

## FY 2020 BOARD AND COMMITTEE WORK PLAN/CALENDAR

Board of Directors – For your use and information, the Board and Committee Work Plan has been created as a guideline. It is not meant to be all inclusive, and should be used in conjunction with the Committee Mandates and Work Plans where applicable. Committee Meetings will be set in advance of the Board Meetings where appropriate.

		Board of Directors		Committees of the Board				
		Review, Discuss and Debate	Action	Audit & Finance	Compensation	Share	Nominating & Governance	Executive
		<b>COMMITTEE MEETINGS – PRE BOARD MEETING</b>		<b>January 16, 2020</b>	<b>January 7, 2020</b>	<b>January 16, 2020</b>	<b>January 14, 2020</b>	<b>January 7, 2020</b>
<b>BOARD MEETING</b> <b>January 27, 2020 (1:00 p.m.)</b>	Board Agenda		<ul style="list-style-type: none"> <li>Motion to approve</li> </ul>					
	Minutes of Previous Meeting		<ul style="list-style-type: none"> <li>Motion to Approve/Business</li> </ul>					
	Ethics Officer		<ul style="list-style-type: none"> <li>Report</li> </ul>					
	Committee Reports							
	<ul style="list-style-type: none"> <li>Audit Committee Report(s)</li> </ul>	<ul style="list-style-type: none"> <li>Committee’s review and recommendations to the Board.</li> <li>Sign Balance Sheet</li> <li>Auditor Consultation</li> </ul>	<ul style="list-style-type: none"> <li>Review FYE Audited Financial Statement with Auditor</li> <li>Review Management Recommendation Letter</li> <li>Recommend Auditor for the next fiscal year</li> <li>Year End Review - Board Mandate</li> </ul>					
	<ul style="list-style-type: none"> <li>Compensation Committee Report(s)</li> </ul>	<ul style="list-style-type: none"> <li>Committee’s review and recommendations to Board.</li> </ul>		<ul style="list-style-type: none"> <li>Compliance review by Ext. Dir. of compensation – Staff Bonus and Salaries</li> <li>President’s Bonus Metrics for next fiscal year</li> <li>Year End Review - Board Mandate</li> </ul>				
	<ul style="list-style-type: none"> <li>Share Committee Report(s)</li> </ul>	<ul style="list-style-type: none"> <li>Committee’s review and recommendations to Board.</li> </ul>			<ul style="list-style-type: none"> <li>April 1<sup>st</sup> Share Price</li> <li>SH Distribution</li> <li>Payment Queue</li> <li>Year End Review – Board Mandate</li> </ul>			
	<ul style="list-style-type: none"> <li>Nominating &amp; Governance Committee Report(s)</li> </ul>	<ul style="list-style-type: none"> <li>Committee’s review and recommendations to Board.</li> </ul>				<ul style="list-style-type: none"> <li>Election Nominees</li> <li>Board Evaluation</li> <li>Governance Manual</li> <li>Year End Review - Board Mandate</li> </ul>		
	<ul style="list-style-type: none"> <li>Executive Committee Report(s)</li> </ul>	<ul style="list-style-type: none"> <li>Committee’s review and recommendations to Board.</li> </ul>					<ul style="list-style-type: none"> <li>Risk Review / Assessment</li> <li>Principals Group Update</li> <li>YE Review Board Mandate</li> </ul>	
<ul style="list-style-type: none"> <li>Annual General Meeting</li> </ul>	<ul style="list-style-type: none"> <li>Review content, motions and resolutions</li> </ul>							
<ul style="list-style-type: none"> <li>Board Agenda – Next Meeting</li> </ul>	<ul style="list-style-type: none"> <li>Review</li> </ul>							
<ul style="list-style-type: none"> <li>Parking Lot</li> </ul>	<ul style="list-style-type: none"> <li>Review</li> </ul>							

COMMITTEE MEETINGS – PRE BOARD MEETING						
AGM FEB 19, 2020	Opening Remarks & Call to Order	• Board Chair				
	Shareholder Agenda	• Motion to approve				
	President’s Report	• President to present				
	Board Chair’s Report	• Board Chair to present				
	Audited Financial Statement	• Motion to approve				
	Election of Directors	• Motion to approve				
	Other Business as required					
BOARD MTG POST AGM	Board Chair	• Elect				
	Board Agenda	• Motion to approve				
	New Directors	• Consent				
	Vice Board Chair	• Elect				
	Ethics Officer	• Elect				
	Appointment of Officers	• Motion to approve (reaffirm)				
	Committee Chairs	• Appoint				
	Board Agenda – Next Meeting	• Review				
BOARD MEETING (1 <sup>st</sup> Qtr.) March 4, 2020	Board Agenda	• Motion to approve				
	Role of the Director	• Board Chair to present				
	Minutes of Previous Meeting	• Motion to Approve/Business				
	President’s Report	• President to Prepare/Present				
	FY 2020 Strategic Plan Update	• President to Prepare/Present				
	President’s Emergency Succession Plan	• President to Prepare/Present				
	Cybersecurity IT Report	• Contingency Plan (recommended by N&G Committee) – not mandated				
	Committee Reports					
	• Audit Committee Report(s)	• Committee Chair to propose Committee Make-up/Report	• Committee Make-up			
	• Compensation Committee Report(s)	• Committee Chair to propose Committee Make-up/Report		• Committee Make-up		
	• Share Committee Report(s)	• Committee Chair to propose Committee Make-up/Report			• Committee Make-up	
	• Nominating & Governance Committee Report(s)	• Committee Chair to propose Committee Make-up/Report				• Committee Make-up
	• Executive Committee Report(s)	• Committee Chair to propose Committee Make-up/Report				• Committee Make-up
• Board Agenda – Next Meeting	• Review					
• Parking Lot	• Review					

COMMITTEE MEETINGS – PRE BOARD MEETING								
<b>BOARD MEETING (2<sup>nd</sup> QTR)</b> <b>May 27, 2020</b>	Board Agenda	<ul style="list-style-type: none"> <li>Motion to approve</li> </ul>						
	Minutes of Previous Meeting	<ul style="list-style-type: none"> <li>Motion to Approve/Business</li> </ul>						
	President's Report	<ul style="list-style-type: none"> <li>President to Prepare/Present</li> </ul>						
	Mid-Year Forecast – FY 2020	<ul style="list-style-type: none"> <li>President to Prepare/Present</li> </ul>						
	FY 2020 – Strategic Plan Review	<ul style="list-style-type: none"> <li>President to Prepare/Present</li> </ul>						
	Committee Reports							
	<ul style="list-style-type: none"> <li>Audit Committee Report(s)</li> </ul>	<ul style="list-style-type: none"> <li>Committee's recommendations to the Board.</li> </ul>	<ul style="list-style-type: none"> <li>2<sup>nd</sup> Quarter Financials</li> <li>Terms of Reference</li> <li>SH Insurance threshold</li> <li>Individual Shareholder Insurance obligations</li> <li>Review Parking Lot</li> <li>Policies &amp; Procedures</li> </ul>					
	<ul style="list-style-type: none"> <li>Compensation Committee Report(s)</li> </ul>	<ul style="list-style-type: none"> <li>Committee's review and recommendations to Board.</li> </ul>		<ul style="list-style-type: none"> <li>Terms of Reference</li> <li>President's mid-year review - framework TBD – metrics/ deliverables</li> <li>Review Parking Lot</li> <li>Policies &amp; Procedures</li> </ul>				
	<ul style="list-style-type: none"> <li>Share Committee Report(s)</li> </ul>	<ul style="list-style-type: none"> <li>Committee's review and recommendations to Board.</li> </ul>			<ul style="list-style-type: none"> <li>Terms of Reference</li> <li>Payment Queue Share</li> <li>Review Share Model</li> <li>OLIP</li> <li>Evaluate Supply &amp; Demand</li> <li>Annual Share Sale – <ul style="list-style-type: none"> <li>SH Eligibility</li> <li>Numerous activities in preparation of Annual Share Sale</li> </ul> </li> <li>Review Parking Lot</li> <li>Policies &amp; Procedures</li> </ul>			
	<ul style="list-style-type: none"> <li>Nominating &amp; Governance Committee Report(s)</li> </ul>	<ul style="list-style-type: none"> <li>Committee's review and recommendations to Board.</li> </ul>				<ul style="list-style-type: none"> <li>Terms of Reference</li> <li>Election Process</li> <li>Review Skill Set – Normal.</li> <li>Future Needs of the Board (E.g. Composition)</li> <li>Review Parking Lot</li> <li>Policies &amp; Procedures</li> </ul>		
<ul style="list-style-type: none"> <li>Executive Committee Report(s)</li> </ul>	<ul style="list-style-type: none"> <li>Committee's review and recommendations to Board.</li> </ul>					<ul style="list-style-type: none"> <li>Strategic Plan – Direction and objectives to management</li> <li>CEO Succession Plan – Attributes &amp; Progress</li> <li>Terms of Reference</li> <li>PG Update</li> <li>Risk Review Assessment</li> <li>Review Parking Lot</li> <li>Policies &amp; Procedures</li> </ul>		
<ul style="list-style-type: none"> <li>Board Agenda – Next Meeting</li> <li>Parking Lot</li> </ul>	<ul style="list-style-type: none"> <li>Review</li> <li>Review</li> </ul>							
<b>STRATEGY SESSIONS - JUNE/2020 - TBD</b>								

COMMITTEE MEETINGS – PRE BOARD MEETING							
<b>BOARD MEETING (3rd QTR)</b> August 28, 2020 (Friday a.m.)	Board Agenda	<ul style="list-style-type: none"> <li>Motion to approve</li> </ul>					
	Minutes of Previous Meeting	<ul style="list-style-type: none"> <li>Motion to Approve/Business</li> </ul>					
	President's Report	<ul style="list-style-type: none"> <li>President to Prepare/Present</li> </ul>					
	FY 2020 Strategic Plan Review	<ul style="list-style-type: none"> <li>President to Prepare/Present</li> </ul>					
	Strategic Plan – FY 2021	<ul style="list-style-type: none"> <li>Motion to approve Imperatives</li> </ul>					
	Committee Reports						
	<ul style="list-style-type: none"> <li>Audit Committee Report(s)</li> </ul>	<ul style="list-style-type: none"> <li>Committee's review and recommendations to Board.</li> </ul>	<ul style="list-style-type: none"> <li>3<sup>rd</sup> Quarter Financials</li> <li>Whistle Blowing</li> <li>Directors &amp; Officers Insurance</li> </ul>				
	<ul style="list-style-type: none"> <li>Compensation Committee Report(s)</li> </ul>	<ul style="list-style-type: none"> <li>Committee's review and recommendations to Board.</li> </ul>		<ul style="list-style-type: none"> <li>Classification Table</li> <li>Base Salary Load Increase</li> <li>HR Report</li> </ul>			
	<ul style="list-style-type: none"> <li>Share Committee Report(s)</li> </ul>	<ul style="list-style-type: none"> <li>Committee's review and recommendations to Board.</li> </ul>			<ul style="list-style-type: none"> <li>Annual Share Sale - Approval</li> <li>Payment Queue</li> </ul>		
	<ul style="list-style-type: none"> <li>Nominating &amp; Governance Committee Report(s)</li> <li>Executive Committee Report(s)</li> </ul>	<ul style="list-style-type: none"> <li>Committee's review and recommendations to Board.</li> <li>Committee's review and recommendations to Board.</li> </ul>					<ul style="list-style-type: none"> <li>"State of Affairs"</li> <li>PG Update</li> <li>Strategic Plan Outline</li> <li>Risk Review / Assessment</li> </ul>
<ul style="list-style-type: none"> <li>Board Agenda – Next Meeting</li> <li>Parking Lot</li> </ul>	<ul style="list-style-type: none"> <li>Review</li> <li>Review</li> </ul>						
COMMITTEE MEETINGS – PRE BOARD MEETING							
<b>BOARD MEETING</b> OCTOBER 21, 2020	Board Agenda	<ul style="list-style-type: none"> <li>Motion to approve</li> </ul>					
	Minutes of Previous Meeting	<ul style="list-style-type: none"> <li>Motion to Approve/Business</li> </ul>					
	FY 2021 Annual Business Plan/Budget	<ul style="list-style-type: none"> <li>President to Prepare/Present</li> </ul>					
	FY 2020 – Strategic Plan Review	<ul style="list-style-type: none"> <li>President to Prepare/Present</li> </ul>					
	Committee Reports						
	<ul style="list-style-type: none"> <li>Audit Committee Report(s)</li> </ul>		<ul style="list-style-type: none"> <li>No planned meeting</li> </ul>				
	<ul style="list-style-type: none"> <li>Compensation Committee Report(s)</li> </ul>			<ul style="list-style-type: none"> <li>No planned meeting</li> </ul>			
	<ul style="list-style-type: none"> <li>Share Committee Report(s)</li> </ul>	<ul style="list-style-type: none"> <li>Committee's review and recommendations to Board.</li> </ul>			<ul style="list-style-type: none"> <li>Annual Share Sale - Results</li> <li>Payment Queue</li> </ul>		
	<ul style="list-style-type: none"> <li>Nominating &amp; Governance Committee Report(s)</li> </ul>	<ul style="list-style-type: none"> <li>Committee's review and recommendations to Board.</li> </ul>				<ul style="list-style-type: none"> <li>Election schedule</li> <li>Internal &amp; External Attributes</li> <li>Potential Candidates</li> <li>Prepare Board Evaluations</li> </ul>	
	<ul style="list-style-type: none"> <li>Executive Committee Report(s)</li> </ul>	<ul style="list-style-type: none"> <li>Committee's review and recommendations to Board.</li> </ul>					<ul style="list-style-type: none"> <li>"State of Affairs"</li> <li>PG Update</li> <li>Risk Review / Assessment</li> </ul>
<ul style="list-style-type: none"> <li>Board Work Plan (Calendar)</li> <li>Governance Conference</li> <li>Board Agenda – Next Meeting</li> <li>Parking Lot</li> </ul>	<ul style="list-style-type: none"> <li>CS to prepare/present</li> <li>CS to prepare/present report</li> <li>Review</li> <li>Review</li> </ul>						

COMMITTEE MEETINGS – PRE BOARD MEETING						
BOARD MEETING (4 <sup>TH</sup> QTR) DECEMBER 2, 2020	Board Agenda	• Motion to approve				
	Minutes of Previous Meeting	• Motion to Approve/Business				
	President's Report	• President to Prepare/Present				
	FY 2021 Financial Levels of Authority	• President to Prepare/Present				
	FY 2021 Signing Authority	• President to Prepare/Present				
	FY 2021 Cheque Signing Authority (COMPANY)	• President to Prepare/Present				
	FY 2021 Cheque Signing Authority (OLS)	• President to Prepare/Present				
	Compensation for President's Dir. Rpts.	• President to Prepare/Present				
	Committee Reports					
	• Audit Committee Report(s)	• Committee's review and recommendations to Board.	• 4th Quarter Financials • Commencement of Audit • Levels of Authority			
	• Compensation Committee Report(s)	• Committee's review and recommendations to Board.		• Staff Bonus Pool for current year • President's review and recommended bonus for current year • President's recommended salary for next calendar year • Executive Compensation review		
	• Share Committee Report(s)	• Committee's review and recommendations to Board.			• Annual Share Sale - Summary • FY 2019 Distribution of Profits • Payment Queue	
	• Nominating & Governance Committee Report(s)	• Committee's review and recommendations to Board.				• Board Evaluations • Governance
	• Executive Committee Report(s)	• Committee's review and recommendations to Board.				• State of Affairs • Risk Review / Assessment
• Board Agenda – Next Meeting						
• Parking Lot						

2021 Proposed Board of Director Meeting Dates –  
TBD