

MINUTES

FROM THE MEETING

OF THE BOARD OF DIRECTORS OF THE

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

convened at 49 Jackes Avenue, Toronto, Ontario
on February 13th, 2006

commencing at 9:00 A.M. EST.

Present

Ken Nash	Director, Chairman
Laurie Comeau	Director
Fred Long	Director, Treasurer
Adèle Malo	Director
Michel Rhéaume	Director
Elizabeth Dowdeswell	President
The Honourable David Crombie	Advisory Council Chairman
Kathryn Shaver	Corporate Secretary

BOARD BUSINESS

1. Constitution of Meeting

Mr. Nash chaired the February 13th, 2006 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.

2. Approval of Agenda

The Directors approved the agenda for the February 13th, 2006 meeting.

3. Minutes of Previous Meeting

The minutes of the meeting of the Board of Directors held on November 30th, copies having been sent to each member of the Board, were approved.

4. Business Arising from the Minutes

The President reviewed the status of actions arising from the November Board meeting. All business arising from the minutes was reported as complete.

REPORT FROM THE ADVISORY COUNCIL

5. Report from Advisory Council Chairman

Mr. Nash invited the Advisory Council Chairman to address the Board on the Council's activities.

Mr. Crombie debriefed the Board on the Advisory Council's December 2005 meeting. In delivering his verbal report, he noted that Council had:

- Reviewed the process followed by NWMO in submitting the Final Study to the federal government in November, and the Advisory Council Chairman's participation in the NWMO's meeting with the Minister of Natural Resources Canada and subsequent presentation to the Standing Committee on Environment and Sustainable Development;
- Reviewed the NWMO's proposed areas of focus for 2006 against the organization's overarching objectives of compliance and preparedness. Council members expressed support for the overall direction of the workplan, and offered suggestions to the NWMO to assist in the further articulation and design of workplan initiatives. Council members underscored the importance of NWMO remaining a visible proponent for its report, available to speak to its recommendations and support the government's review of the study. The Council encouraged the NWMO to continue its practices of engagement and dialogue as it moves forward, and urged the NWMO to maintain its strong engagement internationally, as an opportunity to further the exchange of learning with other jurisdictions.
- Reviewed the NWMO's engagement of Aboriginal peoples that had taken place over the course of the last three years. The NWMO invited Council discussion around possible next steps for the NWMO's engagement with Aboriginal people. Council members expressed support for the directions proposed by the NWMO, and strongly endorsed the NWMO's proposal to continue dialogue with Elders and youth in 2006. The Council suggested that the NWMO has an opportunity in the transition period to advance its learning on implementation issues through discussion with Aboriginal peoples and industry, to explore best practices and learn from their experiences with implementation of large projects in other sectors.

The Council Chairman reported on the February 6, 2006 conference call convened for the purpose of providing Council comment on the draft annual report under preparation by the NWMO. The Council supported the proposed presentation of the material, and offered elaboration on Council activities for inclusion in the report. Following the practice of previous years, the Council intends to forward a letter to the Minister in March outlining Council's independent reflections on the NWMO's last fiscal year.

In his concluding remarks, Mr. Crombie noted the Council's plans to convene quarterly meetings in 2006, with additional informal sessions or conference calls as may be required.

On behalf of the Board, Mr. Nash expressed appreciation to the Council Chairman for his update.

ANNUAL REPORT

6. Draft Annual Report

The Chairman invited the President to introduce the draft Annual Report which had been tabled for Board discussion.

The President noted that many of the NWMO's 2005 activities have been extensively reported on in the Final Study, released in November 2005. In drafting the annual report, the NWMO has proposed a summary report, providing web-based references for supplementary reports. The Board was advised that the draft before them had incorporated the suggestions earlier provided by the Advisory Council.

The Chairman invited the Board to proceed with sequential review and discussion of each section of the draft report. In discussion, directors:

- Expressed support for the overall approach and format of the document;
- Offered suggestions to enhance the clarity of the document, and identified areas in which the NWMO might consider providing additional detail;
- Provided additional information to elaborate on the discussion of Board activities in 2005; and
- Endorsed inclusion of both retrospective reflections on NWMO's achievements in the three-year study period, and highlights of the NWMO's workplan for the upcoming year.

The NWMO identified areas of the report still under development, which would be forwarded to the Board for review.

The NWMO was directed to proceed with finalization of the report and to present the final copy for Board approval at the February 28th, 2006 meeting.

ENGAGEMENT

7. Engagement

The Chairman invited the President to review the NWMO's recent engagement activities.

- In her report, the President debriefed the Board on the NWMO's quarterly meeting with Natural Resources Canada, during which the NWMO reviewed its ongoing reporting obligations as specified under the *Nuclear Fuel Waste Act*.
- The President debriefed the Board on a meeting convened with the Canadian Association of Nuclear Host Communities for the purpose of updating members on the NWMO's workplan for 2006.
- The President reviewed conferences and meetings in which the NWMO had been invited to participate.

The President reported that a letter had been forwarded to the new Minister of Natural Resources Canada, requesting an introductory meeting with the NWMO Chairman, President and Advisory Council Chair at a convenient time.

8. Report from the Audit, Finance and Risk Committee

The Chairman of the Audit, Finance and Risk Committee delivered an update to the Board on the Committee's December 2005 meeting during which members met with the external auditors, Deloitte & Touche, and reviewed and approved the audit service plan for the external audit.

In his report on the audit process, Mr. Long reported on:

- The timelines of the audit fieldwork, undertaken in January 2006;
- The members of the team conducting the audit; and
- The next steps in the presentation of the audit findings to the Audit, Finance and Risk Committee, and incorporation of the audited financial statements into the NWMO's Annual Report.

9. Board Meeting Calendar

The President tabled, for Board consideration, a possible schedule of Board meeting dates for 2006.

Following discussion, the Chairman directed that the Corporate Secretary proceed to schedule meetings against the proposed timeline, noting that additional meetings may be required to discuss and approve NWMO governing documents during the course of the year.

Opportunities for video-conferencing and conference calls were discussed. The Board expressed a preference for face-to-face meetings, and proposed that in the process of scheduling upcoming meetings, opportunities be considered for convening in the member provinces of New Brunswick and Quebec, in addition to Ontario.

Termination of Board Meeting

There being no other items for discussion, the Directors concluded their session at 12:00 noon EST.

Corporate Secretary
Dated this 28th day of February, 2006