PRIYA R. NARAYANAN

ICD.D · FCPA

Independent Director | Audit Committee Chair | Board Candidate

Financial Oversight · Risk and Controls · Regulated Industries · Capital Markets · CEO Succession

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GOVERNANCE SCOPE
Audit Chair, $6B balance sheet overseen
Risk Committee, two boards
420-person finance organisation led as CFO
Four regulators, two countries

BOARD-READY EXPERTISE
Financial literacy and reporting
Enterprise and financial risk
Regulatory and compliance
CEO succession and compensation

QUALIFICATION
ICD.D, Institute of Corporate Directors
Audit committee financial expert
38 years in regulated finance

BOARDS & ADVISORY
Director, TSX-listed energy company
Director, provincial pension fund

Director and former chief financial officer with thirty-eight years in banking and energy, eleven of them at the executive table of a federally regulated bank and four on the boards of a listed energy company and a public pension fund. Known for reading a board pack for what is not in it, and for chairing a committee that management finds harder to prepare for and easier to work with. Expert in financial oversight under regulatory constraint and in the audit, risk and succession work a board is judged on. Offers independent challenge rather than operating instinct, and holds a room steady when the news is bad.

GOVERNANCE HIGHLIGHTS

- **Chairs the Audit Committee of a TSX-listed energy company, overseeing a $6B balance sheet and a Big Four audit relationship**
- **Guided a federally regulated bank through an OSFI examination with no findings, as CFO and risk-appetite owner**
- **Led the finance side of a $1.1B acquisition, including the diligence that repriced the bid down $90M**
- **Served 11 years at the executive table of a Schedule I bank through two credit cycles**
- **Led the CEO succession process on a pension-fund board that appointed from inside**

BOARD EXPERIENCE

TSX-listed energy company, $4B revenue, investor-owned, regulated and merchant operations; board of 11, nine independent, recruited through a search-firm process.

Independent Director & Audit Committee Chair

2022–Present

Committees Audit (Chair), Risk | **Board** 11 directors, 9 independent | **Oversight** $6B balance sheet | **Auditor** Big Four

Recruited as the board refreshed two long-tenured audit members and wanted a chair who had sat on the management side of the audit relationship.

- **Reset the audit committee's annual plan around the three risks management under-reported,** shifting committee time from compliance review to forward exposure and commodity-price sensitivity.
- **Led the selection of a new external auditor through a competitive tender** after fourteen years with one firm, with no disruption to the reporting calendar and a 12% fee reduction.
- **Moved the cyber-risk briefing to the full board quarterly,** having judged the exposure enterprise-level rather than a committee matter, and added a cyber-literate director to the skills matrix.
- **Chaired the special committee on a $600M related-party asset sale,** securing an independent fairness opinion and a process the regulator reviewed without comment.
- **Sponsored the board's first skills-matrix refresh,** which identified two gaps the next two appointments filled and retired a legacy committee structure.

EXECUTIVE CAREER, EARLIER BOARD AND ADVISORY ROLES, AND EDUCATION FOLLOW ON PAGE TWO