

**MINUTES
OF THE MEETING
OF THE BOARD OF DIRECTORS OF THE**

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

**convened via Video Conference
on April 23, 2020
commencing at 1:00 p.m. EDT**

Present

Wayne Robbins	Chair
Glenn Jager	Vice-Chair
Laurie Swami	Director, President & CEO
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 4-14)
Lisa Frizzell	VP Stakeholder Relations (items 4-14)
Georgina Kossivas	Chief Financial Officer (items 1-14)
Monica Kumar Dhoat	Assistant Board Secretary (items 4-14)
Gillian Morris	Board Secretary (items 1-14)
Jennifer Spragge	VP Human Resources & Chief Ethics Officer (items 1-14)
Doug Taylor	VP & General Counsel (items 1-14)
Bob Watts	VP Indigenous Relations (items 4-14)
Derek Wilson	Chief Engineer & VP Contract Management (items 4-14)

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 1:00 pm EDT.

The Chair welcomed all to the Board's first full videoconference and provided some guidelines to assist in the smooth running of the meeting.

The Chair provided an Indigenous land acknowledgement.

The agenda was approved as written. The Chair also asked Directors to provide feedback on the videoconference today and any suggestions for improvement.

Item 2 and 3 were discussed in camera.

4. Safety Moment

The NWMO Officers joined the meeting and similar to the Directors were asked by the Chair to identify any conflicts or related party transactions. None were declared.

Beth Summers provided a safety moment that addressed the Problem Identification and Resolution in Management Systems.

Item 5 was discussed in camera.

6. Report from the Siting Committee

The Chair of the Siting Committee, Mr. Jamieson reported on the Committee's April 22, 2020 meeting which was held by videoconference. In the report Mr. Jamieson stated that the Committee addressed the following topics:

- the development of the Stocktaking Review Group;
- NWMO's Regulatory Approvals Strategy;
- the draft Transportation Planning Framework;
- the results of NWMO's Community surveys; and
- revisions to the Siting Committee's Charter.

The Committee Chair also brought forward a discussion relating to the Board's plan for the site visits to Ignace-Wabigoon and South Bruce scheduled for July and August 2020. The Board agreed unanimously, that as a result of the COVID-19 pandemic, the site visits would be postponed until an appropriate time agreed upon with the communities.

The Siting Committee also considered some items in camera.

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

The AFR Committee Chair reported on the Committee's April 22, 2020 videoconference meeting. Ms. Summers reported that the Committee considered the following items:

- A number of items under the consent agenda including standard financial reports and a summary of senior executives' expenses.
- A report from the Pension Management Committee reporting on the status of the NWMO's pension plan;
- Financial results to the end of February;
- An initial draft of the Lifecycle Cost Estimate;
- An Internal Audit mandate (approved under the Board's consent agenda);
- Revisions to the NWMO's Expense standard (approved under the Board's consent agenda);
- Revisions to the AFR Committee Charter;
- The Annual Report of Directors to Members;
- Business risks; and
- the 2019 Audit Assessment Report.

The Committee Chair also reported on an item in camera.

The Board provided no additional comments on the Annual Report of Directors to be provided to the Members and were satisfied with the report as written.

8. Report from the Technical Committee Meeting

Mr. Jager, Chair of the Technical Committee reported on the April 23, 2020 Technical Committee Meeting held by videoconference. Mr. Jager reported that the Committee discussed the following:

- An update on the preparations for site assessment in southern Ontario;
- An update on the 2019 contractor performance as it related to the 2019 internal audit results; and
- Components of the Engineering Transition Plan as the organization moves towards project implementation and oversight.

The Committee also discussed several items in camera.

9. The Board's Role in Crisis Management

Management updated the Board on work being undertaken to refresh the NWMO crisis manual and a discussion was held on the role of the Board of Directors in crisis management.

The Board discussed the plan and suggested some additional considerations for incorporation into the document;

- further clarity in the structure and objectives of the plan;
- NWMO might face different types of crises (reputational etc.) and the plan should address the Board's role various crisis situations;
- the plan could address a phased response as the crisis evolves (i.e. who makes initial response, further stages of response);
- how lessons learned from COVID-19 will be incorporated;
- the communication between management and the Board during a crisis;
- lessons learned from other organizations who have faced crises.

Items 10, 11 and 12 were discussed in camera.

13. 2020 Rolling List of Board Decisions

The Board reviewed the list of upcoming Board decisions for 2020 in light of the recent COVID-19 events.

14. Upcoming Meetings of the Board

The next meetings of the Board will be held as follows:

- Friday, May 22, 2020 – COVID-19 Update Meeting via Videoconference
- Thursday, June 11, 2020 – 11 am – 3:30 pm Board Meeting (expected to be held by videoconference)

15. In Camera Session of Directors

The meeting was adjourned at 4:35 pm

* Denotes actions to be taken.

Wayne Robbins

Wayne Robbins
Chair

Gillian Morris

Gillian Morris
Board Secretary