

DIRECTOR ORIENTATION AND DEVELOPMENT GUIDELINES

INTRODUCTION

The Chair, with the assistance of Management, ensures there is an Orientation Program for new Directors and an ongoing Development Program for existing Directors.

The Orientation Program is aimed at increasing a Director's familiarity with the Corporation, its industry, and the unique responsibilities of Crown Corporation Directors, as well as equipping Directors with sufficient information and resources that facilitate fully-informed decisions.

The Orientation Program will utilize materials and resources that inform and educate Directors on the Corporations' corporate governance framework, its businesses, operations and current issues.

The Development Program will consist of ongoing briefings, tutorials and workshops on matters relevant to the Board in consideration of the issues expected to come before it. The Development Program will also address educational needs of Directors in respect of their duties generally and will encourage participation in course offerings in this regard provided by third party institutions.

The Corporate Governance Committee will receive suggestions from Directors and Management and will annually recommend a list of orientation and development topics.

DIRECTOR ORIENTATION

Each new Director will be required to participate in an Orientation Program consisting of the following:

1. **Initial Orientation:** The initial meeting should be scheduled as soon as possible after the appointment of a new Director, preferably within two weeks:
 - a) Receiving the following documentation:
 - Orientation manual
 - YDC Board manual
 - Director Indemnity Package
 - Overview of Issues and Projects
 - Orientation Manual
 - b) Meeting with the following people:
 - Board Chair
 - President of YDC
 - Corporate Secretary
2. **Issues Briefing:** The following briefings can be held separately, or combined

- a) This briefing session is to be led by members of the management team on issues to be selected by the President of YDC. The session should be scheduled within the four weeks following a new Director being appointed to the Board. If there is more than one new Director appointed during the period, this could be combined with other Directors.
- b) Also during the initial four week period, meetings between new Directors and Chairs of the standing committees and the Board of Directors shall be arranged. The purpose of these meetings will be for the Committee Chairs to provide insight to incoming Directors of the business, issues and risks presently before the Committee, and the Board of Directors.

The Chair through the Corporate Secretary will schedule the Orientation Program.

Director Development

Directors will be provided with ongoing development opportunities that educate and inform them on issues that are of strategic importance to the Corporation. These sessions will be scheduled separately from regular Board and Committee meetings.

Management will provide Directors with materials or presentations at Board meetings on matters of policy and key strategic issues where the Corporation may expect change or anticipate potential concerns or risks.

Board meetings may be scheduled in different regions of the territory to provide Directors with additional insight into the Corporation's operations.

Special site visits or retreats may also be scheduled to gain understanding of a particular issue, business area or strategic direction of the Corporation.

With respect to more general director education pertaining to corporate governance and directors duties and obligations, training programs through third party providers will be supported. Where training is provided as a whole to the board, members will receive honorarium. Where training is provided to individual board members such training must be approved first to receive honorarium.