

**MINUTES
OF 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 June 20, 2019
commencing at 11:00 a.m. EDT**

Present

Wayne Robbins	Chair
Laurie Swami	Director, President & CEO
Mark Elliott	Director
Lesley Gallinger	Director
Ron Jamieson	Director
Barb Keenan	Director
Darren Murphy	Director (via conference call – items 1-9)
Josée Pilon	Director

Regrets

Beth Summers	Director
--------------	----------

Observer

Michael Hare	Deputy Chief Nuclear Officer, NB Power
--------------	--

Staff in attendance:

Mahrez Ben Belfadhel	VP Site Selection (items 4-16)
Lisa Frizzell	VP Stakeholder Relations (items 4-15)
Michael Hung	Chief Risk Officer & Vice-President, Strategic Initiatives (items 4-15)
Georgina Kossivas	Chief Financial Officer (items 4-15)
Gillian Morris	Board Secretary (items 1-16)
Jennifer Spragge	VP Human Resources & Chief Ethics Officer (items 1-15)
Doug Taylor	VP & General Counsel (items 1-15)
Bob Watts	VP Indigenous Relations (items 4-15)
Derek Wilson	Chief Engineer & VP Contract Management (items 4-15)

Guest:

David Cameron	Chair, Advisory Council (item 10 only via conference call)
---------------	--

1. Constitution of 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 Chair declared the meeting duly constituted for the transaction of business and called the meeting to order at 11:00 am EDT.

The Chair opened with an Indigenous territory acknowledgement.

2. Consent Agenda

The Chair brought forward the consent agenda items in camera.

3. Report from Human Resources, Compensation and Governance Committee (HRGC)

Wayne Robbins, the Acting HRGC Chair provided the Board with a report from its recent meeting in camera.

4. Safety Moment

The remaining NWMO executive team members joined the meeting. The Chair asked Officers of the Corporation, based on the information received for the meeting, to identify any real or perceived conflicts of interest or involvement in related party transactions. None were identified.

Michael Hare provided a safety moment that addressed WANO Trait of a Healthy Nuclear Safety Culture: decision-making. He reported decision-making that supports or affects nuclear safety should be systematic, rigorous and thorough. Recognizing NWMO will be transitioning to becoming a nuclear organization, Mr. Hare also addressed the broader concept of becoming an engaged, thinking organization.

5. President's Update

The President had provided the Board with a comprehensive update in advance of the meeting. In Ms. Swami's verbal report she covered the following additional items:

- Reporting on the momentum of the organization including the land access program, progress on site selection and the growing communications program.
- Progress in government relations, NWMO's participation in the Clean Energy Ministerial meetings, and NWMO's positive experience in joining the Canadian Nuclear Association.
- International work on repository development and a recent meeting of international nuclear waste organizations - EDRAM.

Directors discussed international progress on used fuel repositories. The Board also discussed the Saugeen Ojibway Nations (SON) upcoming decision on OPG's Low and Intermediate Level Waste repository and potential impacts on NWMO's work of possible outcomes of the fall Federal election.

6. Report from the Siting Committee

The Siting Committee Chair reported on the Committee's March 27, 2019 meeting. Mr. Jamieson reported the Committee reviewed the following:

- An update on the siting work underway in each of the regions;
- Reconciliation Policy, which was supported by the Committee;
- Public attitude research
- Regulatory approach

The Board asked about next steps for the Reconciliation Policy. Mr. Belfadhel noted that feedback provided would be considered and it would be brought back to the Board for approval in September.

Mr. Jamieson also reported on some in camera discussions from the meeting.

7. Report from the AFR Committee & Joint AFR-HRCG Meeting

The AFR Committee Chair reported on the AFR Committee meeting held on June 19.

Ms. Gallinger reported that the Committee discussed:

- An update on the NWMO pension plan from the Pension Management Committee;
- A review of the preliminary 2020-2024 Business Plan;
- An update on the implementation of the second phase of the Enterprise Resource Planning system related to Human Resources; and
- A report on NWMO's financial results through April.

Ms. Gallinger reported that management briefed the Committee on its updated reference transportation system assumption in support of the 2021 lifecycle cost estimate update. This was the one outstanding item from the approved lifecycle cost assumptions approved by the Board at the June 2018 meeting. The Committee supported management's recommendation and she proposed it to the Board:

IT IS HEREBY RESOLVED THAT:

On the recommendation of the AFR Committee, the Board of Directors approves the Transportation Reference Assumption for use in the 2021 lifecycle estimate as follows:

- OPG fuel will be transported by road, utilizing the NWMO's used fuel transport package (UFTP);
- All non-OPG fuel will be transported by road, utilizing a Basket Transportation Package (BTP); and
- Fuel owners are responsible for all fuel handling at the interim storage locations.

The motion was made, seconded and unanimously passed.

Ms. Gallinger reported that the 2018 NWMO Pension Plan financial statements were prepared by management in accordance with OSFI and CPA Canada guidelines and audited by Deloitte LLP. Deloitte reviewed their Audit Results Report with the AFR Committee. No issues were reported by the auditors. The Committee recommended Board approval of the statements:

IT IS HERBY RESOLVED THAT:

On the recommendation of the Joint AFR-HRCG Committee, the Board of Directors approves the revised NWMO Pension Plan Text as proposed.

The motion was made, seconded and unanimously passed.

The AFR Committee Chair also chaired and reported on the annual Joint AFR-HRCG Meeting which addressed the following topics:

- reviewing the Actuarial Funding Valuation Report as at January 1, 2019 for the NWMO Pension Plan;
- an annual review of pension plan funding and sustainability;
- proposed changes to the pension plan text.

The Board was asked to approve the minor revision to the pension plan text being proposed.

IT IS HEREBY RESOLVED THAT:

On the recommendation of the Joint AFR-HRCG Committee, the Board of Directors approves the revised NWMO Pension Plan Text as proposed. The motion was made, seconded and unanimously passed.

8. Report from the Technical Committee

The Technical Committee Chair reported on the Committee's June 20, 2019 meeting reporting that some of the key items discussed were:

- Update on Technical Performance Objectives
- Update on Project Management Office Implementation
- Transportation Reference Assumptions and Cost
- Design Management Governance and Technical Training Plan
- Consideration of Water in the EBS/Safety Case
- Update on Integrated RD&D Report

Mr. Elliott also reported on some in camera discussions from the meeting.

9. Preliminary 2020-2024 Business Plan

The CFO presented to the Board the Preliminary 2020-2024 Business Plan. Ms. Kossivas talked about the key focus areas of the plan:

- The Site Selection phase: select and announce the site for Canada's used nuclear fuel by the end of 2022 (internal target);
- The Regulatory Approvals (RA) phase: build the required content, collaboratively with communities, to be able to trigger the federal regulatory process by 2024
- NWMO's Transition: invest in developing organizational preparedness, capabilities and culture including management system and support infrastructure to transform the NWMO into a qualified licensee

The CFO reported the proposed APM costs over the 2020-2024 planning period are expected to be \$686 million, including a proposed 2020 budget of \$123 million.

The Board discussed various areas of the proposed plan. A Board member asked that management highlight areas where it attempted to find reductions in the plan when reporting back in September (*). The AFR Committee Chair noted that the Committee would find it valuable for management to link movements in the budget to the risks in the risk register.

10. Report from Advisory Council's June 17, 2019 Meeting

The Chair of the Advisory Council reported on the discussions at the Advisory Council meeting held on June 17-18, 2019. Mr. Cameron reported on some of the key items considered by the Council:

- An update on NWMO's Site Selection engagement and assessment work;
- NWMO's draft Reconciliation Policy;
- Work related to transportation engagement in Indigenous communities;
- Updates to NWMO's Environment Responsibility Statement;
- The Council's Advice Tracking Matrix;

Mr. Cameron also reported that the Council provided advice on several items that were discussed in camera.

11. Preparation for Annual General Meeting of Members

In preparation for the June 25 Annual General Meeting of Members, the Board reviewed the Annual Report of Directors and the agenda for the upcoming meeting.

Items 12, 13 and 14 were discussed in camera.

15. Next Meeting of the Board

The next meeting of the Board will be held as follows:

Board of Directors' Meeting
Friday, September 27, 2019

The Board agreed to send a letter of thanks to a long-standing supporter of NWMO on his retirement (*).

16. In Camera Session

The Board held an in camera session with some management present, followed by a session with Directors only including the CEO and then a session excluding the CEO.

Conclusion of Meeting

There being no other business, the Chair declared the meeting adjourned 3:00 pm.

* Denotes actions to be taken.


Wayne Robbins
Chair


Gillian Morris
Board Secretary

