

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 21, 2018
commencing at 11:00 a.m. EDT

Present

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| Wayne Robbins | Chair |
| Laurie Swami | Director, President & CEO |
| Carlo Crozzoli | Director |
| Mark Elliott | Director |
| Lesley Gallinger | Director |
| Ron Jamieson | Director |
| Darren Murphy | Director (Items 1-12) |
| Josée Pilon | Director |
| Janet A. Rieksts-Alderman | Director |

Staff in attendance:

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| Mahrez Ben Belfadhel | VP Site Selection (items 4-15) |
| Lisa Frizzell | VP Stakeholder Relations (items 4-15) |
| Georgina Kossivas | Chief Financial Officer (items 4-15) |
| Gillian Morris | Board Secretary (items 1-16) |
| Jennifer Spragge | VP Human Resources & Chief Ethics Officer (items 1-15) |
| Doug Taylor | VP & General Counsel (items 4-15) |
| Robert Watts | VP Indigenous Relations (items 4-15) |
| Derek Wilson | Chief Engineer & VP Contract Management (items 4-15) |

Guest:

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| Donald Obonsawin | Vice-Chair, Advisory Council (item 9 only via conference call) |
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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 acknowledged that Toronto and the NWMO are in the "Dish with One Spoon Territory." The Dish with One Spoon is a treaty between the Anishinaabe, Mississaugas and Haudenosaunee that bound them to share the territory and protect

the land. Subsequent Indigenous Nations and peoples, Europeans and all newcomers, have been invited into this treaty in the spirit of peace, friendship and respect.

2. Approval of Consent Agenda Items (In Camera)

The Chair brought forward the Consent Agenda.

3. HRCG Committee Report (In Camera)

The HRCG Committee Chair provided a report on the September 20 meeting in camera.

4. Safety Moment

Janet Rieksts-Alderman provided a safety moment that talked about the importance of having a questioning attitude. Lesley Gallinger agreed to provide the safety moment at the December meeting.

5. President's Update

Management joined the meeting. The Chair asked the Officers of the corporation if, based on the information received for the meeting today if they would identify any real or perceived conflicts of interest or if they are involved in any related party transactions. None were identified.

The President reiterated the recognition of Indigenous territory.

The CEO provided a verbal report on recent activities and events including:

- an update on safety at NWMO;
- ongoing work to document values with NWMO's core communities, which will be completed by the end of the year;
- the status of borehole drilling;
- the importance of NWMO's visibility strategy and the recent hiring of a new Government Relations Director;
- the progression of NWMO's technical work;
- planning for the next phase of work after site selection;
- the importance of building a project management culture in NWMO;
- recent changes in the Provincial and Federal governments;
- recent industry and government discussions related to Small Modular Reactors (SMRs); and
- a presentation provided to the NWMO Advisory Council on reprocessing/recycling.

6. Report from the Siting Committee

The Siting Committee Chair reported on the Committee's September 20, 2018 meeting. Mr. Jamieson reported the Committee reviewed the following:

- the key initiatives and developments in the siting process, partnership discussions and stocktaking;
- the development of the 3rd party review group for the APM site selection process;
- NWMO's ongoing work to explore the concept of consent; and
- ongoing work to update NWMO's Ethical and Social Framework and NWMO's risks related to the Siting Process.

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

7. Report from the AFR Committee Meeting

The AFR Committee Chair reported on the Committee's September 20, 2018 meeting.

The Chair reported that the Committee reviewed and discussed NWMO's 2019-2023 Business Plan and brought forward the plan for approval by the Board.

IT IS HEREBY RESOLVED THAT:

On the recommendation of the Audit, Finance & Risk Committee, the Board approves the 2019-2023 Business Plan as proposed
The motion was made, seconded and unanimously passed.

The Committee Chair also brought an AFR Committee recommendation for the approval of the revisions to the Organizational Authority Register (OAR) in order to support the revised funding program. The funding program was recommended for approval through the Siting Committee.

IT IS HEREBY RESOLVED THAT:

On the recommendation of the AFR Committee, the Board of Directors approves the revised Organizational Authority Register as proposed, to reflect the revised Funding Program approach.
The motion was made, seconded and unanimously passed.

The Committee Chair reported on key discussions at the Committee which included:

- an update from the Pension Management Committee;
- a presentation on the financial and pension external audit plan from NWMO's Auditors;
- business risks;
- an update on the Enterprise Risk Planning (ERP) System; and
- an update on the NWMO Membership agreement.

8. Report from the Technical Committee

The Technical Committee Chair reported on the Committee's September 21, 2018 meeting. He noted some of the key items discussed were:

- risk management;
- technical innovation at NWMO;
- an update on the transportation logistics work;

- the requirement to assess whether to proceed with the current Engineered Barrier System Design;
- an update on international joint projects and collaborations in which the NWMO participates;
- a report on the development of an engineering training plan; and
- progress related to the L&ILW (low and intermediate level waste) DGR Project Transition Activities.

A Director asked about whether additional regulatory risks would be generated if NWMO chose to adopt work based on other countries' research. It was noted that NWMO's sister organizations use world class processes and are also submitting license applications.

9. Report from Advisory Council's September 18, 2018 Meeting

The Vice-Chair of the Advisory Council reported on the discussions at the Advisory Council meeting held on September 18, 2018. Mr. Obonsawin reported that he Chaired the meeting on behalf of David Cameron, and some of the key items considered by the Council were:

- an update on NWMO's site selection engagement and site assessment activities;
- a presentation on reprocessing/recycling used nuclear fuel;
- updates on engagement activities, media, the Council of Elders and the external landscape;
- a briefing on the recent Trans Mountain Pipeline decision; and
- an update on work related to NWMO's responses to the Council's 2014-2016 Triennial Report recommendations.

Mr. Obonsawin also reviewed several items that were discussed by Council in camera.

10. Business Risk

Due to the absence of the Chief Risk Officer, the business risks were taken as read and will be brought back to the December meeting for further Board consideration.

11. Next Steps on Strategic Planning Post Site Selection

The CEO and management headed the discussion to provide additional information to the Board related to the strategic planning items discussed at the Board's July session, and more specifically, the development and application of a stage-gated business decision process to support development of the requirements for completion of the site selection phase and initiation of the regulatory approval phase.

Directors discussed the presentation and asked management to give further consideration to what timeframe NWMO will need to ensure confidence in transportation routes.

A Director suggested that management needs to further consider impacts of the mobilization strategy on the community and understand what would be reasonable for

small communities. Management notes that some of that information will emerge from partnership discussions with communities.

Management asked the Board to confirm it was comfortable in moving to the stage-gated process of management. The Chair confirmed the Board agreed with this plan.

12. Visibility Strategy

In response to a request for information, Lisa Frizzell provided an update on NWMO's visibility strategy.

Ms. Frizzell talked about who would be needed to support NWMO at the time of selecting one site and how NWMO will build the confidence, resilience and support needed. She reviewed with the Board how NWMO has progressed with its increased visibility in 2018 and discussed approaches to NWMO's visibility to reach the selection of one site in 2023.

Directors had a good discussion about the visibility strategy, discussing the following points:

- what measurements of NWMO's success should look like as it progresses to selecting a site. Ms. Frizzell noted that her team is working on measurement systems for the visibility strategy;
- how NWMO would be correcting misinformation that is circulated in the public realm. Ms. Frizzell noted management is reviewing lessons learned from other large projects, looking at organizations NWMO needs to meet with and is becoming increasingly active in correcting public misinformation;
- how NWMO is working to instill a sense excitement and pride for hosting the project in the communities;
- the Board supports NWMO continuing to work with the nuclear industry to understand NWMO's work and key messages should be communicated. Ms. Frizzell noted that management is working to refine the events and meetings it should attend to maximize its effectiveness;

The Chair noted the volume of work that needs to be accomplished in the next few years and its importance. He suggested management indicate to the Board if resources are not sufficient to complete the work.

13. Trans Mountain Decision Update

NWMO's General Counsel provided the Board with a summary of the recent court decision related to the Trans Mountain Pipeline. He reported that the Federal Court of appeal quashed the pipeline expansion based on two reasons:

- the Crown failed to adequately discharge its duty to consult; and
- the National Energy Board made a critical error by not including project-related marine shipping in the definition of the project.

Mr. Taylor summarized some of the lessons learned from this regulatory process:

- There can be significant risks in the regulatory process;
- NWMO must consider all gaps;

- NWMO must continue its meaningful 2-way dialogue with Indigenous peoples;
- cumulative effects need to be examined;
- mitigation measures need not be bound by statute or jurisdiction, need to take a holistic approach.

The Board discussed the options the government is considering as next steps which could include re-doing its consultation and reconsidering marine shipping. A Director noted that a lesson learned for NWMO is a regulatory process can fail regardless of the proponent's positive actions.

The Chair asked management to report back with any further developments on this topic at the next Board meeting.

14. Preparation for Annual Meeting with Advisory Council

The Board of Directors discussed the upcoming December 4th Board and Advisory Council meeting. The Board provided input on the topics for discussion with the Advisory Council at the annual joint meeting.

Board members agreed two topics of interest for the discussion would be:

- Building partnerships and long term resilience in communities
- Trans Mountain Pipeline decision.

15. Next Meeting of the Board

The next meetings of the Board and Committees will be held as follows
Board of Directors Meeting
Thursday, December 6, 2018 – 11:00 am – 4:00 pm

16. In Camera Session

The Board held an in camera session with some management and then without the presence of staff and management.

Conclusion of Meeting

There being no other business, the Chair declared the meeting adjourned at 3:25 pm.

* Denotes actions to be taken.


Wayne Robbins
Chair


Gillian Morris
Board Secretary