

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 September 20, 2017
commencing at 8:00 a.m. EDT

Present

Wayne Robbins	Chair
Laurie Swami	Director, President & CEO
Carlo Crozzoli	Director
Mark Elliott	Director
Lesley Gallinger	Director
Ron Jamieson	Director
Darren Murphy	Director
Josée Pilon	Director
Janet A. Rieksts-Alderman	Director

Staff in attendance:

Marni Halter	Senior Counsel (items 6-17)
Michael Hung	Chief Financial & Risk Officer (items 6-17)
Lisa Frizzell	VP Stakeholder Relations (items 6-17)
Elena Mantagaris	Director Government & External Relations (item 16)
Jennifer Spragge	VP Human Resources & Chief Ethics Officer (items 1-17)
Mahrez Ben Belfadhel	VP Site Selection (items 6-17)
Derek Wilson	Chief Engineer & VP Contract Management (items 6-18)
Gillian Morris	Board Secretary (items 1-18)

Regrets:

Robert Watts	VP Indigenous Relations
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1. Constitution of Meeting and Approval of Agenda / Consent Agenda (In Camera)

The Board met in camera to discuss and approve the use of a Consent Agenda for some routine items.

3. Consent Agenda Items (In Camera)

The Board reviewed and approved the Consent Agenda items.

4. President's Report (In Camera)

The CEO provided a report on NWMO's work and recent developments in the nuclear industry in Canada.

5. Report from HRC Committee (In Camera)

A report from the Human Resources & Compensation Committee Meeting September 19, 2017 was provided by the HRC Committee Chair.

6. Report from the Siting Committee (In Camera)

The Siting Committee Chair reported on the Committee's September 19, 2017 meeting.

7. Report from the Audit, Finance & Risk (AFR) Committee

The AFR Committee Chair provided a report from the September 19, 2017 meeting.

Ms. Gallinger reported that the Committee discussed:

- An update from the Pension Management Committee on the status of NWMO's pension fund.
- A review of an asset/liability study conducted by NWMO's actuary and revisions to NWMO's Statement of Investment Policies and Procedures. The Chair suggested the Board be provided with an education session related to the asset/liability study. (*)
- A review of the draft 2018-2022 Business Plan. The Committee was pleased with management's efforts to reduce the overall budget while maintaining effective work programs;
- A detailed discussion on NWMO's corporate level risks;
- Regular management reports on financial results, cash flow forecast and the Compliance report;
- A review of the Chair and President's expenses. The Committee confirmed all was in order; and
- An update to the Organization Authority Register.

The Committee approved the proposed external audit plan for 2017 for NWMO's financial and pension fund statements and recommended the approval of the audit fees (which were approved under the Consent Agenda).

The Committee was also provided with an update on the progress to revise the NWMO Membership Agreement.

Board members asked questions about expected long-term investment returns and the proposed changes to the pension fund asset mix based on the results of the asset/liability study.

8. Report from Advisory Council's September 18, 2017 Meeting (In Camera)

The Advisory Council Chair reported on the discussions at the Advisory Council meeting held on September 18, 2017.

9. Advisory Council Appointments (In Camera)

The Board met in camera to discuss 2017 appointments to the NWMO Advisory Council.

10. Planning for Annual Session with Advisory Council

The Board discussed possible topics which could be discussed with the Advisory Council at the joint meeting of the Board and Council.

Management reported on the Advisory Council's suggested topic with one addition noted.

11. NWMO Values Update

Lisa Frizzell reviewed the process conducted to review NWMO's values. She reported that the revised values had also been reviewed by the Advisory Council. Council members were very supportive of the addition of the Safety value and also suggested a revision to the Transparency value which was included for Board consideration. Ms. Frizzell sought Board approval for the revised values.

IT IS HEREBY RESOLVED THAT:

The Board approves the NWMO values of:

- **Safety:** We place all aspects of public and employee safety – including environmental, conventional, nuclear and radiological safety – first and foremost in everything we do.
- **Integrity:** We act with openness, honesty and respect.
- **Excellence:** We use the best knowledge, understanding and innovative thinking and seek continuous improvement in all that we do in our pursuit of excellence.
- **Collaboration:** We engage in a manner that is inclusive, responsive and supports trust, constructive dialogue, and meaningful partnership.
- **Accountability:** We take responsibility for our actions, including wise, prudent and efficient management of resources.
- **Transparency:** We communicate openly and responsibly, providing information about our approach, processes and decision-making.

The motion was made, seconded and unanimously passed.

12. Draft 2018-2022 Business Plan

The Board was updated on the progress to develop NWMO's draft 2018-2022 Business Plan. In order to improve budget performance, management undertook a detailed review of its past budgeting process to identify areas for improving the accuracy of the budget. Mr. Hung reported that detailed bottom-up budgets were developed in advance of the June Board meetings for all elements of the APM project that were based on realistic work plans and went through numerous management review and challenge sessions. This process resulted in a substantial budget reduction over the next 5 years while maintaining an effective work program. Further reductions have been identified since the June revision of the plan.

Directors asked questions about budgeting considerations for community engagement and borehole drilling. Directors also discussed NWMO's succession planning and how management ensures smooth transitions when staff leave or retire.

13. Business Risk

Michael Hung reviewed the corporate risks with the Board and reported on the feedback received by the Audit, Finance & Risk (AFR) Committee. He noted that business risks will continue to be brought to the Board for discussion semi-annually.

Directors discussed the merits of the various risks models available and provided comments on the new reporting structure. Management noted that the reporting will evolve based on feedback from both the Board and AFR Committee. Management undertook to review comments received and update the report for February. (*)

14. Draft 2018 Performance Measures

Michael Hung discussed the draft 2018 corporate performance measures with the Board noting they had also been reviewed by the Human Resources & Compensation (HRC) Committee.

A Director asked management to ensure that, to achieve an objective at an earlier time, additional funds would not be spent. Management confirmed that an underlying assumption was that if an earlier target was achieved, that it would not be to the detriment of the budget. Directors also asked that the performance results be reviewed by the internal auditor. Management confirmed an internal audit would be undertaken for the 2018 performance results. A Director noted that the AFR Committee had made a suggestion to further strengthen the budget objective.

Management noted that the performance measures would be refined and brought back to the Board for approval in November.

15. Next Steps and Follow Up from Strategic Planning Session (*In Camera*)

The Board discussed follow-up items from the July Strategic Planning session in camera.

16. Government Relations (In Camera)

The Board discussed NWMO's government relations plan in camera.

17. APM Technical Committee

Mr. Wilson reviewed the current membership of the Low & Intermediate Level DGR Oversight Committee. He discussed the membership of this Committee as it transitions into the APM Technical Committee in 2018. He suggested that expertise in fuel handling and research and development would be an asset to the Committee and recommendations for additional members would be brought forward to the November meeting.

The Chair of the Committee supported Mr. Wilson's recommendations on expertise required. It was also noted that technical aspects of NWMO's work on the OPG L&ILW DGR would remain the responsibility of the Committee.

IT IS HEREBY RESOLVED THAT:

The NWMO Board of Directors approves the revised Technical Committee Charter as proposed.

The motion was made, seconded and unanimously passed.

18. OPG L&ILW DGR Update (In Camera)

The Board discussed the recent developments in the licensing of OPG's L&ILW DGR project.

19. Next Meeting of the Board

The next meetings of the Board will be held as follows:
Thursday, November 30, 2017
Toronto, ON

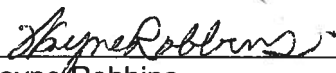
20. In Camera Session

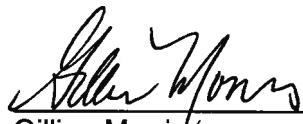
The Board Chair held an in camera session without the presence of staff and management.

Conclusion of Meeting

There being no other business, the Chair declared the meeting adjourned at 2:15 pm

* Denotes actions to be taken.


Wayne Robbins
Chair


Gillian Morris
Board Secretary