

BOARD

December 11, 2020
Meeting No. 2020-9

**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 December 11, 2020
commencing at 9:00 a.m. EST**

Present

Wayne Robbins	Chair
Glenn Jager	Vice-Chair
Laurie Swami	Director, President & CEO
Lesley Gallinger	Director
Sean Granville	Director
Michael Hare	Director (items 7-14)
Ron Jamieson	Director
Josée Pilon	Director
Beth Summers	Director

Staff in attendance:

Mahrez Ben Belfadhel	VP, Site Selection (items 4-13)
Lisa Frizzell	VP, Stakeholder Relations (items 4-13)
Georgina Kossivas	Chief Financial & Risk Officer (items 4-13)
Monica Kumar Dhoat	Assistant Board Secretary (items 1-13)
Gillian Morris	Board Secretary (items 1-13)
Jennifer Spragge	VP People & Technology & Chief Ethics Officer (items 1-14)
Doug Taylor	VP & General Counsel (items 4-13)
Bob Watts	VP Indigenous Relations (items 4-13)
Derek Wilson	Chief Engineer & VP Contract Management (items 4-13)

Guests:

David Cameron	Chair, NWMO Advisory Council (item 9)
Jane Shapiro	Senior VP and National Issues & Crisis Lead, Hill & Knowlton (item 11)

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 9:00 am EST. The agenda was approved as written.

The Chair provided introductory remarks and an Indigenous land acknowledgement. As a reminder, the Chair discussed the fiduciary duties and obligations of the Directors to NWMO.

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2. Consent Agenda (In Camera)

The Chair brought forward the Consent Agenda for the Board's consideration and approval in camera.

3. Report from the Human Resources, Compensation & Governance Committee (HRCG) Meeting (In Camera)

The HRCG Committee Chair provided her report in camera.

4. Safety Moment

The President provided a safety moment that addressed problem identification and resolution and discussed the NWMO's Continuous Learning and Improvement Program (CLIP). In particular, the president provided an overview of how staff had considered both Nuclear and Indigenous knowledge systems in our program. Directors were very supportive of NWMO's CLIP program.

5. President's Update (In Camera)

The President provided the Board with a comprehensive year-end update in camera.

6. Report from the Siting Committee (In Camera)

The Chair of the Siting Committee reported on the Committee's December 7, 2020 meeting in camera.

7. Report from the Project Oversight Committee Meeting

The Chair of the Project Oversight Committee reported on the December 7, 2020 meeting. Mr. Jager reported that the Committee discussed the following:

- the 2021 technical performance measures;
- the readiness for fieldwork in 2020 and 2021;
- the APM gated process status;
- 2021 Project Oversight Committee workplan; and
- An update on the bentonite block incident at Oakville.

The Chair also reported on in camera items discussed by the Committee.

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

The AFR Committee Chair reported on the Committee meeting held on December 9, 2020.

The Committee Chair reported that the discussion included the following topics:

- A review of the annual 5-year IT strategy;
- A Pension Management Committee update;
- The financial results and forecasts as at October 31, 2020; and
- A review and recommendation to the Board of the 2021 internal audit plan.

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The Board discussed the audits identified in the internal audit plan and heard that key internal auditor staff had received Reconciliation training. The Board also discussed priority items for the next audit cycle.

IT IS HEREBY RESOLVED THAT:

On the recommendation of the AFR Committee, the Board approves the planned audits as listed in the NWMO 2021 Internal Audit Plan.

The motion was made, seconded and unanimously passed

The AFR Committee Chair reported on a discussion item in camera.

9. Advisory Council Chair's Report

The Chair of the Advisory Council reported on the discussions at the meeting held on December 8, 2020. Dr. Cameron reported that the Council considered and discussed:

- A year-end summary from the President outlining NWMO's 2020 achievements and progress towards site selection and the impacts of COVID-19 on its work;
- Natural Resources Canada's request to NWMO to develop an Integrated Strategy for Radioactive Waste; and
- An update on work related to Traditional Knowledge and the Reconciliation Policy implementation; and

The Advisory Council Chair also reported on some of the Council's in camera discussions.

10. Update on Integrated Strategy for Radioactive Waste (ISRW) Initiative

Management updated the Board on the direction received from Natural Resources Canada (NRCan) for NWMO to lead the development of a national strategy for all of Canada's radioactive waste (ISRW).

The VP of Stakeholder Relations, Lisa Frizzell provided the Board with an outline of NWMO's plans to develop the strategy for ISRW which includes taking stock of the existing low and intermediate level waste, identifying the gaps in plans and making recommendations. Ms. Frizzell reported that formal engagement on the topic would begin in March, followed by community specific engagement events and a submission of a recommendation to the Minister by the end of 2021. It was noted that updates on the ISRW would be provided through the Siting Committee of the Board of Directors.

11. Board's Role in Crisis Management

Jane Shapiro from Hill & Knowlton joined the meeting to provide an update on the work undertaken to refresh the NWMO crisis management plan which included discussion of the role of the Board of Directors in case of a crisis.

The Board discussed the division of responsibilities between management and the Board in a crisis and Board members suggested a crisis management exercise for the Board might be helpful (*). A Board member also requested a report on the crisis management exercise undertaken by the Executive team (*). The Board also discussed how communication with the Member organizations is handled in the event of a crisis.

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12. Legal Update (In Camera)

The Board was provided with a legal update by NWMO's General Counsel.

13. Upcoming Meetings of the Board

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

Tuesday, February 16, 2021
2:30 pm – 3:30 pm

Friday, March 26, 2021
9:00 am – 1:00 pm

The Chair asked the Board for feedback on the new Committee reporting format for the Committee Chairs and for any feedback to improve the virtual meeting format. Board members provided positive feedback on the new reporting format and found the virtual meetings to be well managed and efficient.

14. In Camera Session of Directors

The Board held an in camera session.

Conclusion of Meeting

There being no other business, the Chair declared the meeting terminated at 12:45.

* Denotes actions to be taken.



Wayne Robbins April 12, 2021 10:07 AM
Chair



Gillian Morris April 12, 2021 7:44 AM
Board Secretary