

**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 December 6, 2018
commencing at 11:00 a.m. EST**

Present

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

Staff in attendance:

Mahrez Ben Belfadhel	VP Site Selection (items 4-14)
Lisa Frizzell	VP Stakeholder Relations (items 4-14)
Paul Hader	Director, Audit
Michael Hung	Chief Risk Officer & Vice-President, Strategic Initiatives (items 4-14)
Georgina Kossivas	Chief Financial Officer (items 4-14)
Gillian Morris	Board Secretary (items 1-15)
Jennifer Spragge	VP Human Resources & Chief Ethics Officer (items 1-14)
Doug Taylor	VP & General Counsel (items 4-14)
Derek Wilson	Chief Engineer & VP Contract Management (items 4-14)
Allan Webster	Director Regulatory Affairs & Environmental Assessment (item 13)

Guest:

David Cameron	Chair, Advisory Council (item 5 only via conference call)
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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 EST.

The Chair opened with an Indigenous territory acknowledgement and declared the first part of the meeting to be in camera.

2. Consent Agenda

The Board reviewed and approved the Consent agenda in camera.

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

The 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.

Lesley Gallinger provided a safety moment that talked about safety communication (WANO Traits of a Healthy Safety Culture #3).

5. Report from Advisory Council's December 4, 2018 Meeting

The Chair of the Advisory Council reported on the discussions at the Advisory Council meeting held on December 4, 2018. Mr. Cameron reported on some of the key items considered by the Council:

- an update on NWMO's site selection engagement and site assessment activities;
- NWMO's visibility strategy;
- development of NWMO's environment statement; and
- an update on work related to NWMO's responses to the Council's 2014-2016 Triennial Report recommendations and considerations for preparing its comments for the next Triennial Report during 2019.

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

6. President's Update

The CEO provided comprehensive year-end summary of NWMO's work outlining NWMO's ongoing organizational transformation, accomplishments and successes, obstacles faced and lessons learned. Ms. Swami touched on a very wide array of topics which included: changes within NWMO; the new Enterprise Resource Planning system implementation; progress in the siting process and borehole drilling permission; developments in the technical program and NWMO's increased visibility strategy. The CEO also discussed changes in the external landscape impacting NWMO and a summary NWMO's work for 2019. Ms. Swami recognized the hard work of all of NWMO staff in 2018 to achieve the numerous accomplishments.

7. Report from the Siting Committee

The Siting Committee Chair reported on the Committee's December 5, 2018 meeting.

Mr. Jamieson reported the Committee reviewed the following:

- the key initiatives and developments in the siting process, partnership discussions and stocktaking;
- a briefing on reconciliation in 2018 and the strategy for 2019;
- an update on the status of the planning for the regulatory process that will follow site selection;
- a specific section of the Organizational Authority Register; and
- a review of the 2019 Committee Workplan.

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

8. Report from the AFR Committee Meeting

The AFR Committee Chair reported on the Committee's December 5, 2018 meeting.

The Chair reported that the Committee reviewed and discussed NWMO's 2019 Assessment and Audit Plan and brought forward the plan for approval by the Board. The Board discussed the proposed audit plan and asked about provisions for a cyber security assessments as part of future IT audits. The Board also discussed the adequacy of resources for internal audit.

IT IS HEREBY RESOLVED THAT:

On the recommendation of the AFR Committee, the Board of Directors approves the planned audits as listed in the proposed table and included in the NWMO 2019 Audit and Assessment Plan.

The motion was made, seconded and unanimously passed.

The Committee Chair reported on key discussions at the Committee which included:

- an update from the Pension Management Committee including Annual Investment Performance Review by NWMO's actuary. No concerns were raised regarding the fund performance and managers;
- business risks;
- a review of the management cost report;
- an update on the implementation of NWMO's Enterprise Resource Planning (ERP) System;
- NWMO's Information Technology Disaster Recovery Plan; and
- a review of the 2019 Committee work plan.

9. Report from the Technical Committee

The Technical Committee Chair reported on the Committee's December 6, 2018 meeting. He noted some of the key items discussed were:

- an update on the transportation logistics work;
- the plans to continue with the implementation of the approved Engineered Barrier System (EBS) design and Proof Test Plan (PTP);

- an update on the Canadian Nuclear Safety Commission (CNSC) Vendor Design Review of the used fuel container;
- an update on the 7th Case Study in sedimentary rock;
- the implementation of the stage gated process;
- the future technical staffing requirements for the transition from site selection into project implementation; and
- a review of the 2019 Committee work plan.

10. Business Risk

The Board had an in camera discussion on business risks.

11. Update from Executive Strategic Planning Session

The CEO and management provided an overview of the outcomes of the management strategic planning session held on October 22-24. The session identified that post site selection requires additional detailed planning to facilitate both the life cycle cost estimate update and the 2020-2024 business plan. Ms. Swami also reported on management discussions related to the regulatory approvals phase of work.

The Board discussed possible changes to the regulatory approvals phase of work and NWMO's approach to transportation engagement. A Director ask that management update the Board on the work underway in the United States on transportation (i.e. Aboriginal transportation group) (*). The Board asked management to further consider the dynamics of communities when NWMO narrows down to only two sites. Management will discuss this further at its next management strategy session and report back to the Board (*).

12. Legal Update

NWMO's General Counsel provided updates to the Board on legal developments related to the following:

- Trans Mountain Pipeline Expansion Project and related projects;
- Current Status of Bill C-69;
- Indigenous Affairs – SCC Decision on Duty to Consult and Other Developments; and
- Global Trade Update – USMCA.

13. Environment Statement

The Board was updated on NWMO's actions to develop a Statement of Corporate Environmental Responsibility which was taken in response to the Advisory Council's recommendation.

Lisa Frizzell reported to the Board that a cross-functional internal team was formed to develop the statement. Mr. Webster stated that the team undertook a scan of the companies that are regarded as leaders in environment and sustainable development.

The team also reflected on the values that had been expressed by the potential host communities as part of the ongoing partnership discussion.

Directors discussed the draft statement and asked how NWMO would “strive to achieve no overall negative impact on biodiversity”. Mr. Webster reported that this is possible when you consider effects and implement mitigation measures to bring the overall effect to zero. A Board member suggested that mitigation measures can take a lot of work and that they will need to be explained well. The Board supported the draft of the statement.

14. Next Meeting of the Board

The next meetings of the Board and Committees will be held as follows

AFR Committee Meeting – Financial Statements
Wednesday, February 13, 2019 – 8:00 am – 9:00 am

Board of Directors’ Meeting – Financial Statements
Wednesday, February 13, 2019 – 9:00 am – 9:15 am

15. In Camera Session

The Board held an in camera session with some management and then without the presence of staff and management.

Conclusion of Meeting

There being no other business, the Chair declared the meeting adjourned at 3:30 pm.

* Denotes actions to be taken.

Wayne Robbins
Chair

Gillian Morris
Board Secretary