



Report of the Governance and Nominating Committee
Annual General Meeting
October 29, 2025

I'm pleased to share the 2024-2025 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 2024-2025, the Governance and Nominating Committee developed a number of recommendations for consideration by the Board, including recommendations for nominations to the Board. I will provide you with these recommended nominations for the 2025-2026 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

This year Tim Deacon and Hillary McLean will be stepping down from the board for personal reasons.

There are four individuals whose terms expire in October 2025: Karen McKay, Pamela Rayment, Paula Smith, and Frank DeLuca. The Governance and Nominating Committee recommends to the Board the reappointment of Paula Smith and Pamela Rayment for a three-year term ending 2028 Frank DeLuca for a two-year term ending 2027 and Karen McKay for a one-year term ending 2026.

Additionally, the Nominating and Governance Committee recommends to the Board that Zahra Jamani and Colin Sam be nominated to the Board for a three-year term ending 2028.

Zahra Jamani is a Partner at Ernst & Young LLP and Senior Vice President, Mergers & Acquisitions at EY-Parthenon. She is CPA and a Chartered Financial Analyst and holds an HBA, Business Administration and Management from the Richard Ivey School of Business (Western University). Zahra, a former Clementine ('07), currently sits on the finance committee and will become chair.

Colin Sam is Managing Director – General Counsel and Corporate Secretary at Onex Corporation. He holds a JD from Osgoode Hall Law School (York University) and a BBAS, Finance and Management Science from the Schulich School of Business (York University). Colin, a parent of one current Clementine will join the Governance and Nominating Committee.



In addition, the Nominating and Governance Committee recommends to the Board that the following new committee members are appointed to the respective committees:

Finance: Robin Taylor, Partner, PWC and SCS Parent, Danielle Vangou, Senior Manager, PWC and SCS Alum.

Advancement: Nadia Bechai, Partner, Gardiner Roberts LLP and SCS Parent.

Sustainable Campus Committee: Tim Blair, Founding Partner, Heartwood Trust and SCS Parent

Governance and Nominating: Colin Sam (see above).

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	Karen McKay
Vice 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	Karen McKay

Respectfully submitted,
Governance and Nominating Committee