

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CALENDAR

The Committee will meet at least four times annually and as many additional times as necessary (36).

The Committee will meet in separate, non-management, in camera sessions at each regularly scheduled meeting (38).

The Committee Chair will provide a report to the Board following each Committee meeting (34).

February Meeting (Q4)			
Document Information	Responsible Group	Committee Action	Mandate Item
• Corporate Governance and Securities Regulatory Update	• Legal	• Review	• 4
• Categorical standards for director independence	• Legal and Governance Office	• Review and recommend to Board (resolution required)	• 12
• Annual governance disclosure for inclusion in the proxy circular	• Governance Office	• Review and approve (resolution required)	• 14
• Annual governance disclosure	• Governance Office	• Review	• 15
• Results of annual board evaluation	• Committee Chair	• Review and provide to Board	• 17/19
• Nominees for election to Board	• Governance Office	• Review and recommend to Board (resolution required)	• 23
• Directors independence and audit committee financial expertise	• Governance Office	• Review and recommend to Board (resolution required)	• 24
• Director education program	• Governance Office	• Review	• 33
• Committee report for inclusion in the proxy circular	• Governance Office	• Review and approve (resolution required)	• 35

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April Meeting (Q1)			
Document Information	Responsible Group	Committee Action	Mandate Item
<ul style="list-style-type: none"> • Corporate Governance and Securities Regulatory Update 	<ul style="list-style-type: none"> • Legal 	<ul style="list-style-type: none"> • Review 	<ul style="list-style-type: none"> • 4
<ul style="list-style-type: none"> • Composition and Committee Chairs for Board Committees 	<ul style="list-style-type: none"> • Governance Office / Committee Chair 	<ul style="list-style-type: none"> • Review and recommend to Board (resolution required) 	<ul style="list-style-type: none"> • 20
<ul style="list-style-type: none"> • Ongoing Director education program 	<ul style="list-style-type: none"> • Governance Office 	<ul style="list-style-type: none"> • Review 	<ul style="list-style-type: none"> • 33

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July Meeting (Q2)			
Document Information	Responsible Group	Committee Action	Mandate Item
<ul style="list-style-type: none"> • Corporate Governance and Securities Regulatory Update 	<ul style="list-style-type: none"> • Legal 	<ul style="list-style-type: none"> • Review 	<ul style="list-style-type: none"> • 4

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October Meeting (Q3)			
Document Information	Responsible Group	Committee Action	Mandate Item
<ul style="list-style-type: none"> • Corporate Governance documents and policies 	<ul style="list-style-type: none"> • Governance Office / Legal / Integrity Resource Centre 	<ul style="list-style-type: none"> • Review and recommend to Board for December (resolution required) • Ethics Policy – review and recommend to ACR Committee and Board for December (resolution required) 	<ul style="list-style-type: none"> • 2/3/5 • 7/8 • 10/11 • 25
<ul style="list-style-type: none"> • Corporate Governance and Securities Regulatory Update 	<ul style="list-style-type: none"> • Legal 	<ul style="list-style-type: none"> • Review 	<ul style="list-style-type: none"> • 4
<ul style="list-style-type: none"> • Annual board evaluation and evaluation process 	<ul style="list-style-type: none"> • Governance Office 	<ul style="list-style-type: none"> • Review and approve (resolution required) 	<ul style="list-style-type: none"> • 9/16
<ul style="list-style-type: none"> • Evaluation of Management by the Compensation and Human Resources Committee 	<ul style="list-style-type: none"> • Governance Office 	<ul style="list-style-type: none"> • Review CHR Committee Mandate 	<ul style="list-style-type: none"> • 18

The Governance Office will distribute the annual board evaluation to the Board between the October and December meetings.

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December Meeting			
Document Information	Responsible Group	Committee Action	Mandate Item
<ul style="list-style-type: none"> • Corporate Governance and Securities Regulatory Update 	<ul style="list-style-type: none"> • Legal 	<ul style="list-style-type: none"> • Review 	<ul style="list-style-type: none"> • 4

The Governance Office will distribute the Independence, Skills and Financial Expertise evaluation to the Board for completion.

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Ad Hoc Meeting (may occur at regular meetings or at special meetings)			
Document Information	Responsible Group	Committee Action	Mandate Item
• Rating and governance agency updates	• Governance Office	• Receive	• 2
• Constatng documents	• Legal	• Review and recommend to Board (resolution required)	• 6
• Report on minor technical amendments to corporate governance documents	• Governance Office	• Receive	• 13
• Review successors for the Board Chair and Board Committee Chairs	• Committee	• Review and recommend to Board (resolution required)	• 21
• New candidates for Board appointment or nomination	• Governance Office	• Review and recommend to Board (resolution required)	• 22
• Review and assess policies on attendance	• Governance Office	• Review and recommend to Board (resolution required)	• 26
• Material change in employment or health status of individual directors	• Governance Office	• Review and recommend to Board (resolution required)	• 27
• Review appropriateness of any Director resignation	• Committee	• Review and recommend to Board (resolution required)	• 28
• Review the circumstances preventing minimum attendance	• Committee	• Review and report to the Board	• 29
• Director share ownership policy	• Governance Office	• Review and recommend to Board (resolution required)	• 30
• Management share ownership policy	• Governance Office / Human Resources	• Review and recommend to Board (resolution required)	• 31
• New Director orientation program	• Governance Office / Corporate Planning	• Review or Participate	• 32
• Closed sessions with internal personal or outside advisors	• Committee Chair	• Participate	• 37
• Independent advisors to assist the Committee	• Committee	• Review and approve (resolution required)	• 39/40
• Independent advisors to assist any individual Director	• Committee	• Review and approve (resolution required)	• 41