

**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 27, 2019
commencing at 11:00 a.m. EDT**

Present

Wayne Robbins	Chair
Laurie Swami	Director, President & CEO
Mark Elliott	Director
Lesley Gallinger	Director
Sean Granville	Director
Michael Hare	Director
Ron Jamieson	Director
Josée Pilon	Director
Beth Summers	Director

Staff in attendance:

Mahrez Ben Belfadhel	VP Site Selection (items 4-10, 12-17)
Lisa Frizzell	VP Stakeholder Relations (items 4-10, 12-17)
Michael Hung	Chief Risk Officer & Vice-President, Strategic Initiatives (items 4-10, 12-17)
Georgina Kossivas	Chief Financial Officer (items 4-10, 12-17)
Gillian Morris	Board Secretary (items 1-17)
Jennifer Spragge	VP Human Resources & Chief Ethics Officer (items 1-17)
Doug Taylor	VP & General Counsel (items 1-17)
Bob Watts	VP Indigenous Relations (items 4-10, 12-17)
Derek Wilson	Chief Engineer & VP Contract Management (items 4-10, 12-17)

Guests:

David Cameron	Chair, Advisory Council (item 9 only via conference call)
Susan Hunter	Willis, Towers, Watson (Item 11 only)
Ryan Resch	Willis, Towers, Watson (Item 11 only)
David Herle	Principal Partner, The Gandalf Group (Item 12 only)

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 EDT.

The Chair opened with an Indigenous territory acknowledgement.

2. Consent Agenda

The Consent agenda was dealt with in camera.

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

Wayne Robbins, Acting HRCG Committee Chair updated the Board on the HRCG's 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. Bob Watts mentioned that he is on the Board of Directors of the Downie Wenjack Fund and Reconciliation Canada, two charitable organizations NWMO does work with.

Josée Pilon provided a safety moment that addressed WANO Trait of a Healthy Nuclear Safety Culture: Respectful Work Environment discussing Hydro-Quebec's workplace programs.

5. President's Update

The President had provided the Board with a comprehensive update on a number of items in camera.

6. Report from the Siting Committee

The Siting Committee Chair reported on the Committee's March 27, 2019 meeting. Mr. Jamieson reported the Committee reviewed the following:

- Status of work in the siting program;
- Siting performance objectives for 2020;
- An update on NWMO's visibility strategy;
- An update on progress to implement NWMO's program to build awareness, willingness and support in the siting communities.

Mr. Jamieson brought forward a recommendation from the Siting Committee to approve the NWMO's reconciliation policy:

IT IS HEREBY RESOLVED THAT:

On the recommendation of the Siting Committee, the Board of Directors approves the Reconciliation Policy as proposed.

The motion was made, seconded and unanimously passed.

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

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

The AFR Committee Chair reported on the AFR Committee meeting held on September 26. Ms. Gallinger reported that the Committee discussed:

- A regular review of the Chair and President's expenses
- The 2019 audit plan and Auditor's remuneration;
- An update from the Pension Management Committee;
- Financial results and business risks;

- An update on Phase 2 implementation of the Enterprise Resource Planning system; and
- An update on the work related to the work to prepare the APM lifecycle cost estimate.

The key item on the AFR Committee's agenda was the review and recommendation of the 2020-2024 NWMO Business Plan. Ms. Gallinger outlined the key changes in the plan since the Board reviewed the plan in June and reported that the Committee had considered key financial risks and mitigations. She noted an overall increase in the budget envelope from June and reasons for the increase. The Committee had also reviewed areas of cost reductions in the plan.

Ms. Gallinger brought forward a recommendation from the AFR Committee for the Board to approve the proposed 2020-2024 NWMO Business Plan.

IT IS HEREBY RESOLVED THAT

On recommendation of the Audit, Finance & Risk Committee, the Board approve the 2020-2024 Business Plan as proposed.

The motion was made, seconded and unanimously passed.

Board members asked about management moving funds forward to mitigate risks and questioned the reasons. Ms. Kossivas talked about the work required for the regulatory approvals phase in order to meet the 2043 completion date for the repository. Ms. Swami noted that NWMO is undergoing a period of change and the shift in the regulatory approval phase is part of that.

8. Report from the Technical Committee

The Technical Committee Chair reported on the Committee's September 27, 2019 meeting reporting that some of the key items discussed were:

- the draft 2020 Technical performance objectives;
- a presentation on the multi-year design program for the used fuel packaging plant;
- work on the site specific safety case development, as well as, the key differences between crystalline and sedimentary environments as it relates to water;
- a presentation detailing the NWMO's involvement in Posiva's Full-scale In-situ System Test (FISST) project;
- discussion of NWMO's contract management and project management processes; and
- an overview of the defective fuel canning project.

Mr. Elliott also reported on an in camera discussion from the meeting.

9. Report from Advisory Council's September 24-25, 2019 Meeting

The Chair of the Advisory Council reported on the discussions at the Advisory Council meetings held on September 24 and 25, 2019. Mr. Cameron reported on some of the key items considered by the Council:

- an update on NWMO's site selection engagement and assessment work;
- an update from the CEO on recent developments, NWMO events and the external landscape;

- NWMO's draft Reconciliation Policy. Dr. Cameron reported that the Council was very impressed with the work undertaken to develop the leading edge work on reconciliation and supported the policy.
- an update on NWMO's visibility strategy;
- several topics which were follow up to recommendations in the Council's last Triennial report: NWMO's participatory work to engage the public on safety and planning for NWMO's Centre of Expertise; and
- the Council's advice tracking matrix.

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

The Board Chair asked if the Council was getting the help it needed in order to prepare its 2017-2019 Triennial Report. Dr. Cameron noted that the Council had requested some additional presentations from management on specific issues in order to assist them in writing their report.

10. Business Risk

The Board reviewed NWMO's risks in camera.

11. Item 11 was held in camera.

12. Government Relations: Statue of the Nation

David Herle attended the meeting to present his perspective on the state of government relations in Canada.

Directors asked a number of questions related to the current political landscape and the impact of possible election outcomes on large infrastructure projects.

13. Legal Update

Doug Taylor provided an update to the Board on the status of the following items:

- Bill C-69 An Act to enact the *Impact Assessment Act*
- Trans Mountain Pipeline ("TMX") Update
- LNG Canada ("LNG") Update

Mr. Taylor also updated the Board on several issues in camera.

Directors asked questions about the Impact Assessment phase and the process NWMO will be following.

14. October Strategic Planning Session of the Board

The Board discussed the draft agenda for its upcoming annual strategic planning session to be held in October.

Ms. Swami invited all Directors to the orientation session for new directors. She talked about the key themes which will be discussed at the upcoming Strategic Planning Sessions.

15. Preparation for Meeting with the Council of Elders

The Board was briefed by Bob Watts on its upcoming annual meeting with the Council of Elders and Youth. Mr. Watts talked about the ceremony that will take place for the NWMO's Reconciliation Policy and the format of the meeting after the ceremony.

16. Preparation for the Annual Meeting with the Advisory Council

The Board and Advisory Council will hold its annual discussion on strategic issues in early December. The Board was asked to provide input on topics it would like to review with the Advisory Council. The Advisory Council also discussed this at its September 24 meeting and Mahrez Ben Belfadhel provided a summary of the feedback provided by the Council members.

The Board agreed with the topics as proposed and requested management prepare some specific questions in order to spark discussion.

17. Upcoming Meetings of the Board

The next meeting of the Board and its Committees is on Thursday, December 5 and Friday, December 6. The Board will meet with the Advisory Council on December 4.

18. In Camera Session

The Board held an in camera session.

Conclusion of Meeting

There being no other business, the Chair declared the meeting adjourned at 4 pm.

* Denotes actions to be taken.



Wayne Robbins
Chair



Gillian Morris
Board Secretary

