

**NUCLEAR WASTE MANAGEMENT ORGANIZATION (NWMO)**

**BOARD OF DIRECTORS**

**MEETING**

**April 30, 2007**

**AGENDA**

1. Approval of Agenda
  2. Status of Government Decision
  3. Audit, Finance and Risk Committee
  4. Siting Committee
  5. Advisory Council Structure for Next Phase
  6. Upcoming Meeting
  7. *In Camera* session of Directors
- Conclusion of Meeting

**MINUTES**  
**FROM THE MEETING**  
**OF THE BOARD OF DIRECTORS OF THE**  
**NUCLEAR WASTE MANAGEMENT ORGANIZATION (NWMO) /**  
**SOCIÉTÉ DE GESTION DES DÉCHETS NUCLÉAIRES (SGDN)**

**convened in Toronto, ON**  
**on April 30, 2007**  
**commencing at 2:00 p.m.**

Present

Gary Kugler	Director, Chairman
Ken Nash	Director, President & CEO
Laurie Comeau	Director
Ron Jamieson	Director
Josée Pilon	Director
Deborah Poff	Director
Ian Ross	Director

In attendance

Kathryn Shaver	Vice President, Corporate Affairs and Corporate Secretary
Gillian Adshead	Assistant Board Secretary

1. Approval of Agenda and Constitution of Meeting

Dr. Kugler chaired the April 30th, 2007 Board meeting.

Notice of the meeting having been given to all of the Directors of the Company in accordance with the by-laws and a quorum being present, the Chairman declared the meeting duly constituted for the transaction of business and called the meeting to order at 2:00 p.m.

The Agenda for the April 30th, 2007, meeting was approved as circulated.

2. Status of the Government Decision

The President reported to the Board that the organization continues to await a government decision on NWMO's recommendation.

3. Audit, Finance and Risk Committee

The Chairman introduced the matter of appointments to the Audit, Finance and Risk Committee. By way of context, the President reported that a review of the membership of the Audit, Finance and Risk Committee is required as a result of the recent changes to the composition of the Board of Directors. Under the current terms of reference, the Committee is to be composed of three directors. The Chairman brought forward for Board approval proposed appointments to the Audit, Finance, and Risk Committee of the Board. Following discussion, the Board approved appointments to the Committee.

**IT IS HEREBY RESOLVED THAT:**

- Effective April 30, 2007:
  - the Audit, Finance and Risk Committee of the Board of Directors be composed of the following members, until such time as their successors are elected or appointed:
    - Mr. Ronald L. Jamieson
    - Ms. Josée Pilon
    - Mr. C. Ian Ross
  - the following person be appointed Chair of the Audit, Finance and Risk Committee:
    - Mr. C. Ian Ross.

The motion was made, seconded and unanimously passed.

It was agreed by the members of the Audit, Finance and Risk Committee to change the date of the next meeting to June 5, 2007 from 10:00 am - 12:00 pm at NWMO's office. Dr. Kugler suggested that the Committee may wish to review its Terms of Reference and discuss development of a position description for the Chair of the Audit Committee at its next meeting. It was also suggested that Committee meetings should be held in tandem with Board meetings wherever possible for efficiency purposes.

4. Siting Committee

The Chairman introduced the subject of Siting Committee appointments. He noted that in 2006, the Board of Directors discussed the desirability of establishing a Siting Committee of the Board of Directors. The Siting Committee will provide a vehicle through which the Board may maintain close oversight of this important element of NWMO's mandate. In February 2007, the Board approved a Charter for the new Committee. Preparations for the collaborative design of the siting process are being led by the Special Advisor to the Board, Elizabeth Dowdeswell, and it is recommended that she be an *ex-officio* member of the Committee.

The Chairman sought Board approval on the following appointments to the Siting Committee of the Board:

**IT IS HEREBY RESOLVED THAT:**

- Effective April 30, 2007:
  - the following persons be appointed to the Siting Committee of the Board of Directors, until such time as their successors are elected or appointed:
    - Mr. Laurie Comeau
    - Mr. Ronald L. Jamieson
    - Dr. Deborah Poff
  - Elizabeth Dowdeswell be appointed as an *ex-officio* member of the Siting Committee.
  - the following person be appointed Chair of the Siting Committee:
    - Mr. Ronald L. Jamieson.

The motion was made, seconded and unanimously passed.

The Board Chair suggested that the Siting Committee may wish to review its charter as written. The Committee Chair undertook to follow up with members to plan the first meeting.

The Board discussed the desirability of establishing other committees of the Board. It was agreed that it was not necessary to form additional committees at this time. It was noted that there are many substantial issues, such as human resources planning, which will require discussion and consideration of the full Board. There was agreement that additional Board committees may be required in future.

5. Advisory Council Structure for the Next Phase

The President outlined the existing composition and terms of reference for the Advisory Council. He discussed the legislated role for the Council for the next phase as well as the need for NWMO to continue receiving ongoing advice and guidance and the possibilities for expanding the breadth of the Council's competencies. He reviewed the proposed process for reviewing the Council membership and developing terms of reference and for the next phase of operations.

The Chairman indicated that an extension to the terms of appointment for the current members of the Advisory Council will be required to allow for proper review of the current membership. The Board confirmed its agreement with the Chairman's proposal that he write to the Advisory Council members to extend their existing terms to the end of 2007.

The Board discussed options and a possible critical path which would see Council membership addressed by the end of 2007. A suggestion was put forward that the Council members be appointed for staggered term lengths to allow for continuity in future appointments. The Chairman noted that NWMO will document its process for appointing Advisory Council members (\*).

6. Upcoming Meetings

- The Chairman reviewed a draft list of agenda items scheduled for discussion at the June 14, 2007 Board meeting. Directors requested that an update on human resources planning be proposed as part of the June 14 Board meeting.
- The Chairman requested that a proposed 2008 Meeting Calendar for the Board and committees be brought forward for discussion.
- It was agreed that members of the Siting Committee would plan to meet following the Board meeting on June 14, 2007.

7. In camera session

The Directors agreed that an *in camera* session was not required at this meeting.

Conclusion of Meeting

There being no other business, the Chairman declared the meeting terminated at 2:30 pm.

(\*) Denotes actions to be taken.

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Kathryn Shaver  
Corporate Secretary

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Dr. Gary Kugler  
Chairman