

## MINUTES

### FROM THE MEETING

### OF THE BOARD OF DIRECTORS OF THE

### NUCLEAR WASTE MANAGEMENT ORGANIZATION (NWMO) / SOCIÉTÉ DE GESTION DES DÉCHETS NUCLÉAIRES (SGDN)

convened on June 7<sup>th</sup>, 2005  
at 49 Jackes Avenue, Toronto, Ontario  
commencing at 12:30 P.M. EST.

#### Present

Ken Nash	Director, Chairman
Laurie Comeau	Director
Fred Long	Director
Adèle Malo	Director
Michel Rhéaume	Director

and

Elizabeth Dowdeswell	President
Kathryn Shaver	Corporate Secretary

#### 1. Approval of Agenda

Mr. Nash chaired the June 7, 2005 Board meeting.

Notice of the meeting having been given to all of the Directors of the Company and a quorum of the members being present, Mr. Nash declared the meeting duly constituted for the transaction of business at 12:30 P.M. EST.

The Directors approved the Agenda for the June 7<sup>th</sup>, 2005 meeting.

## **MINUTES**

#### 2. Minutes of Previous Meeting

The minutes of the meeting of the Board of Directors held on March 30<sup>th</sup> 2005, copies having been sent to each member of the Board, were approved.

3. Business Arising from the Minutes

The President reviewed the status of actions arising from the March 30<sup>th</sup>, 2005 Board meeting.

**REPORTS FROM ADVISORY COUNCIL**

4. Report from Advisory Council

At the request of the Advisory Council Chairman, the President provided an update on the Advisory Council on his behalf.

The President reported that the Advisory Council had contracted with a writer to assist with the preparation of the Council's independent comments on the NWMO study.

In addition to convening some meetings with NWMO management, the Council continues to convene private sessions for the purpose of preparing its report. The Council comments will be finalized for inclusion in the NWMO's final study to be submitted to the Minister of Natural Resources Canada in fall 2005.

**REPORTS FROM THE PRESIDENT**

5. Draft Study Report

The President debriefed the Board on:

- NWMO's advance briefings of governments and organizations on the Draft Study Report;
- Presentations provided by the NWMO at the Canadian Nuclear Society conference in Ottawa in early May, which provided an opportunity to speak to different aspects of the study and the draft recommendation; and
- Some of the early comments received on the Draft Study Report, through meetings, electronic submissions, and coverage by the media.

The President noted that upon the release of the Draft Study Report, the NWMO has written personalized letters to participants who contributed to the study to date, thanking them for their comments and indicating how their specific contributions were considered and reflected in the Draft Study Report. The Board commended the NWMO for this level of personalized contact and feedback to participants.

6. Next Steps - Engagement

The President reviewed the milestone public engagement activities planned in advance of finalizing the study for the fall. NWMO will be inviting public review and comment on the Draft Study Report through:

- Continuing dialogues led by Aboriginal organizations, at the national, regional and local levels;
- Open house sessions in reactor site communities, to provide citizens with the opportunity to learn about and comment on the Draft Study Report and the recommended approach;
- A series of facilitated dialogues (evening and full day sessions) planned for Ontario, Quebec, New Brunswick, Saskatchewan and Manitoba. NWMO will extend invitations to all individuals who have participated in past NWMO dialogues and research activities. Dialogues will address the draft recommended management approach and will provide participants with the opportunity to comment on the recommendation and to exchange views with other participants;
- An e-dialogue and deliberative survey;
- Invitation to post electronic submissions and comments on the website; and
- Focus groups and quantitative public opinion research.

These activities are planned as part of NWMO's continuing dialogue with Canadians. This phase of public engagement will focus on the following discussion questions:

- Is the recommended management approach appropriate for Canada? and,
- What are the conditions required to successfully implement the approach?

NWMO is advertising in national and regional newspapers to signal the availability of the Draft Study Report. The public is invited to request material and to submit comments to the NWMO through the website, mail or telephone.

The Chairman invited Board discussion on the NWMO's planned engagement activities.

- Board members inquired as to the Advisory Council comments on the NWMO's planned engagement activities.
- The Board asked about the timelines for submission of reports from the various dialogues with Aboriginal peoples and the general public. The President confirmed that dialogue reports are scheduled to be delivered at milestone dates through the next three-month period. NWMO has asked for public comments to be submitted by August 31, 2005, to enable NWMO to consider fully the comments in the preparation of the final report.

7. Next Steps – Study Refinement

The President outlined the process by which NWMO will finalize the study for submission to the Minister of Natural Resources Canada by November 15, 2005.

- In finalizing the report, NWMO will take into account the comments from the public engagement process.
- NWMO will consider how the report might be strengthened by providing further clarification or elaboration.

NWMO has initiated a third party review of the cost-estimating process for option 4, the recommended option.

Board members undertook to pursue their respective plans for keeping their member corporations fully briefed on the NWMO study and recommendation in advance of the fall submission of the study to the federal government. Where member corporations require additional briefings or information, they will identify these needs to the respective Board members and the NWMO.

**FINANCIAL AND GOVERNANCE MATTERS**

8. Financial Update

The President presented the Board with a summary of expenditures for the first quarter of 2005 for key areas of the business plan, and budget projections to year end.

Projections at this time indicate that the NWMO's 2005 expenditures will be within the budget allocation previously approved by the Board. While the timing of some expenditures has shifted, there has not been any significant change proposed to the 2005 business plan. In responding to a Board inquiry, the President confirmed that reports from the engagement with the public and Aboriginal peoples are on track to be submitted on schedule to enable study finalization this fall.

9. Report of Directors

The Chairman introduced the Report of the Directors, tabled for Board review and approval.

The requirement for this Report flows from NWMO By-Law No. 1 (s. 6.2). The By-Law requires the Board of Directors to present to Members, at the Members' Annual General Meeting, a report outlining the activities for the preceding year.

The Chairman noted that the Report highlights key aspects of the NWMO operations and activities for the 2004 financial year, and provides a general sense as to the directions planned for 2005.

The Chairman stated that subject to Board approval, the Report will be tabled with NWMO Members at the June 2005 Annual General Meeting.

The Chairman invited discussion on the Report. The Board endorsed the Report, finding it to be a comprehensive and accurate summary of the NWMO's activities. Mr. Long noted that the Report had been previously reviewed by the Board Audit, Finance and Risk Committee.

**IT IS HEREBY RESOLVED** that:

The Board of Directors, having reviewed the 2004 Report of Directors as presented at its June 7, 2005 meeting, approves the Report for tabling with NWMO Members.

The motion was made, seconded and unanimously passed .

10. External Audit

The Audit, Finance and Risk Committee Chairman tabled a Committee memorandum with comments relating to the external audit of the NWMO.

- Mr. Long reviewed the process followed for the audit, and shared the Committee's comments on the effectiveness of the 2004 external audit. Having met with the auditors before and after the audit, and having had access to independent communication with the auditors, the Committee is pleased to report its satisfaction with the scope of the audit and the approach taken by Deloitte & Touche. In the Committee's view, the auditors met the terms of the agreed audit plan. The Committee believes that the auditors conducted an effective audit for the NWMO and provided an independent opinion on NWMO's financial statements. The audit did not identify any significant issues for the NWMO.

Mr. Long reported that the Audit, Finance and Risk Committee had considered the issue of appointment of auditors for the upcoming year, and proposed to share with NWMO Members the Committee's recommendation on the appointment of the 2005 auditors.

- The Committee proposes, for Member consideration, the re-appointment of Deloitte & Touche for the transition year of 2005, as NWMO continues in the first phase of its mandate. This proposal will be offered to Members for consideration at their 2005 annual general meeting.

11. 2006 Business Plan

The President presented, for preliminary Board discussion:

- A general outline of activities anticipated by NWMO in 2006; and
- Preliminary budgetary requirements associated with these activities, broadly-defined for initial discussion with the Board.

The Chairman invited Board comments on the proposed elements of the 2006 Business Plan. Discussion ensued around each proposed objective of the Business Plan, as Board members

commented on the range of activities and issues to be addressed as part of the 2006 workplan as the NWMO plans for its transition into an implementing organization.

The Board concurred with the objectives as proposed by the President for 2006, and directed NWMO to develop a detailed business plan to be brought forward for Board review and discussion, along with budgetary requirements.

Mr. Nash noted that, from OPG's perspective, early indications of the NWMO's 2006 budget and detailed Business Plan would be desirable to support discussions with the provincial government concerning the anticipated expenditure requirements for 2006.

## 12. Governance Issues

The Chairman introduced this item to initiate Board discussion on the preparation of governing documents to support NWMO's transition into the next phase of its mandate.

The Chairman noted that in preparation for the NWMO to assume its implementation responsibilities following a government decision, there are a number of governing documents that require review and revision by the Board of Directors and Members in 2005-2006. The By-Law and Membership Agreement must be amended to reflect NWMO's obligations in implementing the government decision, and the associated cost-sharing provisions of NWMO's operations agreed by Members.

In planning for the next phase of the NWMO mandate, the Board believes that expanding the Board membership to include independent directors should be considered.

The Chairman noted that discussion on these issues will be continued at subsequent NWMO meetings with the Board and Members throughout the year.

## 13. Business Risks

The President provided the Board of Directors with an interim update on the management of possible areas of business risk for NWMO. The President reported that a full review of business risk is planned for the next meeting of the Audit, Finance and Risk Committee.

## 14. Upcoming Meetings

- The Board meeting originally scheduled for July 6<sup>th</sup> will be rescheduled.
- A joint session of the Board and Advisory Council will take place on July 20<sup>th</sup>.
- NWMO will develop a detailed meeting schedule through to the Fall. At the request of the Board, meetings will provide for timely updates to the Board on comments received through the engagement activities around the Draft Study Report.

*NWMO management withdrew from the meeting.*

In Camera Session

The Board convened a private session without the presence of NWMO management.

Termination of Board Meeting

There being no other items for discussion, the Directors concluded their session at 4:00 P.M. EST.

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Corporate Secretary  
Dated this 4th day of August , 2005