



Board Effectiveness Evaluator

Executive Risk Services Limited
Confidential

Company Name: _____

Completed By: _____

Title: _____

Signature _____

Date: _____



Introduction

The Board Effectiveness Evaluator is designed to assess the company's and, the Board of Directors', existing governance structure and its effectiveness. Therefore, Executive Risk Services Limited asks that the Evaluator be completed by a member of the company's Board of Directors or by a senior executive of the company (i.e., Chief Financial Officer, Corporate Secretary) who is intimately familiar with the company's and Board of Directors' structure and governance practices.

Board Effectiveness Evaluator Categories

The following categories will be evaluated in detail to determine each company's board effectiveness rating.

- A. Board Structure, Process & Accountability
- B. Strategic Responsibilities of the Board
- C. Nominating & Corporate Governance Responsibilities
- D. Management Performance & Compensation
- E. Financial Reporting & Internal Controls
- F. Orientation Program and Continuing Education
- G. Code of Business Conduct & Ethics
- H. Director Compensation
- I. Evaluating Performance of Boards & Committees
- J. Evaluating Performance of Individual Directors

Board Effectiveness Rating Methodology

- All organizations rated by Executive Risk Services Limited ("ERS") are rated on a scale of 1.0 (lowest) to 10.0 (highest).
- The Board Effectiveness Evaluator contains questions, which can be answered in the form of "yes", "no" or "not applicable". Questions with a "yes" response represent a good board effectiveness practice. For evaluation purposes, each question is weighted differently depending on its relative importance in determining board effectiveness.
- Each board effectiveness category will be evaluated and given a rating out of 10.0 (highest). Category ratings will allow each company to easily determine specific issues and areas where board effectiveness practices may be improved.
- Overall and within each category, a board effectiveness rating of 9.0 or higher is considered to be well above average. A board effectiveness rating of 7.5 to 8.9 is considered to be above average, 6.0 to 7.4 is considered average, 3.5 to 5.9 is considered below average and 3.4 or less is considered well below average by ERS.



A) Board Structure, Process & Accountability

	Yes	No	Not Applicable
1. Is the Chair of the board an independent director? <i>(OSC Corporate Governance Guidelines 58-201)</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. In the event of the CEO acting as chair, is an independent lead director appointed and is the lead director disclosed publicly, together with the lead director's roles and responsibilities? <i>(OSC Corporate Governance Guidelines 58-201)</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Is the board composed of a majority of independent directors, according to the applicable regulatory definitions of independence? <i>(OSC Corporate Governance Guidelines 58-201)</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. No director is related to a company officer by birth or marriage?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Does the board have a written mandate, benchmarked against regulatory requirements and best practices, which is disclosed publicly? <i>(OSC Corporate Governance Guidelines 58-201)</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Does the written mandate of the board set out (i) the decisions requiring prior approval from the board (ii) measures for receiving feedback from security holders, and (iii) expectations and responsibilities of directors? <i>(OSC Corporate Governance Guidelines 58-201 – ii and iii)</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Are calendars of responsibilities, e.g., work-plans etc., integrated with the board's written mandate and the committees' written charters (which are in turn benchmarked against regulatory requirements and best practices)?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Does the independent chair set the board agenda, in conjunction with other directors and the CEO and other members of management as appropriate?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Is the chair responsible for the quantity, quality, source, timeliness and format of information sent to directors?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. The corporate secretary (or equivalent) attends and records minutes of all shareholder meetings, board meetings and committee meetings of the board, or appoints a delegate when this is not possible, in accordance with applicable regulations?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Do the chairs of the committees of the board provide comprehensive reports on the content and activities of their committee and any recommendations arising therefrom to the board following each meeting of the committee?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Do directors have regular access and exposure to the full senior management team, without having to go through the CEO?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Do the board and all committees of the board have full authority to retain, oversee, compensate and terminate outside advisors, who are required to assist the board, a committee of the board, or an individual director? <i>(OSC Corporate Governance Guidelines 58-201)</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



A) Board Structure, Process & Accountability (continued)

	Yes	No	Not Applicable
14. Is the board, in its business judgment, provided with adequate resources from management, e.g., staff and related support for board and committee meetings and activities, in order to fulfill its duties and responsibilities?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. Do independent directors hold separate, regularly scheduled meetings, e.g., "executive" or "in-camera" sessions, at every in-person board meeting? (<i>OSC Corporate Governance Guidelines 58-201</i>)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. Has the chair of the board or chair of a committee, as he or she deemed appropriate, invited other individuals to attend such executive sessions, e.g., members of management other than the CEO, or outside advisors?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. Do all shares outstanding have the same voting rights?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18. The company does not have a shareholder rights plan, e.g., "poison pill"?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19. Do shareholders have the right to approve significant or unusual transactions?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
20. If the board's authority is limited in any way by a significant shareholder, e.g., in respect of the choice of CEO, or control over strategic direction, is this limitation disclosed publicly? (<i>SOX, Section 402</i>)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
21. Has the board approved a communications policy for the company? (<i>OSC Corporate Governance Guidelines 58-201</i>)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
22. Does every director sit on fewer than four boards of for-profit organizations?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
23. None of the company's directors have sat on a board that has been sued?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
24. Does every board member have Directors' and Officers' Liability Insurance (D&O) for every board that he/she sits on?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
25. As part of the risk management process, are all D&O quotes provided to the company by the broker discussed with a member of the audit committee?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
26. If the response to question 25 is "no", does, at minimum, the Chief Financial Officer make the final purchasing decision for Directors' and Officers' Liability Insurance?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Comments:



A) Board Structure, Process & Accountability (continued)

	Yes	No	Not Applicable
27. Bill 198			
a. Has the board established a Disclosure Committee that is responsible for the Disclosure Policy, disclosure controls and procedures?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b. Is the Disclosure Committee responsible for final sign-off of certain documents and statements including shareholder communications, proxies and annual reporting?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c. Does the Disclosure Policy cover all core and non-core documents and public oral statements?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
d. Are all circumstances in which public statements are made identified and are authorized spokespersons identified?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
e. Are all forward-looking statements (both written and oral disclosures) identified and reviewed to ensure they fit within the safe harbour for forward-looking statements?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
f. Have best practices been established for all record keeping and retention/destruction policies in respect of the Board and its committees, which evidence the review and approval of disclosure?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
g. Do directors, officers, all employees and appropriate external parties receive education and training on the company's Disclosure Policy and related disclosure controls and procedures?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
h. Is the Disclosure Policy distributed company-wide?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
i. Are all directors and officers and other persons involved in the disclosure process required to complete and sign a questionnaire or checklist for all scheduled disclosures (annual and quarterly)?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
j. Will the Disclosure Committee regularly monitor the effectiveness and compliance of the disclosure program and formal policies and procedures, as well as make recommendations to the board regarding appropriate revisions to the Disclosure Policy?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
k. Do the CEO and CFO certify the company's disclosure controls and procedures on an annual basis?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Comments:



A) Board Structure, Process & Accountability (continued)

	Yes	No	Not Applicable
27. Bill 198 (continued)			
l. Is a senior officer of the company appointed to deal with questions and concerns of employees relating to the Disclosure Policy?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
m. In the event of non-compliance, is there a process in place to promptly and appropriately take corrective action and to revise any of the procedures that may have led to such non-compliance?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Comments:



B) Strategic Responsibilities of the Board

	Yes	No	Not Applicable
1. Are the company's vision, mission, values, strategic plan and operating plan thoroughly understood and discussed at least annually by the board?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Does the board review and approve annually the company's strategic plan?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Does the board take reasonable steps to ensure that the company has the necessary resources, e.g. human, technological and capital, to execute the company's strategy successfully?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Is the company's performance regularly monitored by the board against a sample of industry peer companies, using financial statements and non-financial reports?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Does the board review on a regular basis the achievement of financial objectives, e.g., the performance of the company against the operating and capital budgets?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Are any deviations from the strategic plan, in the judgment of the board of directors, reported promptly by management to the board?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Does the board hold management accountable for the achievement of the strategic plan through (i) explicit, rigorous assessment and (ii) linking management remuneration to the achievement of the strategic plan?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Does the board regularly review risk exposure (financial, operational, reputation etc.) to the company, in light of the strategic plan, and take reasonable steps to ensure that an effective risk management system is implemented by management? <i>(OSC Corporate Governance Guidelines 58-201)</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Does the board have an annual governance and strategy retreat that is at least one day in length?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. In the past year, has there been at least one occasion where the board has required substantial alteration or modification to a proposal by management or rejected a proposal by management?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. In the past year, has there been at least one non-unanimous vote taken by the board?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Has the board formally approved a crisis response procedure put forward by management and has the plan been put in place ?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Comments:



C) Nominating & Corporate Governance Responsibilities

	Yes	No	Not Applicable
1. Is the nominating and corporate governance committee (or its equivalent) wholly composed of independent directors, according to the applicable regulatory definitions of independence? <i>(OSC Corporate Governance Guidelines 58-201)</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Does the corporate governance committee have a written charter setting out its mandate and responsibilities, which is benchmarked against regulatory requirements and best practices? <i>(OSC Corporate Governance Guidelines 58-201)</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Does the company (i) disclose in its proxy circular and all other appropriate public documents, its compliance, formally and comprehensively, with the governance requirements of regulators, stock exchanges and professional authorities in jurisdictions where the company's securities trade and (ii) explain fully non-compliance with such requirements? <i>(OSC Disclosure of Corporate Governance Practices 58-101)</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Does the board consider in an explicit fashion (e.g., in writing) the specific competencies and skills that the board, as a whole, should possess, given the nature of the business and the strategic environment in which the company operates? <i>(OSC Corporate Governance Guidelines 58-201)</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Does the board explicitly assess what specific competencies and skills each existing director possesses, while also paying attention to personality and other behavioural qualities of each director, as these may ultimately determine the boardroom dynamic? <i>(OSC Corporate Governance Guidelines 58-201)</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Does the board explicitly identify a competency and skills "gap" and have this gap guide the selection of nominee directors to the board? <i>(OSC Corporate Governance Guidelines 58-201)</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Does the board have a formal tenure policy based on, e.g., retirement age, tenure, change in occupation, etc.?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Does each director stand for election annually?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Are nominating and corporate governance committee meetings, and board meetings where the nominating or appointing of individuals as directors is being discussed, conducted without the CEO or other members of management present?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



C) Nominating & Corporate Governance Responsibilities (continued)

	Yes	No	Not Applicable
10. Has the nominating and corporate governance committee (or its equivalent) ever retained independent, external advice, e.g., director search firm, governance advisor etc.?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Does the nominating and corporate governance committee (or its equivalent) meet in executive session with such an advisor, e.g., without management present?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Comments:



D) Management Performance & Compensation

	Yes	No	Not Applicable
1. Is the compensation committee (or its equivalent) wholly composed of independent directors, according to the applicable regulatory definitions of independence? <i>(OSC Corporate Governance Guidelines 58-201)</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Does the compensation committee have a written charter setting out its mandate and responsibilities, which is benchmarked against regulatory requirements and best practices? <i>(OSC Corporate Governance Guidelines 58-201)</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Does at least one director on the compensation committee possess executive compensation literacy?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Does the company fully disclose its compensation philosophy for executives in appropriate public documents (e.g., annual information circular) outlining rationale of salary levels, incentive awards, stock awards, stock options, pensions (including supplemental plans) and other components of compensation?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Has the board, together with the CEO, developed a clear position description for the CEO, which includes describing management's responsibilities? <i>(OSC Corporate Governance Guidelines 58-201)</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Has the board developed or approved the corporate goals and objectives that the CEO is responsible for meeting? <i>(OSC Corporate Governance Guidelines 58-201)</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Are the performance objectives (financial and non-financial), against which the CEO's performance is measured, well understood and accepted by the CEO and by the board? <i>(OSC Corporate Governance Guidelines 58-201)</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Does the compensation committee and/or the board evaluate the CEO's performance annually and disclose the manner and process for performance evaluation and adjust CEO compensation in accordance with the performance evaluation? <i>(OSC Corporate Governance Guidelines 58-201)</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Does the compensation committee review and approve annually management succession planning and, after consultation with the CEO, make recommendations to the board for consideration? <i>(OSC Corporate Governance Guidelines 58-201)</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Are all equity-based compensation plans and any changes to such plans, approved by shareholders?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Are stock options expensed?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Does the company have stock ownership guidelines for the senior executives of the company, e.g., multiples of annual salary, retention periods, etc., that are benchmarked against best practices (e.g., institutional shareholder guidelines)?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Does the compensation committee at least annually review and make recommendations to the board regarding executive compensation? <i>(OSC Corporate Governance Guidelines 58-201)</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



D) Management Performance & Compensation (continued)

	Yes	No	Not Applicable
14. Does the compensation committee at least annually review and make recommendations to the board regarding director compensation? <i>(OSC Corporate Governance Guidelines 58-201)</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. Does the compensation committee at least annually review and make recommendations to the board regarding incentive-compensation plans and equity-based compensation plans? <i>(OSC Corporate Governance Guidelines 58-201)</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. Are all equity-based awards (restricted stock, restricted stock units, options, etc.) subject to performance hurdles in order for vesting to occur?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. Are the number of stock options available for grant limited in terms of number?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18. Are compensation committee meetings, and board meetings where executive compensation issues are being discussed, conducted without management present?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19. Has the compensation committee ever retained independent, non conflicted, external advice, e.g., tax, compensation, pension, legal advisors etc.?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
20. Does the compensation committee meet in executive session with such an advisor, e.g., without management present?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
21. In the past 3 years, has the board and/or compensation committee (if applicable) ever rejected a proposal from management regarding compensation levels, incentive plans, equity-based plans, etc?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
22. In the past 3 years, has the board and/or compensation committee (if applicable) made substantial changes to the company's compensation plans?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
23. Does the board annually request an executive compensation audit and fairness opinion to be conducted by independent and qualified advisors, and have the results been disclosed to shareholders?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
24. Are there set dates for the granting of stock options ?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Comments:



E) Financial Reporting & Internal Control

	Yes	No	Not Applicable
1. Is the audit committee wholly composed of independent directors, according to the applicable regulatory definitions of independence? <i>(OSC Audit Committee 52-110, SOX, Section 301)</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Does the audit committee have a written charter setting out its mandate and responsibilities, which is benchmarked against regulatory requirements and best practices? <i>(OSC Audit Committee 52-110)</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Is the audit committee comprised of a minimum of 3 members? <i>(OSC Audit Committee 52-110)</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Is every audit committee member "financially literate", according to the applicable regulatory definitions? <i>(OSC Audit Committee 52-110)</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Is at least one audit committee member a "financial expert", according to the applicable regulatory definitions? <i>(SOX, Section 407)</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Does the external auditor report directly to the audit committee? <i>(OSC Audit Committee 52-110, SOX, Section 204)</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Does the audit committee have the sole authority to retain and terminate the company's external auditors, subject to shareholder approval, and determine the terms of engagement? <i>(OSC Audit Committee 52-110, SOX, Section 301)</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Does the audit committee have the sole authority to pre-approve all auditing services and non-audit services and disclose non-audit services to be performed by the external auditors to shareholders? <i>(OSC Audit Committee 52-110, SOX, Section 301)</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Does the audit committee set clear hiring policies for employees or former employees of the current and former external auditor? <i>(OSC Audit Committee 52-110, SOX, Section 206)</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Does the audit committee assure the regular rotation of the lead audit partner and, in connection with the engagement of external auditors, further consider whether, in order to assure continuing auditor independence, there should be a regular rotation of the audit firm itself? <i>(SOX, Section 203)</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Does the audit committee obtain and review, at least annually, a report by the external auditor describing / attesting: (i) the auditors' internal quality control procedures; (ii) any material issues raised by the most recent internal, peer or outside quality control review of the audit firm, in respect of one or more independent audits carried out by the firm, and any steps taken to deal with such issues; and (iii) all relationships between the auditors and the company, including each non-audit service provided to the company?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



E) Financial Reporting & Internal Control (continued)

	Yes	No	Not Applicable
12. Does the audit committee review the report by the external auditor concerning: (i) all critical accounting policies and procedures to be used; (ii) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, the ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the external auditors; and (iii) other material written communications between the external auditors and management? (SOX, Section 204)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Does the audit committee review analyses prepared by management or the external auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. Does the audit committee discuss with management and the external auditor prior to public release: (i) the annual audited financial statements, (ii) quarterly financial statements, (iii) earnings and press releases, (iv) company disclosures under "Management's Discussion and Analysis," as well as (v) financial information and earnings guidance provided to analysts and rating agencies? (OSC Audit Committee 52-110)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. Does the audit committee review with the external auditor and management the impact on the financial statements of the company of significant events, transactions or changes in accounting principles or estimates that potentially affect the quality of financial reporting, prior to filing of periodic reports with the applicable regulatory bodies, or as soon as practicable if the communications cannot be made prior to filing?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. Following each audit, does the audit committee evaluate the external auditor's qualifications, performance and independence? (OSC Audit Committee 52-110, SOX, Section 301)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. Does the audit committee review regularly with the external auditor any difficulties the auditor has encountered in the course of the audit work, including any restrictions on the scope of the external auditor's activities or on access to restricted information, and any significant disagreements with management? (OSC Audit Committee 52-110, SOX, Section 301)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18. Does the audit committee review the external auditors' attestation to and report on the assessment made by management of the effectiveness of the internal control structure and procedures of the company for financial reporting as of the end of each fiscal year? (SOX, Section 404)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19. Do both the CEO and CFO (or persons performing similar functions) certify annual and interim disclosure of the public company filings? (OSC Certification of Disclosure in Issuers' Annual & Interim Filings 52-109, SOX, Section 302)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
20. Does the audit committee discuss generally with management and the external auditors policies with respect to risk assessment and risk management, including discussing the guidelines and policies to govern the process by which management assesses and manages the company's exposure to risk and discuss the company's major financial risk exposures and the steps that management has taken to monitor and control such exposures?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
21. Does the audit committee review the company's internal audit controls, policies and procedures annually, oversee the compensation of the internal audit function, and have the internal audit function report directly to the audit committee? (OSC Certification of Disclosure in Issuer's Annual & Interim Filings 52-109)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



E) Financial Reporting & Internal Control (continued)

	Yes	No	Not Applicable
22. Has the audit committee established procedures for the receipt, retention, and treatment of complaints received by the company regarding accounting, internal accounting controls, or auditing matters? <i>(OSC 52-110, SOX, Section 301)</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
23. Has the audit committee established procedures for the confidential, anonymous submission by employees of the company of concerns regarding questionable accounting or auditing matters? <i>(OSC Audit Committees 52-110, SOX, Section 301)</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
24. Does the audit committee review with the board any issues that arise with respect to the quality or integrity of the company's financial statements, the company's compliance with legal or regulatory requirements, the performance and independence of the company's external auditors, or the performance of the internal audit function?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
25. Does any member of management or the board have any financial or non-financial agreements with the organisation for the provision of professional services, leasing of real property or equipment, and if so, are these agreements disclosed to the audit committee .?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
26. Does the organisation have written guidelines regarding conflicts of interest?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
27. Does the audit committee meet in executive session with internal audit, or its equivalent, without other members of management present, e.g., CEO, etc.?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
28. Has the audit committee ever retained independent, external advice, other than from the external auditor, e.g., risk management, regulatory, legal advisors, etc.? <i>(OSC Audit Committee 52-110, SOX, Section 301)</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
39. Does the audit committee meet in executive session with such an advisor, e.g., without management present?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
30. Does the audit committee meet individually with chief officers, e.g., CFO, general counsel, corporate secretary, chief risk officer, etc., without other members of management present e.g., without the CEO?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Comments:

F) Orientation Program & Continuing Education



	Yes	No	Not Applicable
1. Do all new directors receive comprehensive and formal training, e.g., written materials, in-person sessions, adequate time, etc. and orientation to the company, its business and its strategic environment? <i>(OSC Corporate Governance Guidelines 58-201)</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Are orientation and/or education materials assembled in a board "binder" or "directors information manual" for new and current directors, in print or electronic format?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Does the orientation include meetings with the chair of the board, committee chairs, other directors, senior management and outside advisors?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Does the board have a comprehensive and formal continuing education program, e.g., dedicated meeting time, external training, visits to facilities, presentations to the board, etc. for all directors, directed at increasing their knowledge of the company, the industry and enhancing their competencies? <i>(OSC Corporate Governance Guidelines 58-201)</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Do the board, committees of the board and individual directors have the authority to retain external advisors to provide continuing education to them, with costs covered by the company?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Have directors, in the last year, participated in annual visits to company facilities, plant tours, etc.?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Do directors meet informally and regularly with members of management and outside advisors, e.g., board dinners, retreats, etc.?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Comments:



G) Code of Business Conduct & Ethics

	Yes	No	Not Applicable
1. Is there a published Code of Business Conduct and Ethics for the company that is publicly disclosed? <i>(OSC Corporate Governance Guidelines 58-201, SOX, Section 406 (Senior Financial Officers))</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Are directors and employees responsible for knowing its content and complying with its provisions at all times? <i>(OSC Corporate Governance Guidelines 58-201)</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Does the board monitor company compliance with the Code and ensure that management has a comprehensive and formal monitoring, reporting and enforcement system? <i>(OSC Corporate Governance Guidelines 58-201)</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Are compliance certificates completed annually by the appropriate employees, as determined by the CEO and the general counsel?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Is any waiver (including an implicit waiver) from a provision of the Code for executive officers or directors made only by the board, upon the recommendation of the audit committee, or its equivalent, and is such a waiver promptly disclosed to shareholders via the Internet or otherwise? <i>(OSC Corporate Governance Guidelines 58-201)</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Does the company's Code of Business Conduct and Ethics address issues such as : (a) conflicts of interest, including transactions and agreements in respect of which a director or executive officer has a material interest; (b) protection and proper use of corporate assets and opportunities; (c) confidentiality of corporate information; (d) fair dealing with the company's security holders, customers, suppliers, competitors and employees; (e) compliance with laws, rules and regulations; and, (f) reporting of any illegal or unethical behaviour? <i>(OSC Corporate Governance Guidelines 58-201)</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Comments:



H) Director Compensation

	Yes	No	Not Applicable
1. Does the board review and set the level and form of director compensation based on the responsibilities and risk in being an effective director and based on companies of a similar size and complexity?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Do shareholders approve the maximum aggregate remuneration to be paid to all directors, and any increases in that amount?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Are differentials in director compensation (e.g., annual retainers, chair retainers, meeting fees, <i>etc.</i>) made to reflect different responsibilities, e.g., chair of the board, lead director, chair of the audit committee, committee membership?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Does the board have a minimum shareholding requirement for directors, e.g., a multiple of annual compensation, and are these minimum shareholding requirements disclosed?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Are directors compensated with a share component, e.g., deferred share units?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Directors are not compensated with long term incentives e.g. stock options?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Does the company disclose to shareholders the actual aggregate compensation paid to each director, individually, including cash, shares, deferred share units, stock options and any other benefits?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Are share-related transactions for directors fully disclosed on a timely basis, e.g., in accordance with SEDI, on the company's web site in real time or in advance of the share-related transaction?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Comments:



I) Evaluating Performance of Boards & Committees

	Yes	No	Not Applicable
1. Is the effectiveness and performance of the board and committees of the board assessed annually, in an explicit format, e.g., in writing, and benchmarked against best practices? <i>(OSC Corporate Governance Guidelines 58-201)</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Is the manner in which the board of directors regularly assesses its own effectiveness and performance and the effectiveness and performance of each committee of the board disclosed publicly? <i>(OSC Corporate Governance Guidelines 58-201)</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Do the criteria for such assessments include performance against written mandates, alignment with leading practice and other evaluation criteria such as board and committee roles and responsibilities, structure, composition, leadership, process dynamics and culture? <i>(OSC Corporate Governance Guidelines 58-201)</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Are a variety of assessment tools used, e.g., self-assessment, peer-assessment, written questionnaires, face-to-face interviews, other tools?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Is written feedback reported back to the board and committees of the board, in an explicit format, based on the data obtained?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Based on the data obtained, have meaningful changes been made to the board structure, membership and processes?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Based on the data obtained, have improvements been made to director orientation and continuing education program, including retaining of outside experts to make presentations to the board?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Is third party expertise used to assist with or advise on the performance assessments of the board and committees of the board, including benchmarking against leading practices?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Comments:



J) Evaluating Performance of Individual Directors

	Yes	No	Not Applicable
1. Does the board have a clear, written position description for the chair of the board that is disclosed publicly? <i>(OSC Corporate Governance Guidelines 58-201)</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Do all directors assess the chair of the board against such a position description in an explicit fashion, e.g., in writing?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Does the board have clear, written position descriptions for chairs of each of the principal committees of the board, e.g., audit, compensation, nominating/governance that are disclosed publicly? <i>(OSC Corporate Governance Guidelines 58-201)</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Do all committee members of each of the principal committees of the board assess the chair of the respective committee against such a position description in an explicit fashion, e.g., in writing?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Does the board have a clear, written position description for individual directors that is disclosed publicly?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Is the performance of individual directors assessed regularly against their applicable position description(s), the contributions each individual director is expected to bring to the board, and the explicit and specific competencies and skills deemed necessary or important in the judgment of the board or the nominating and corporate governance committee? <i>(OSC Corporate Governance Guidelines 58-201)</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Do the criteria for the assessment of the performance of individual directors include "softer" skills such as director behaviour?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Is the manner in which the board of directors regularly assesses the effectiveness and performance of each board member disclosed publicly? <i>(OSC Corporate Governance Guidelines 58-201)</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. For the assessment of the performance of individual directors, are a variety of assessment tools used, e.g., self-assessment, peer-assessment, written questionnaires, face-to-face interviews and other tools?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Is explicit (e.g., in writing) and appropriate feedback provided to individual directors based on the results of the individual's performance assessment e.g., through the chair of the board or chair of the nominating and corporate governance committee?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



J) Evaluating Performance of Individual Directors (continued)

	Yes	No	Not Applicable
11. Is the tenure of the chair of the board, chairs of committees and individual directors based on the results of their performance assessment?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Do individual director assessments lead to remediation and further training, opportunities for personal or professional development, etc.?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Have individual director assessments resulted in directors stepping down from the board?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Comments:



