

MINUTES

FROM THE MEETING

OF THE BOARD OF DIRECTORS OF THE

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

**convened on September 12th, 2005
commencing at 8:00 A.M. EST.**

Present

Ken Nash

Director, Chairman

Laurie Comeau Director

Fred Long

Director, Chair, Audit, Finance and Risk Committee

Michel Rhéaume

Director

Elizabeth Dow deswell

President

Kathryn Shaver

Corporate Secretary

David Crombie

Chair, Advisory Council to NWMO

1. **Approval of Agenda**

Mr. Nash chaired the September 12, 2005 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 at 8:00 A.M. EST.

The Directors approved the Agenda for the September 12th, 2005 meeting.

MINUTES

2. **Minutes of Previous Meeting**

The minutes of the meeting of the Board of Directors held on August 4th 2005, copies having been sent to each member of the Board, were approved.

3. Business Arising from the Minutes

The President reviewed the status of actions arising from the August Board meeting.

The Board was advised that additional submissions had been received by the NWMO through the month of August, as part of the dialogue with the public and Aboriginal peoples. The NWMO undertook to keep the Board apprised of the comments received through this phase of public engagement.

AUDIT, FINANCE AND RISK COMMITTEE

4. Remuneration of Auditors

Mr. Long, Chair of the Audit, Finance and Risk Committee, introduced the item concerning remuneration of the external auditors, brought forward for Board approval.

He reported that NWMO Members, at their June 2005 annual general meeting, had appointed Deloitte & Touche as the external auditors to undertake the audit of NWMO's 2005 fiscal year. The Board of Directors must now determine the level of remuneration to be paid to the auditors.

The Audit, Finance and Risk Committee is required to advise the Board on the remuneration of the external auditor. Accordingly, the Audit, Finance and Risk Committee addressed this matter at its July meeting. The Committee reviewed the proposed fee structure for the 2005 year-end audit, of \$18,500 plus taxes and associated administrative expenses, and found the proposed fee to be reasonable. The Audit, Finance and Risk Committee has proposed this fee structure for Board consideration.

The Board of Directors discussed the matter, and approved a remuneration level.

IT IS HEREBY RESOLVED that:

The remuneration of the external auditors, for undertaking the external audit of NWMO's financial statements for fiscal year 2005, be confirmed at \$18,500 in audit fees, plus applicable taxes and associated administrative expenses.

5. Report from the Audit, Finance and Risk Committee

On behalf of the Audit, Finance and Risk Committee, Mr. Long reported on the Committee's July 2005 meeting. He noted that an outline of the 2006 business plan, presented by the NWMO, was among the items discussed by the Committee. In addition, the Committee discussed the NWMO's financial reporting practices, policies and procedures, and found them to be appropriate for the organization in its present mandate. As the NWMO prepares to move into the implementation phase, it will continue to review its policies and procedures

to ensure continuance of good governance and appropriateness in light of the organization's activities and mandate. Mr. Long invited Board discussion.

6. Financial Reports

The President tabled, for information, the Q2 2005 financial statement for the NWMO, and invited Board comments and questions.

REPORT FROM THE ADVISORY COUNCIL

7. Report from Advisory Council

The Board Chairman welcomed Mr. Crombie, Advisory Council Chair.

Mr. Crombie provided an update to the Board of Directors on the Advisory Council's recent meetings.

Mr. Crombie reported that the Council continues to convene private sessions for the purpose of developing, with the support of its own writer, the Council's independent comments on the NWMO study. The Council's report preparation is proceeding on schedule.

The Advisory Council next meets on September 15th, 2005.

REPORTS FROM THE PRESIDENT

8. Final Study Report

The Chairman invited the President to update the Board of Directors on the NWMO's preparation of the Final Study Report.

The President reviewed the key areas of modification from the Draft Study Report. She highlighted for the Board the most significant ways in which the Draft Study has been modified, in developing the Final Study Report. She noted that the changes being drafted are of the following types:

- Updates, to complete the NWMO's summary of comments from the Aboriginal and public dialogues, and the NWMO study activities undertaken to complete the study process;
- Elaboration, in areas of significant public interest as demonstrated through the NWMO's dialogues;
- Elaboration, in areas proposed by the Advisory Council for fuller discussion;
- Clarification, on issues that generated questions and inquiry in the public dialogue;

- Responsiveness, to suggestions put forward during public reviews of our Draft Study Report; and
- Factual additions, to incorporate legislative and regulatory information, and reflect recent refurbishment announcements in Canada and developments in other jurisdictions.

The President reviewed the range of public comments and key areas of interest reflected in recent reports, submissions and dialogues.

The President outlined the process and production schedule supporting finalization of the Final Study Report. She noted that a formal transmittal letter to the minister would be produced for the front of the Report, under the signature of the Board Chairman and President.

At the invitation of the Chairman, Board discussion ensued, as directors discussed the draft text, asked questions, sought clarification and offered comments. Board members provided updates on financial guarantees of member organizations, for inclusion in the Report.

9. Other Matters

- The Chairman requested that a Board meeting date be set for late September, for the purpose of reviewing the Final Study Report.
- The Chairman noted that the focus of the October 13th, 2005 Board meeting will be consideration of the NWMO's 2006 Business Plan.

Termination of Board Meeting

There being no other items for discussion, the Directors concluded their session at 3:00 P.M. EST.

Corporate Secretary
Dated this 13th day of October, 2005