



May 15, 2026

CGIC Member,

We are writing to provide an update regarding the whistleblowing complaint filed against the Canada Division in June 2025 and to outline how the Institute is moving forward. We appreciate your patience while the independent investigation and related reviews were completed and are pleased to share the outcome and the steps being taken to strengthen our governance practices.

The matter was disclosed at the Annual General and Special Meeting held on June 16, 2025, at which time CGI Global advised members that it had received a complaint and had initiated an investigation. As a result, the meeting was adjourned pending completion of the investigation.

Following a comprehensive review, the independent Investigating Panel found no evidence of material breaches of the CGIC Bylaws, while identifying opportunities to further strengthen governance practices. The key matters raised and the Panel's findings are summarized below:

- **Global CGI Council Representative Appointment:** A consistent framework was applied and has now been formally documented to enhance transparency.
- **Special Board Meeting Notice:** Notice requirements were met in compliance with CGIC Bylaw 6.02 and CFC Rule 4.1(b).
- **Governance Independence:** The governance structure aligns with CGIC Bylaws and CFC Rules and reflects the governing documents.
- **Special Entry Membership:** Admission procedures were applied in accordance with CGI Global professional standards.
- **Program Promotion:** Marketing investment in the CGI International Qualifying Program remained within best-practice benchmarks.
- **Executive Representation:** Executive participation at CGI Global meetings was confirmed as within the authority of the Canada Division, with Board and CFC agreement.
- **CEO Recruitment:** The review recommended the use of an executive search firm and the establishment of a Hiring Oversight Committee.

As part of the review process, CGI Global also recommended that the Canada Division undertake an independent Board evaluation. This evaluation, conducted by Indigo through confidential interviews with current and former Board members and the Executive Director, identified opportunities to further support Board effectiveness through refresher training in the Bylaws, Code of Professional Ethics and Conduct, and Conflict of Interest. These training sessions have been scheduled.

The Canada Division remains committed to moving forward constructively, transparently, and in alignment with CGI Global standards. We are focused on strengthening governance practices, reinforcing confidence, and supporting the long-term success of the Institute following a period of review and reflection.

We trust this update addresses the matters raised through the review processes. Members who wish to seek further clarification are encouraged to reach out to the Executive Director, the CGIC President, or the CGI Global President.

The Board and Committee for Canada are confident that this process has further strengthened the Institute's governance foundation.

Respectfully submitted on behalf of the Committee for Canada and the Board of The Chartered Governance Institute of Canada,

Sterling Frost, FCG

President

The Chartered Governance Institute of Canada

cc. CGIC Board of Directors, John Heaton, Kerrie Waring, Cynthia Mora-Spencer