

MINUTES

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

convened on April 3rd, 2003, commencing at 8:30 A.M. EST.

Present

Richard Dicerni	Chairman
Fred Long	Director and Treasurer (via conference call)
Adèle Malo	Director
Ken Nash	Director and Vice Chairman
René Pageau	Director
Rod White	Delegate for Mr. Groom (via conference call)

being a quorum of Directors of the company in accordance with article 8.8 of the By-Law,

and

David Cameron	Acting Chairman, Advisory Council
Elizabeth Dowdeswell	President
Kathryn Shaver	Corporate Secretary

Regrets

Stuart Groom	Director
David Crombie	Advisory Council Chairman

1. Constitution of Meeting

Notice of the meeting having been given to all of the Directors of the Company and a quorum of the members being present, the Chairman declared the meeting duly constituted for the transaction of business at 8:30 A.M EST.

2. Approval of Agenda

The Board of Directors approved the Agenda for the April 3rd, 2003 meeting.

3. Approval of the Minutes – February 19th, 2003

The minutes of the meeting of the Board of Directors held on February 19th, 2003, a copy having been sent to each member of the Board, were approved as recorded.

4. Actions Arising from the Minutes

The status of actions arising from previous Board meetings was reviewed with the Board of Directors.

5. Report from the Advisory Council Chairman

The Acting Advisory Council Chairman provided a report to the Board on the March 27-28th Advisory Council meetings.

He reviewed the agenda items for those meetings, highlights of which included:

- Advisory Council discussion on March 27th with the Canadian Nuclear Safety Commission on the regulatory context and the future role of the CNSC in licensing a management approach for used nuclear fuel.
- Advisory Council discussion on March 28th with Dr. Lois Wilson, former Commissioner of Seaborn Panel, on issues and questions to consider as the NWMO develops social and ethical components of the analytical framework.
- A presentation by the President on the draft NWMO workplan, followed by Advisory Council discussion of the different components of the plan.

Dr. Cameron reported that the next Advisory Council meeting is scheduled for May 9-10th 2003. The focus of the agenda for that meeting will be on technical aspects of management of used nuclear fuel.

At this point, Dr. Cameron withdrew from the meeting.

6. NWMO Workplan

The President introduced the NWMO workplan and time line that had been tabled with the Board for discussion. It was noted that this was an evolution of the business plan discussed at the January 29th Board meeting. The workplan reflects minor modifications from the business plan in so far as it has been refined to prioritize activities with the most effective means of engagement and assimilation of different streams of work.

The President provided an overview of the workplan, highlighting milestone activities which include a series of public discussion papers designed to focus public comment and discussion at each key point in the three year study process.

The President noted that the schedule provides for two formal opportunities for both the Advisory Council and the Board to discuss each discussion paper during their respective meetings. She confirmed that the NWMO discussion papers would be released in both official languages.

The President reported that the workplan had been reviewed with the Advisory Council on March 28th. The Council expressed support for the general direction and the two-way engagement proposed. The Council offered some advice and comments that have since been incorporated in the workplan.

Following the President's presentation, the Chairman opened up the meeting for Board discussion.

The Board endorsed the overall approach to the workplan, and supported the proposed sequence of public discussion papers that would be released to focus dialogue and comments on different aspects of the study.

Board members inquired about the respective plans of the NWMO and Natural Resources Canada in regards to engagement of aboriginal peoples, stressing the importance of the NWMO proceeding with these consultations.

The Board expressed interest in having further discussion on the different streams of supporting research that will be developed as inputs into the respective discussion papers and final study. Board members noted the need to carefully scope out the international panel review and selection of members. It was noted that The President suggested that the June Board Agenda include discussion of a proposed outline for the green paper, and an outline of the inputs and research that will support that paper. (*)

At this point, Mr. Long withdrew from the meeting.

There was discussion on the need to anticipate and contemplate possible energy futures in Canada when assessing the different management approaches for used nuclear fuel, to understand the implications for the timing and volume of waste to be managed. Recognizing that the NWMO study must acknowledge and be sensitive to different outlooks for nuclear energy production, the President confirmed her intention to hold some scenario workshops for the purpose of developing a scan of different energy futures. It was recognized that decisions taken in different provinces will impact on the amount and schedule of used nuclear fuel to be managed.

The Chairman debriefed the Board on the March 19th NWMO meeting with the Minister of Natural Resources, the Honourable Herb Dhaliwal. The Chairman requested that the NWMO prepare a letter to the Minister expressing appreciation for the meeting. (*)

With respect to activities planned for 2003, the President confirmed that the workplan could be implemented with the resources allocated and within the budget previously approved for 2003. The President will update the Board at the next meeting on the alignment of the current workplan against the budget originally established for the 2003 business plan. (*)

At this point, Mr. Long rejoined the meeting via conference call and participated therein.

7. Financial Management

The President reviewed the various activities taken in response to the recommendations in the external auditors' 2002 Management Letter to the NWMO President. A number of actions have been initiated to refine accounting procedures and internal controls for the organization, to assist the NWMO's transition from a start-up organization.

8. Audit, Finance and Risk Committee

Further to the Chairman's direction at the January 2003 Board meeting, the Treasurer tabled a proposed Terms of Reference for a new Audit, Finance and Risk Committee of the NWMO Board of Directors. He reviewed the purpose of the proposed Committee. It was noted that while audit committees are not requirements for not-for-profit organizations such as the NWMO, there was a desire to adopt best practices in corporate governance. Following Board discussion of the proposed Terms of Reference, the Board resolved to establish such a committee.

IT IS HEREBY RESOLVED that:

The NWMO Board of Directors establish an Audit, Finance and Risk Committee of the Board of Directors, consistent with the Terms of Reference distributed to the Board at the April 3, 2003 meeting.

This motion was made, seconded and unanimously passed.

With the Board having resolved to establish the Audit, Finance and Risk Committee, the Chairman moved to address the next order of business, being Committee membership. Mr. Long agreed to accept the position of Chair of the Committee. Mr. Pageau agreed to accept a position as Committee member. With respect to filling the third position on the Committee, the Chairman invited Mr. Nash and Ms. Malo to consider membership in the Committee. (*).

9. Signing Authorities

The President introduced a proposal to amend the monetary thresholds for cheque-signing authorities for NWMO Officers. The amendment was proposed by the President and the Treasurer for purposes of appropriately streamlining financial responsibilities of NWMO Officers while ensuring financial due diligence over NWMO expenditures.

Following Board discussion, the Board agreed to adopt a tiered authority register for purposes of signing NWMO cheques.

IT IS HEREBY RESOLVED that:

- Cheques with values less than or equal to \$1,000 require any one signature of the President, Treasurer or Corporate Secretary.
- Cheques with values between \$1,001 and \$10,000 require any two signatures of the President, Treasurer or Corporate Secretary.
- Cheques with values greater than \$10,000 require two signatures: one of which must be that of the Treasurer; the other signature being of the President or Corporate Secretary.
- The President or any other Officer is authorized and directed to execute and deliver to the Corporation's bankers such other banking documents as are required or necessary to operate the bank accounts with such bank, consistent with this resolution.
- On a regular basis, a schedule of all cheques issued will be prepared and made available to the President, Treasurer and Corporate Secretary for information.

This motion was made, seconded and unanimously passed.

10. Code of Conduct

The President tabled an NWMO Code of Conduct for Board approval. The Code was developed by the organization and is based on the principles underlying the NWMO's statement of Mission, Vision and Values.

Following Board discussion, members requested minor edits to clarify the intent of Code provisions concerning environmental responsibility and transparency, and to strengthen the Code compliance provisions so that they are an explicit requirement for the NWMO. The changes were duly noted and the President undertook to revise and finalize the Code of Conduct accordingly. (*)

IT IS HEREBY RESOLVED that:

The NWMO Board of Directors approve the Code of Conduct for the NWMO, with changes as directed.

This motion was made, seconded and unanimously passed.

11. Information Disclosure

The President tabled with the Board a background document concerning information disclosure. Guidelines on information disclosure are being designed to reflect the principles of the organization's statement of Vision, Mission and Values.

Following a brief discussion, the Board concurred with the President's proposal to proceed to develop an approach regarding information disclosure that would appropriately reflect the NWMO's desire for transparency. The Chairman requested that the document be presented for discussion at the next Board meeting. (*)

12. Report from the President

The President provided an update to the Board of Directors on the major accomplishments of the organization in the month of March. NWMO activities highlighted included:

- NWMO meetings convened in New Brunswick in early March, as initial engagement of a wide cross-section of interests;
- The appearance of the Chairman and President before the House of Commons Standing Committee on Environment and Sustainable Development;
- The President's speech delivered at the Canadian Nuclear Association annual conference in Ottawa March 19th;
- NWMO meetings in Finland and Sweden with different authorities responsible for the management of used nuclear fuel; and
- The submission of the NWMO's first Annual Report to the Minister of Natural Resources Canada on March 28th, 2003.

Other Business

The next meeting of the NWMO Board of Directors will be scheduled for June 2003.

In Camera Meeting

The members of the Board of Directors met in camera.

Termination of Meeting

There being no other business, the meeting terminated at 12:45 PM EST.

Asterisk (*) denotes action to be taken

Corporate Secretary