, human rights, union certification and labour relations.

Jennifer Grossklaus is a partner at Davies Ward Phillips & Vineberg LLP and the mother of a current Clementine (Avery, Class of 2027). Jennifer advises public and private clients in Canada and the United States on both private and public M&A transactions across a broad range of industries, including retail, mining, private equity, healthcare, and industrials. Jennifer's broad experience in public and private M&A, as well as her involvement with capital market transactions and complex corporate reorganizations allows her to bring thoughtful and strategic solutions to her clients' needs. She also advises public company clients on governance and disclosure issues. Jennifer has been recognized as a leading lawyer in various legal publications including the IFLR 1000, Lexpert Leading 500 Canadian Cross Border Lawyers, Lexpert Rising Star, the Lexpert Directory, and Best Lawyers Canada.

Dr. Gillian Parekh is an Associate Professor and Canada Research Chair in Disability Studies in Education within the Faculty of Education at York University. Gillian is also cross-appointed with York University's graduate program in Critical Disability Studies within the Faculty of Health. As a previous teacher in special education and research coordinator with the Toronto District School Board, Gillian has conducted extensive system and school-based research across Ontario in the areas of structural equity, special education, and academic streaming. In particular, her work explores how schools construct and respond to disability as well as how students are organized across programs and systems. Her scholarship has contributed to important conversations about inclusion, educational policy, and systemic equity, helping educators and decision-makers understand how institutional structures and special education practices influence student experiences and outcomes. Dr. Parekh has a BA, Psychology from Dalhousie University and a Bachelor of Education, MA in Critical Disability Studies, and PhD in Critical Disability Studies from York University. Gillian was recently elected to the Royal Society of Canada College of New Scholars, Artists and Scientists, one of the country's highest honours for scholarly, artistic and scientific achievement.

In addition, the Nominating and Governance Committee recommends to the Board that Meghan Cowan and Jennifer Grossklaus be appointed to the Governance and Nominating Committee.

2. Recommendations for Slate of Officers

At its first meeting after this Annual General Meeting, the Board will elect its officers. The Governance and Nominating Committee recommends that the following individuals be elected to the following positions.

Chair	Caitlin MacNamara
Treasurer	Zahra Jamani
Secretary	Carol Ann Millington

3. Recommendations for Committee Chairs

The Governance and Nominating Committee also recommends that the following individuals be appointed as Chairs of the Board's Committees:

Finance Committee	Zahra Jamani
Investment Sub-Committee	Michael Botha
Advancement Committee	Dan Ma
Sustainable Campus Committee	Regan Smith
Governance and Nominating Committee	Frank DeLuca
Committee of Chairs	Caitlin MacNamara

Respectfully submitted,

Governance and Nominating Committee