

The background of the cover features a dense array of colorful thread spools in shades of blue, yellow, teal, and pink. From the top of each spool, a thin thread extends downwards. These threads converge towards a single point at the bottom center of the frame, where they form a thick, braided rope. The overall effect is one of many individual threads coming together to form a single, strong structure.

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# Canadian Spencer Stuart Board Index 2016

Board Trends and Practices of  
Leading Canadian Companies

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At Spencer Stuart, we know how much leadership matters. We are trusted by organizations around the world to help them make the senior-level leadership decisions that have a lasting impact on their enterprises. Through our executive search, board and leadership advisory services, we help build and enhance high-performing teams for select clients ranging from major multinationals to emerging companies to nonprofit institutions.

Privately held since 1956, we focus on delivering knowledge, insight and results through the collaborative efforts of a team of experts — now spanning 56 offices, 30 countries and more than 50 practice specialties. Boards and leaders consistently turn to Spencer Stuart to help address their evolving leadership needs in areas such as senior-level executive search, board recruitment, board effectiveness, succession planning, in-depth senior management assessment and many other facets of organizational effectiveness. Spencer Stuart was the first global executive search firm to enter Canada in 1978, helping clients across the country achieve outstanding leadership solutions for their organizations from our offices in Toronto, Montréal, and Calgary.

For more than 30 years, our Board Practice has helped boards around the world identify and recruit independent directors and provided advice to chairs, CEOs and nominating committees on important governance issues. In the past year alone, we have conducted more than 600 director searches. We are the firm of choice for both leading multinationals and smaller organizations, conducting one-third of our assignments in North America for companies with revenues under \$1 billion.

Our global team of board experts works together to ensure that our clients have unrivaled access to the best existing and potential director talent, and regularly assists boards in increasing the diversity of their composition. We have helped place women in more than 1,600 board director roles and recruited roughly 600 minority directors around the world. In Canada, close to 50% of our board placements, in the past three years, have been women.

In addition to our work with clients, Spencer Stuart has long played an active role in corporate governance by exploring — both on our own and with other prestigious institutions — key concerns of boards and innovative solutions to the challenges facing them. Publishing the Canadian Spencer Stuart Board Index (now in its 21st edition), is just one of our many ongoing efforts:

- » Participation in the Federal Government of Canada’s 25 member Advisory Panel to promote the appointment of women on public and private corporate boards.
- » Spencer Stuart co-founded the National Awards in Governance with the Conference Board of Canada, celebrating innovations and best practices in governance in the private, public and nonprofit sectors.
- » We are gold sponsors of the Institute of Corporate Directors (ICD), and our consultants are frequent speakers at their events and seminars throughout the year across Canada.
- » In partnership with the ICD, we prepare *Directors on the Move*,™ a regular feature of the ICD’s newsletter, *Director*, providing a sampling of new board director appointments across Canada.

Each year, we sponsor and participate in several acclaimed director education programs including:

- » The New York Stock Exchange (NYSE) Annual Boardroom Summit & Peer Exchange hosted by NYSE Governance Services.
- » The Global Board Leaders’ Summit hosted by the National Association of Corporate Directors.
- » The Global Institutes sponsored by the Women Corporate Directors (WCD) Foundation.
- » The Corporate Governance Conference at Northwestern University’s Kellogg School of Management.
- » The New Directors Program, a unique two-year development program designed to provide first-time, non-executive directors with an exclusive forum for peer dialogue on key issues and “unwritten rules” of corporate boards, produced in partnership with the Boston Consulting Group, Frederick W. Cook & Co., Gibson Dunn, Lazard and PricewaterhouseCoopers.



*The Canadian Spencer Stuart Board Index (“CSSBI”)*, now in its 21st year, provides insights into the governance trends and practices of 100 publicly traded Canadian companies, with annual revenues exceeding \$1 billion (hereafter referred to as the *CSSBI 100*).

## Methodological Notes

### THE *CSSBI 100* INDEX OF COMPANIES

The *FP 500: Canada’s Largest Corporations by Revenue, June 2016*, was used to create the *CSSBI 100* index of companies. One hundred TSX listed companies were selected; as of June 2016, each had revenue of at least \$1 billion and Canadian residents comprised a minimum of 25% of each of their boards.

### PRIMARY DATA SOURCES

- » Management Information Circulars (“Information Circulars”), Annual Information Forms and Annual Financial Statements of *CSSBI 100* companies, filed with SEDAR ([www.sedar.com](http://www.sedar.com)) between December 2015 and September 2016;
- » Spencer Stuart’s proprietary U.S. board database for our comparison of *CSSBI 100* and U.S. S&P 500 companies.

### COMPARISONS BETWEEN LARGER AND SMALLER *CSSBI 100* COMPANIES

To make appropriate comparisons, we grouped the companies into two categories based on revenue: the 54 companies with more than \$5 billion in revenue (referred to as the “larger *CSSBI 100*”) and the 46 companies with revenues between \$1 billion and \$5 billion (referred to as the “smaller *CSSBI 100*”).

### BOARD COMPENSATION

Our analyses of board compensation included the value of equity (e.g., common shares, deferred and restricted stock units — DSUs and RSUs, respectively — and stock options). Where the equivalent values of equity were not disclosed by the companies, we valued the equity using the appropriate market prices for the dates on which the shares were granted. The breakdown of cash and equity, as presented in our various compensation analyses, were estimated based on the proportion of each type that were used by the *CSSBI 100* companies to remunerate their non-executive directors.

Board compensation disclosed and paid to directors in U.S. currency, which applied to 17 *CSSBI 100* companies in 2016, was converted to Canadian dollars at a rate of 1.30, Bank of Canada's average monthly closing rate from January 2015 to June 2016. All figures appear in Canadian dollars, except where noted.

#### **NORTH AMERICAN COMPARISONS**

The 2016 *CSSBI* also includes selected board comparisons with comparably sized U.S. S&P 500 listed companies. To make “apples to apples” comparisons, all of the comparable *CSSBI 100* and U.S. companies were within the same revenue range: \$1 billion to \$46.9 billion (in nominal amounts). We also grouped the *CSSBI 100* and the comparable U.S. companies into two revenue categories: the boards of companies with revenues between \$1 billion and \$5 billion (referred to as the “smaller” companies) and the group with revenues between \$5 billion and \$46.9 billion (referred to as the “larger” companies). All values in the comparison appear in local currency.

#### **EDITOR'S NOTE**

Care was taken to ensure that reported trends were statistically valid by accounting for year-over-year changes in the composition of the boards of *CSSBI 100* companies and those of the U.S. comparables.

While Spencer Stuart makes all reasonable and good faith efforts to verify and reference the sources of the information contained in the *CSSBI*, we do not and cannot guarantee, represent, or warrant that the information provided is complete, accurate, or error free.

The information and opinions contained in the *CSSBI* have been compiled or arrived at from third-party sources we believe to be reliable, but are made available without warranty, whether expressed or implied, of any kind. Spencer Stuart shall have no liability of any type whatsoever to any individual or entity on account of any incompleteness or inaccuracies in the information used and incorporated into the *CSSBI*. As part of our verification process, we contact the corporate secretary of each *CSSBI 100* company and request confirmation and updates of their company's board information. The analyses reported in the *CSSBI* are, as a result, more current than those based only on publicly available disclosures.

# Continuing the Pursuit of Excellence in the Boardroom

For the 21st edition of the *CSSBI*, we shift our focus to the pursuit of board excellence and performance in a continually changing environment. Before providing our annual review of the governance trends and practices at the *CSSBI 100* (100 of Canada's largest publicly traded companies with revenues exceeding \$1billion), we explore several priorities that will continue to top the agenda of boards of these companies now and into the future.

## **BOARD CHAIR SUCCESSION: IT'S MUCH LIKE CEO SUCCESSION BUT WITH DIFFERENT SENSITIVITIES**

Board chair succession rarely gets the same attention as CEO succession. Yet, given the importance of the board chair role, there is good reason for putting as much effort into planning for the chair's succession as the CEO's. If a board fails to select the right board chair, it can put at risk the performance of the board and ultimately the company. The role calls for a combination of CEO/C-level and board level experience - plus the essential "soft" skills that separate great board chairs from the typical board member.

For most boards of *CSSBI 100* companies, the general practice has been to select a board chair successor from within the board. Our research (see page 27) shows that 80% of the board chairs appointed to these companies in the past six years were already serving on the board for an average of five years before being selected. It was also typical for the successors to have previously held committee chair roles, further emphasizing the priority *CSSBI 100* boards place on company knowledge, continuity and board leadership credentials.

## **DEFINING THE BOARD CHAIR ROLE AND SELECTION CRITERIA**

In Spencer Stuart's work with boards, we are seeing an increasing tendency to identify the board chair competency as part of board succession planning and ongoing renewal activities. While the external recruitment of a board chair may be required in some situations (e.g., a company that is restructuring), in the normal course, not having at least one viable internal board chair successor, could be viewed as a shortcoming in planning, arguably similar to a board not having developed an internal CEO successor.

The board chair competency is being added increasingly to board skills matrices, and to on-going director recruitment specifications, in both cases an attempt by many boards to build their leadership bench. These efforts do, however, bring a higher level of specificity to the process, requiring a clear definition of the relevant board chair attributes and key experiences, against which a candidate can be assessed for their potential.



The chart below provides a baseline of the attributes, capabilities and experiences Spencer Stuart uses when discussing board chair succession with our clients:

Key Attributes and Capabilities	Key Experiences
<p><b>High integrity:</b> Serves as role model for directors and management.</p> <p><b>Vision and perspective:</b> Keeps a big picture orientation while giving appropriate attention to the details.</p> <p><b>Consensus building:</b> Influences and shapes discussions; decisive when necessary.</p> <p><b>Strategic orientation:</b> Understands the role the board and management play in business performance.</p> <p><b>Relationship building:</b> Open and supportive in dealings with the board and CEO with the stature and sensitivity to mentor effectively.</p> <p><b>Motivational:</b> Maximizes contributions from all directors, while deploying appropriate candour and sensitivity.</p> <p><b>Effective communicator:</b> Clear and well-considered communication, tailored to the situation; listens well, while able to probe appropriately.</p> <p><b>Judgment:</b> Able to integrate various positions, arriving at well-considered, common sense outcomes.</p> <p><b>Commitment:</b> Goes beyond the strict call of duty.</p>	<p><b>Significant publicly traded company board experience:</b> Perspective from varied environments and board and company cultures.</p> <p><b>Chair/committee chair experience:</b> Solid appreciation of best practices, board procedures and conduct, so as to ensure the effective functioning of the board, its committees, and meetings; ensures high corporate governance standards.</p> <p><b>CEO/large enterprise leadership credentials:</b> Experience with large, reasonably complex organizations.</p> <p><b>International:</b> Knows Canada and beyond.</p> <p><b>Has seen both growth and challenging situations:</b> Has experienced the good and bad.</p> <p><b>Financial/risk savvy:</b> Understand financials and related risks, even without being a financial expert.</p> <p><b>External profile:</b> Credible to regulators, stakeholders, community, analysts and media.</p>

## THE UNWRITTEN RULES OF BOARD CHAIR SUCCESSION

For such a critical appointment, it is surprising how little has been written and how seldom board chair succession is openly discussed. Each board rightly has its own approach and circumstances, and one size never fits all.

Recruiting a board chair from the outside to step into the board of a large, billion-dollar plus company presents unique challenges. The boards of *CSSBI 100* companies recognize that the pool of first-class and available board chair candidates in Canada is small. They also recognize that non-Canadian residents might not be as desirable, given the extra time commitment and Canadian market knowledge that are both often necessary in the role. These factors make succession planning for the position a top, ongoing priority for boards.

In our experience, there are some best practices that can enhance the transparency and effectiveness of the process to yield a truly first-class board chair. Models used in CEO and top management succession planning, and in selecting new board members, can be deployed to select a board chair. We believe board chair succession planning should be:

- » Made an explicit and core aspect of board succession planning within the overall governance practices of the company;

- » Initiated well in advance by the incumbent board chair;
- » Led by a committee/sub-committee (a select number of longer tenured directors who are not in the running) on a continuous and confidential basis;
- » Framed against a role definition and consistent set of criteria for selection;
- » Centered ideally around a small number of prospects already serving on the board; and,
- » Synchronized with CEO succession such that both processes are sufficiently far apart.

## **BOARD BUILDING: THE PURSUIT OF PERFORMANCE AND FIT**

While the boards of *CSSBI 100* companies continue to be selective when it comes to director succession and recruitment, they have also been increasingly reaching beyond the usual networks and candidate pools. The challenge today, however, is balancing the requirements and preferences with the realities of the director prospect pools (e.g., the availability and conflicts of targeted directors or the scarcity of talent in several industries and functional areas).

We have always encouraged boards to take a big-picture approach to board succession planning and recruiting. This enables boards to think more expansively about what makes for a good board member and what qualities are required for a robust and engaged board. Similarly, the most diligent and forward-looking boards are identifying their medium and longer-term retirements well in advance, through director skills matrices, and gap analyses, and by “putting in markers” with targeted individuals well before they become available.

This long-view approach affords boards the chance to be more thoughtful and opportunistic in board succession planning. Boards may also need to weigh whether it is necessary to have a new director with specific domain expertise (e.g., cybersecurity) or whether it is more advantageous to recruit a director who brings a broader base of experience and can contribute on other levels.

Candidates with CEO and prior board experience continue to be highly valued, but boards are increasingly not as insistent that new directors have these credentials. Boards of *CSSBI 100* companies continue to show greater openness to candidates without prior public company board experience, assuming they have the desired industry and functional experience. Directors meeting the criteria include C-level executives who have had varying degrees of prior exposure or dealings with boards. We are also seeing a greater willingness to mentor and groom directors with non-traditional corporate backgrounds and younger executives and entrepreneurs (e.g., those who bring digital, social media and e-commerce experience to the table).

When recruiting untested prospective directors, more boards are turning to assessment tools (e.g., Spencer Stuart’s, *Board Intrinsic*<sup>™</sup>) to help determine whether a candidate without board experience has the attributes and potential to be a high-performing director. Such tools measure a prospect’s intangible attributes (intellect, integrity and inclination to engage and motivate) that have proven to be predictors of high performance on boards. When directors with less governance experience are selected, thoughtful onboarding and mentorship by more senior directors and the board chair become more critical.

Cultural fit is growing in importance as a screening criterion for prospective board members. Selecting an executive who fits the board’s culture does not mean choosing like for like, nor does choosing a director for cultural fit mean the integration will go smoothly. Often those with a different orientation or personality can help a board’s culture evolve, if that is what is intended and will be supported. Complicating matters is the inherently nebulous nature of culture – it can be hard to describe and, as a result, it is rarely discussed even though culture fit is acknowledged as important. Culture should also be front and centre for boards as they execute their board succession plans. By utilizing a rigorous approach for diagnosing the unique cultural

dynamics of the board and individual director styles (e.g., Spencer Stuart's *Culture Alignment Framework* assessment), boards can assess the potential fit and impact of new directors, as well as how the current board functions as a team.

## **CROSS BORDER RECRUITMENT: HOW CANADIAN BOARDS ARE COMPETING SUCCESSFULLY FOR BOARD MEMBERS**

Going outside Canada for director talent has played a significant part in the renewal and succession strategies of the boards of many *CSSBI 100* companies. As our research shows (see page 24), in the last six years, non-residents of Canada averaged just over one-third of all non-executive directors appointed to *CSSBI 100* boards. The vast majority of these board members came from the U.S., a reflection of the market's importance, proximity and depth of its prospect pool.

While many boards have become skilled "importers" of director talent, reaching beyond our border presents certain challenges. In particular, Canadian boards may be recruiting in a larger pool abroad, but they are competing for talent against better known, local companies. Indeed, the most qualified prospects are sometimes fielding multiple board opportunities, so even leading Canadian companies can be at a competitive disadvantage, and that is before the differences in director compensation become a factor (see page 66 for a comparison between Canada and the U.S.). Canadian boards should also recognize that these prospects may be more sensitive to risk and liability as defined by their environment and may require some educating to Canadian realities.

In our experience, cultivating a two-way attraction is even more critical when recruiting a potential board member from outside Canada. American and other foreign directors are often intrigued by the possibility of joining a Canadian board, and become more interested once they understand why they would be a close fit. In this sense, a successful "pitch" includes a thoughtful and detailed candidate specification to help clarify and differentiate the opportunity, as well as sufficient, in-person contact and meeting time (e.g., with the board chair, search committee members, the CEO) to build mutual rapport.

When evaluating prospects from other markets, assessing for cultural fit is all the more important, as is obtaining multiple, confidential views on possible candidates from trusted market sources "on the ground." Also important is the agility of the board's process, lest candidates lose interest or accept another offer.

## **BOARD GENDER DIVERSITY: THE PRIORITY AND THE OPPORTUNITY**

Board gender diversity has become a key governance issue in Canada and an opportunity for boards. In Canada (and elsewhere), boards have been under pressure by advocacy groups, regulators and governments at various levels to build the ranks of women directors. While initiatives like the Catalyst Accord and the 30% Club, initiated voluntarily by several companies to increase the representation of women on boards are positive developments, they might not be enough to stem the calls for more stringent rules and requirements (e.g., quotas).

Presently, there is talk of two worlds for the status of women on Canadian boards. Canada's largest publicly traded companies (e.g., those that comprise the *CSSBI 100*) continue to make measurable progress, while small to medium sized enterprises continue to lag, with little progress to show, based on recent studies.

Our research for *CSSBI 100* companies, for example, shows that appointments of women board members were close to par with men in the last three years. There has also been a continual increase in the number of boards with three to five women directors (53% in 2016 compared to 40% in 2011) and almost a double the number of women serving in board leadership roles when 2016 and 2011 were compared. Overall, women

held 25% of all board seats in the *CSSBI 100* in 2016, (10 percentage points higher than six years ago), and many of these boards exceeded the targets (typically 30%) they set for women representation (see pages 17-20 for the analysis of women director appointments and representation in the *CSSBI 100*).

There is the perception that the present environment for aspiring women directors residing in Canada remains challenging. In 2016, almost one-third of the women appointed to *CSSBI 100* boards were non-residents of Canada, and that number has been fairly consistent in recent years (see page 18). This is likely to continue until Canadian companies develop more women in CEO and C-level roles. However, whether under a “comply or explain” regime, or a belief in the business case for gender diversity, increasing the representation of women does require flexibility and often determination on the part of boards. Whether a board is recruiting independently or with the support of a search firm, committing to gender diversity means being open to prospective candidates from professional networks and organizations with which a board may be less familiar.

## **PERFORMANCE EVALUATION: A DRIVER FOR BOARD EFFECTIVENESS AND RENEWAL**

Should non-executive director tenures be limited, either by a mandatory retirement age or through term limits similar to the nine-year maximum commonly practiced in the U.K.? The question is a difficult one for many boards as they address the need to refresh their ranks and stay current, while not losing experienced and highly effective board members prematurely. The answer for many boards has been to favour longer tenures for non-executive directors. In 2016, 62% of *CSSBI 100* boards had either a mandatory retirement age (on average 72) or a term limit (12 to 15 years) in effect for non-executive directors, while the other 38% of the boards did not prescribe a mandatory service limit for their board members.

Within the debate there is an opportunity to shift the conversation from term limits and mandatory retirement ages to individual director performance as a fundamental driver in board member succession. Every *CSSBI 100* company (based on 2016 disclosures) conducted board and individual director assessments. However, it is difficult to measure their rigor and effectiveness, let alone the outcomes of these exercises. Interestingly, our experience and research shows that boards are starting to retain third parties to assist in these assessments, an indication of both the challenges associated with undertaking meaningful and objective assessments of peers and the elevated priority many boards are attaching to them. In an atmosphere of heightened shareholder expectations and scrutiny, assessment should highlight good performance and underperformance. When necessary, the assessments can serve as a catalyst for one-to-one dialogue, mentoring, and possibly changes around the table – with the board chair playing a focal role in advancing a high performance culture of the board.

Successful, high performance boards share some common attributes - strong leadership from the chair being an important one. Achieving “next level” performance also rests on a board’s ability to gain a solid understanding of its cultural workings (and dysfunctions) and being prepared to have candid discussions about collective performance and individual contributions. These endeavors, along with forward-looking board succession planning, will help deliver an effectively woven mix of experience and personalities to the table.

# Board Composition, *CSSBI 100*

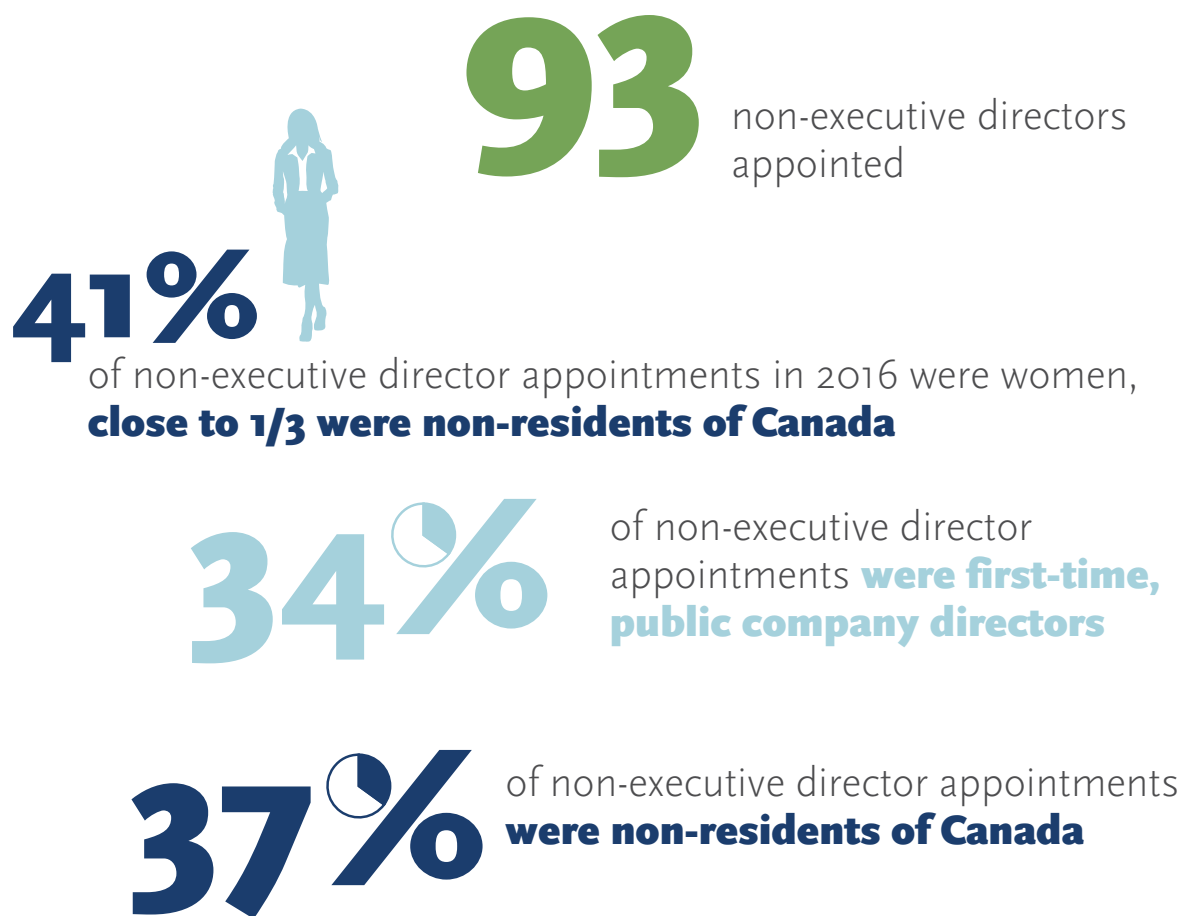
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# Board Composition

## NON-EXECUTIVE DIRECTOR APPOINTMENTS IN FOCUS

Spencer Stuart presents an annual review of the backgrounds of non-executive directors appointed to the boards of *CSSBI 100* companies. This review highlights changes and key trends for seven categories of non-executive directors.

### 2016 SNAPSHOT



Board chair transitions (4 in 2016) were at

**a six-year low**

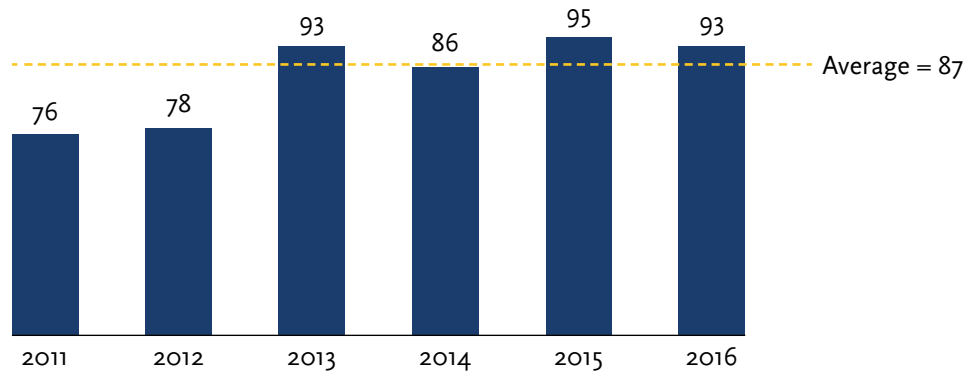


## Non-executive Director Appointments and Trends

### Turnover of non-executive directors remained relatively high in 2016

- >> The boards of *CSSBI 100* companies appointed 93 new non-executive directors in 2016 (from September 1, 2015 to August 31, 2016). The total was almost the same as 2015 and remained much higher than the turnover recorded six years ago.
- >> In 2016, there was a relatively high number of boards that appointed multiple directors; the appointments of directors with CEO backgrounds were down over 2015; and the recruitment of women directors remained at historically high levels.

Total Annual Appointments of Non-executive Directors to the Boards of *CSSBI 100* Companies (2011–2016)



Backgrounds of Non-executive Directors Appointed Annually to the Boards of *CSSBI 100* Companies (2011–2016)\*

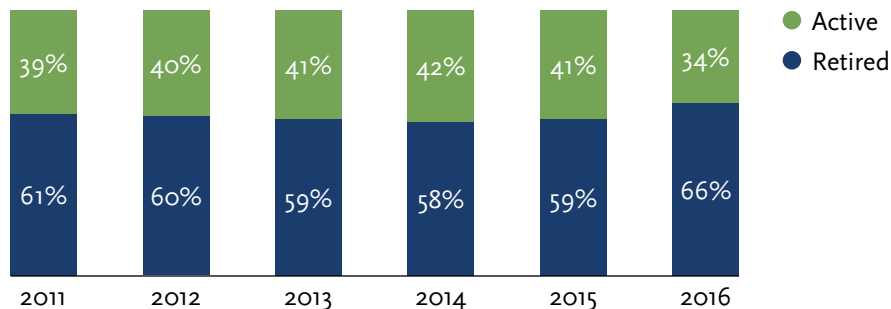
	2011	2012	2013	2014	2015	2016	2016 by gender	
							Men	Women
Same or Allied Industry Experience	43%	45%	66%	44%	41%	49%	65%	35%
CEO Experience	42%	44%	49%	35%	55%	44%	61%	39%
Women	29%	33%	28%	43%	45%	41%		
Financial Backgrounds	58%	40%	40%	40%	36%	40%	57%	43%
International (not resident in Canada)	33%	24%	34%	42%	31%	37%	65%	35%
First-time Directors of a Publicly Traded Company	31%	31%	27%	36%	39%	34%	47%	53%
Active C-level Executives (excluding CEOs)	21%	13%	27%	30%	23%	23%	43%	57%

\* Percentages do not total 100; several directors qualified in more than one category.

### Appointments of retired executives increased in 2016

- >> The proportion of retired executives appointed by the boards of *CSSBI 100* companies increased in 2016, totaling 66% of non-executive director appointments. This marked the first noticeable change in the proportion of active compared to retired executives that were appointed in the last six years.

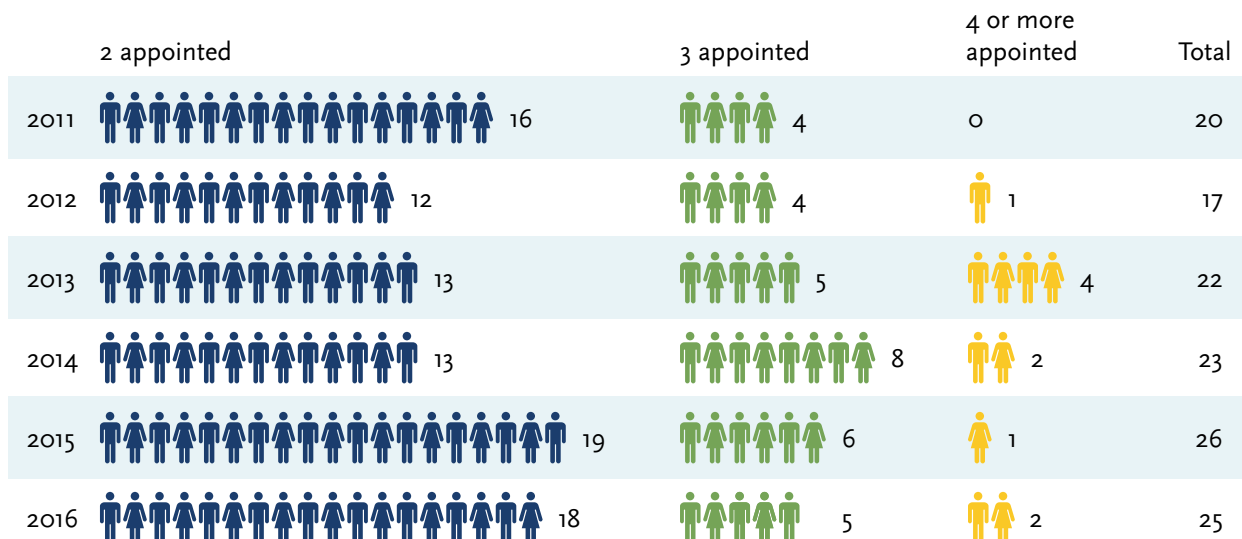
Appointments of Non-executive Directors to the Boards of *CSSBI 100* Companies  
(active compared to retired executives, as a % of all non-executive directors appointed annually, 2011-2016)



### The number of boards that appointed multiple directors in 2016 remained relatively high

- >> One-quarter of the boards of *CSSBI 100* companies appointed two or more non-executive directors in 2016, almost matching 2015 as the highest number in the past six years.
- >> For the most part, the multiple appointments in 2016 were made as part of planned board succession and renewal activities, rather than through extensive board overhauls.

Number of Boards of *CSSBI 100* Companies that Appointed Multiple Non-executive Directors  
(2011-2016)

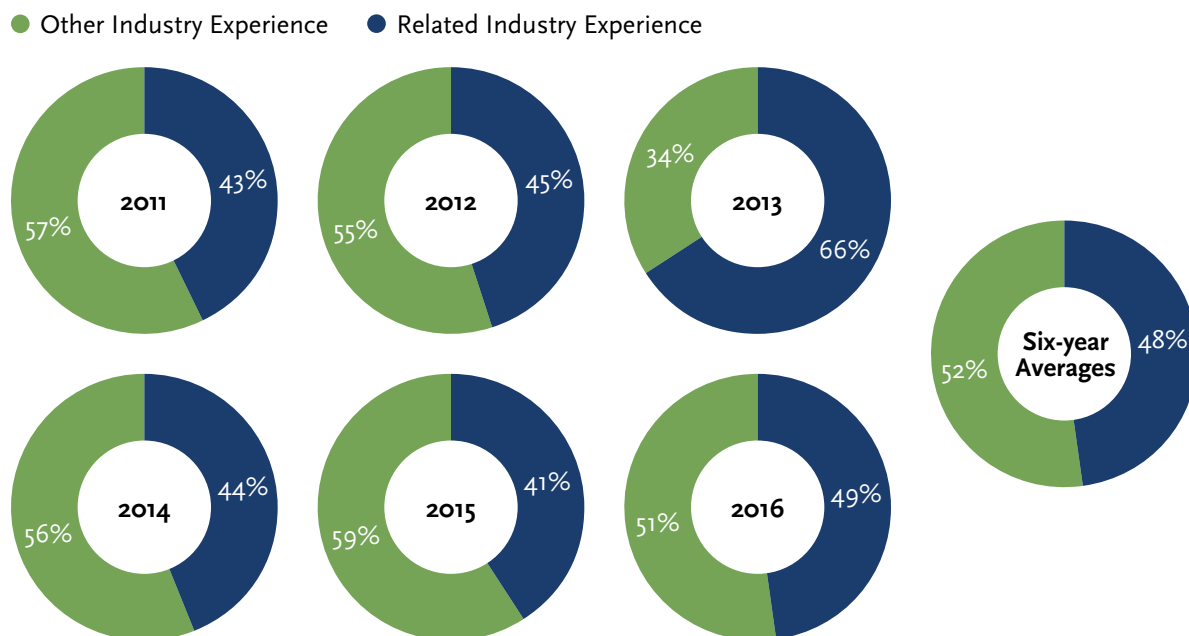


## Appointments of Non-executive Directors with Related Industry Experience

### Boards have been seeking a balance between related industry experience and other perspectives

- » Adding related industry strength has been a priority in board succession and renewal activities across the *CSSBI 100*. These efforts, in recent years, have been balanced with the need for having a diversity of perspectives around the board table.
- » In the last six years, non-executive director appointments have been almost equally divided between executives with related industry experience (i.e., experience in the same industry or allied sector) and those from different industries.

### Appointments of Non-executive Directors with Related Industry Experience to the Boards of *CSSBI 100* Companies (as a % of all non-executive directors appointed annually, 2011-2016)

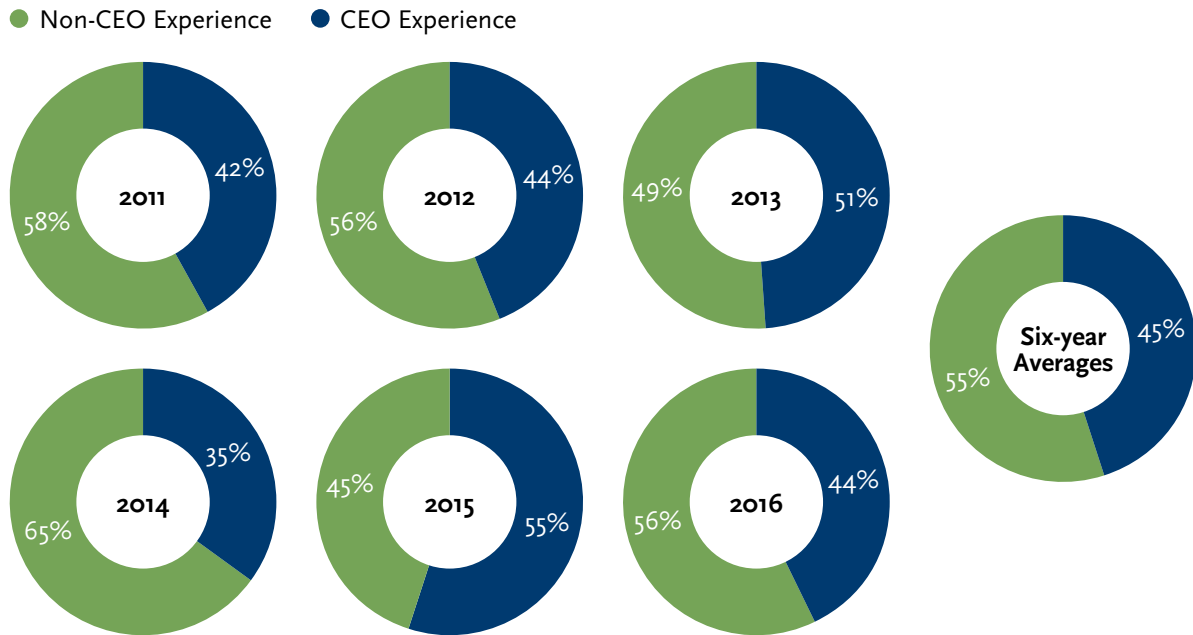


## Appointments of Non-executive Directors with CEO Experience

### Demand is high for directors with CEO experience; *CSSBI 100* boards appointed fewer in 2016

- » In 2016, 44% of all non-executive directors appointed to the boards of *CSSBI 100* companies had CEO experience (either with a publicly-traded company or with a large private and/or public sector organization).
- » This total was less than 2015, when more than half (55%) of all new non-executive directors had CEO experience. Less supply is a likely explanation for the year-to-year decrease.

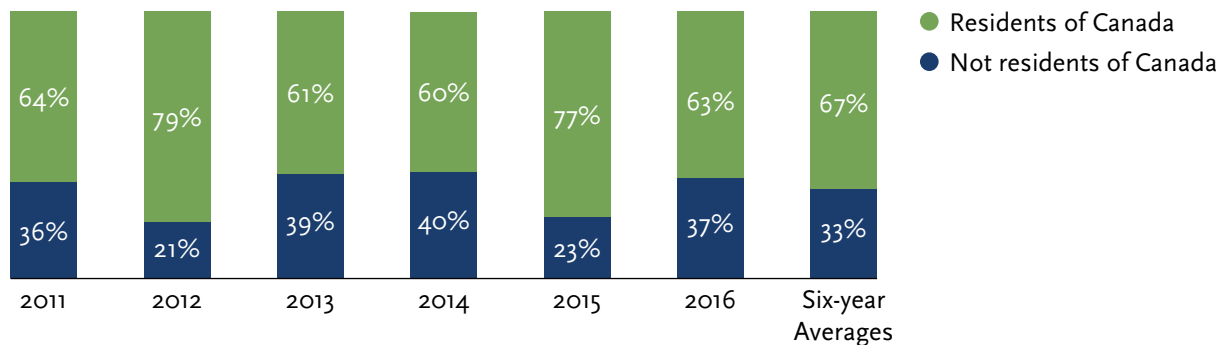
Appointments of Non-executive Directors with CEO Experience to the Boards of *CSSBI 100* Companies (as a % of all non-executive directors appointed annually, 2011-2016)



**Sizable portion of non-executive directors with CEO experience were recruited from abroad**

- » Many boards of *CSSBI 100* companies have turned to other markets (mainly the U.S.) to find the desired CEO-level experience.
- » Over the last six years, on average, one-third of non-executive directors appointed with CEO experience came from outside Canada; the proportion in 2016 (37%) rebounded after dipping in 2015.

Appointments of Non-executive Directors with CEO Experience to the Boards of *CSSBI 100* companies (residents of Canada compared to non-residents, as a % of all non-executive directors with CEO backgrounds appointed annually, 2011-2016)

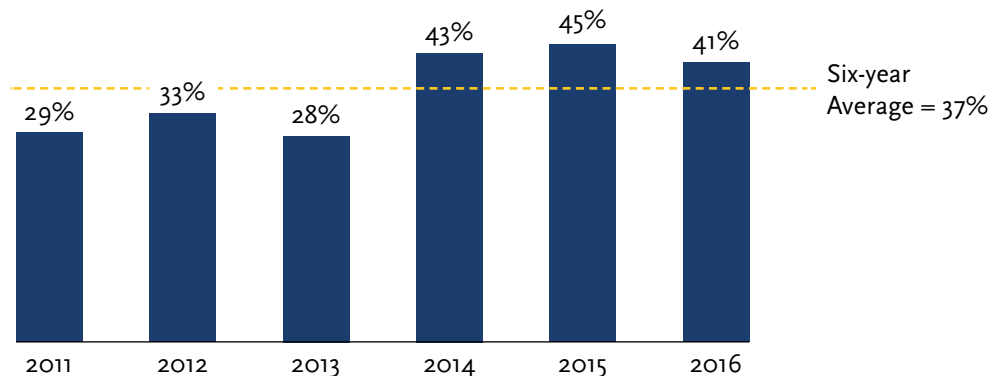


## Women Board Director Appointments and Representation

### Women appointments remained at historically high levels in 2016; many boards have set higher targets for women

- >> In 2016, 41% of all non-executive directors appointed to the boards of *CSSBI 100* companies were women. While the total for 2016 was slightly less than both 2015 and 2014, it was still much higher than the rate recorded five years ago.
- >> The recent appointment figures reflect the planned and sustained effort made by many boards of *CSSBI 100* companies to identify and recruit more women board members. Many *CSSBI 100* boards (33% in 2016) have established minimum targets for the number of women who should be serving on their boards. The targets, when disclosed, ranged from 25% to 40% of either the full board or all independent board members.

Appointments of Non-executive Women Directors to the Boards of *CSSBI 100* Companies  
(as a % of all non-executive directors appointed annually, 2011-2016)



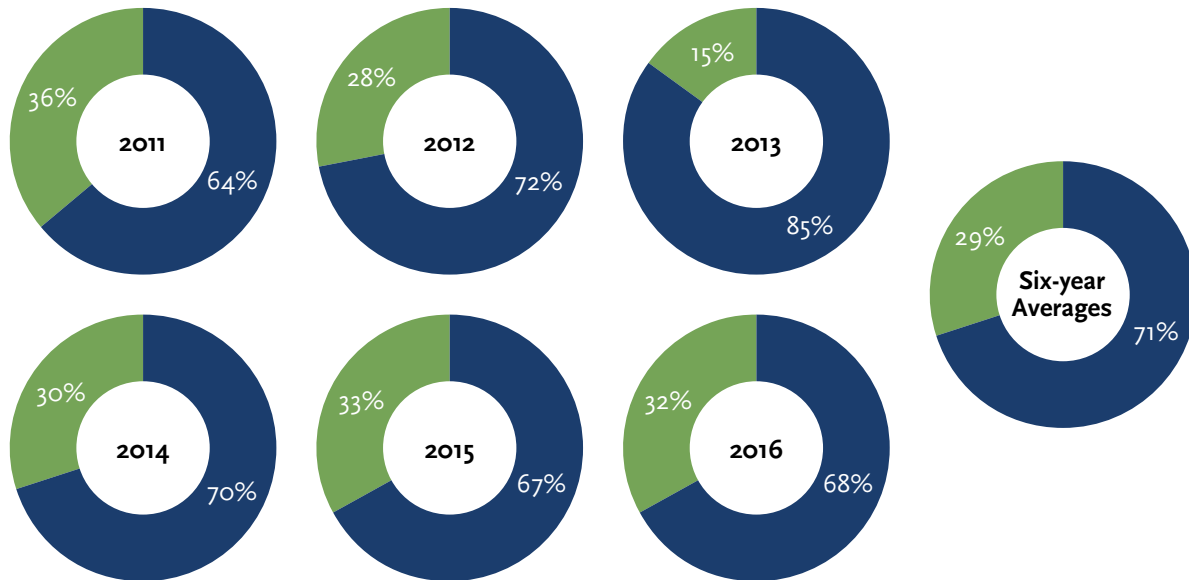
### Sizable portion of the new women directors were recruited from outside Canada

- >> In 2016, almost one-third (32%) of the women appointed to the boards of *CSSBI 100* companies were non-residents of Canada, which was fairly consistent with 2014 and 2015.
- >> The number of imports could reinforce the perception that the present environment for aspiring women directors residing in Canada remains challenging.

Women Recruited to the Boards of *CSSBI 100* Companies

(residents of Canada compared to non-residents appointed annually, 2011-2016)

● Not resident in Canada ● Residents of Canada



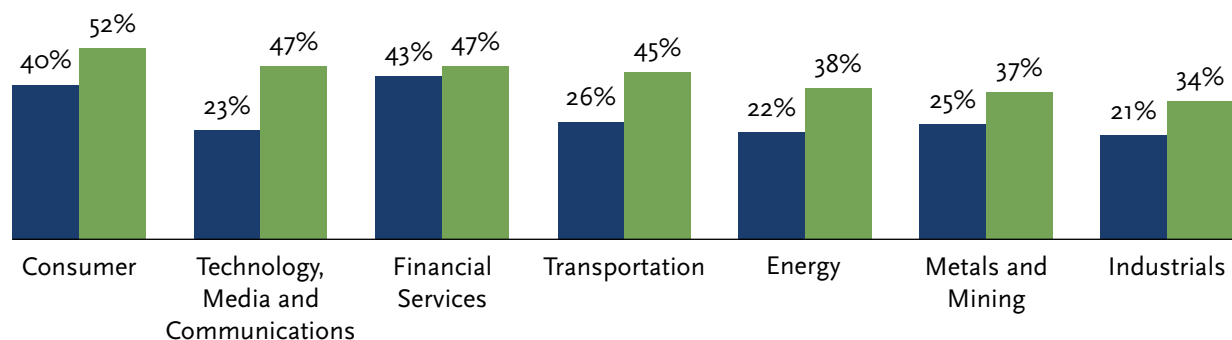
**Consumer companies appointed the most women to their boards; progress made in all industries**

- » The boards of *CSSBI 100* companies in consumer businesses (e.g., retail, packaged goods) appointed the highest number of women board members in the last three years. Just over half (52%) of all appointments made by these companies were women.
- » Appointments of women were comparably higher in every industry in the last three years (2014, 2015, 2016) than in the prior three year period (2011, 2012, 2013). Appointments of women and men were almost equal in the transportation, technology, media and communications and financial services industries.

Women Non-executive Director Appointments by Industry: Boards of *CSSBI 100* Companies

(2011-2013 compared to 2014-2016)

● 2011-2013 ● 2014-2016





## New women board members have tended to be younger than their male counterparts, but the gap has narrowed

- >> In 2016, women appointed to the boards of *CSSBI 100* companies were three years younger (on average) than incoming male board members.
- >> The difference was three years less than in 2011, an indication that the women being appointed have been getting older.

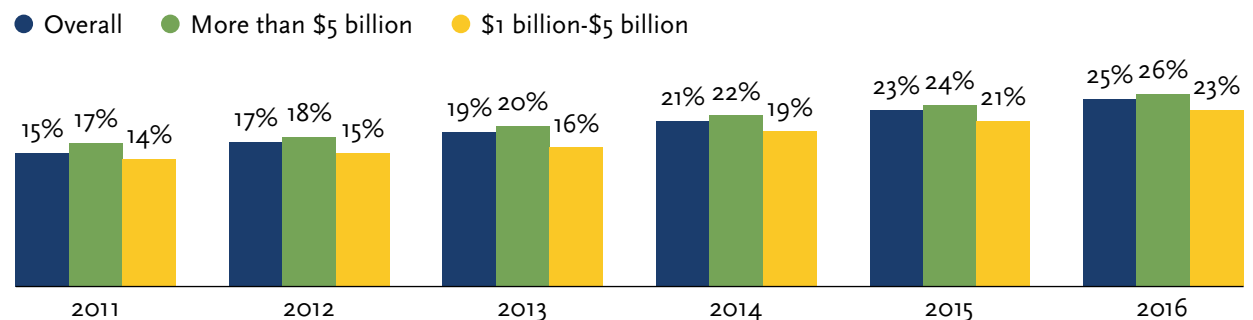
Average Ages of Incoming Non-executive Directors to the Boards of *CSSBI 100* Companies (women compared to men, 2011-2016)

	2011	2012	2013	2014	2015	2016	Average
Men	59	58	60	59	58	58	59
Women	53	55	54	56	56	55	55

## Overall representation of women board members continued to edge higher

- >> In 2016, one-quarter (25%) of all board directorships on *CSSBI 100* boards were held by women, two percentage points higher than 2015. On average, this translated to two women board members per board across the full range of *CSSBI 100* companies.
- >> The boards of the larger *CSSBI 100* companies continued to have slightly more women board members than the smaller ones.
- >> Women board representation has been increasing steadily since 2011, at an annual average of roughly 11% per year.

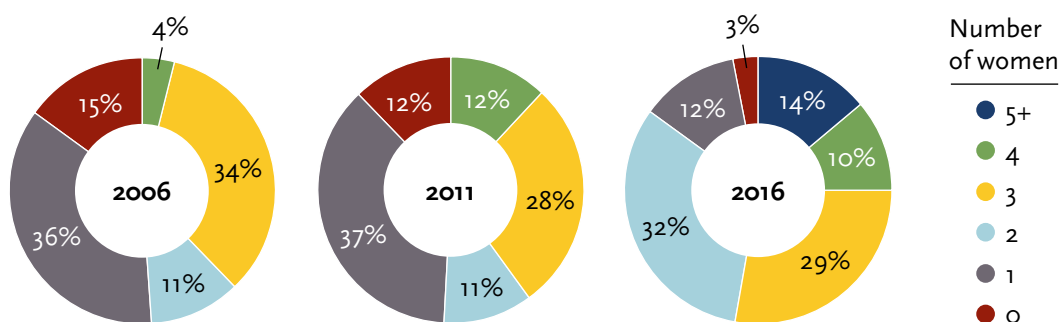
Percentage of Board Directorships Held by Women on the Boards of *CSSBI 100* Companies (2011-2016)



### Boards with three or more women on the rise; all-male boards disappearing

- » There has been a continual increase in the number of boards of *CSSBI 100* companies with three or more women board members. In 2016, just over half (53) of the boards had three or more women board members, compared to 38 in 2006 and 40 in 2011. Additionally, the number of *CSSBI 100* boards with four or more women board members (24 in 2016) was double the number in 2011.
- » In 2016, 12% of the boards of *CSSBI 100* companies had only one woman board member (a decline of 25 compared to 2011) and three had none in 2016 (a decline of 9 compared to 2011).

Number of *CSSBI 100* Companies with Multiple Women Board Members  
(2006, 2011 and 2016)



### Increasing numbers of women held leadership roles on *CSSBI 100* boards in 2016

- » In 2016, there were close to two times the number of women serving in board leadership roles (board chair, vice chair, committee chair, or lead director) compared to 2011.
- » Compared to 2011, there were close to double the number of women chairing human resources and compensation (“HRC”) committees and about twice the number chairing audit committees. Increases for governance and nominations committees were almost the same.

Women in Leadership Roles on the Boards of *CSSBI 100* Companies\* (2011, 2014, 2016)

	2011	2014	2016
Board Chairs/ Vice Chairs/ Lead Directors	9	8	7
Audit Committee Chairs	10	21	22
Governance and Nominating Committee Chairs	12	14	20
Human Resources and Compensation Committee Chairs	9	14	20
Environment, Health and Safety Committee Chairs	5	4	7
Other Committee Chair Roles	0	10	9
<b>Totals</b>	<b>45</b>	<b>71</b>	<b>85</b>

\*Several directors held dual roles.

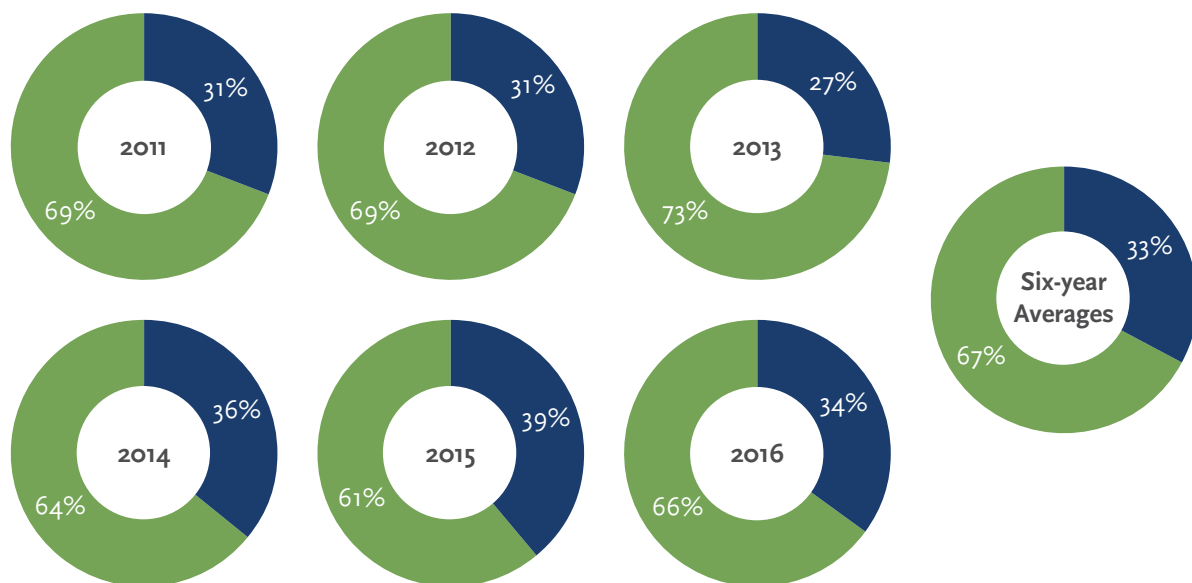
## Appointments of First-time Directors to Boards of Publicly Traded Companies

### Boards remained open to executives without prior public company board experience

- >> In 2016, appointments of first-time directors (of a publicly-traded company) totaled just over one-third (34%) of all the non-executive directors appointed to the boards of *CSSBI 100* companies. While the total fell a little short of 2015, it was still in-line with the six-year average.
- >> With boards seeking specific functional and industry experience, there was continued openness to prospects without this kind of prior board experience, and this is reflected in the sustained level of appointments.
- >> Ensuring effective on-boarding, assimilation and appropriate director education will continue to be necessary parts of board succession planning. Ultimately, chair mentorship and the influence of other seasoned board members will be important in the continued development and success of such first-time directors.

Appointments of First-time, Directors of Publicly Traded Companies to the Boards of *CSSBI 100* companies (as a % of all non-executive directors appointed annually, 2011-2016)

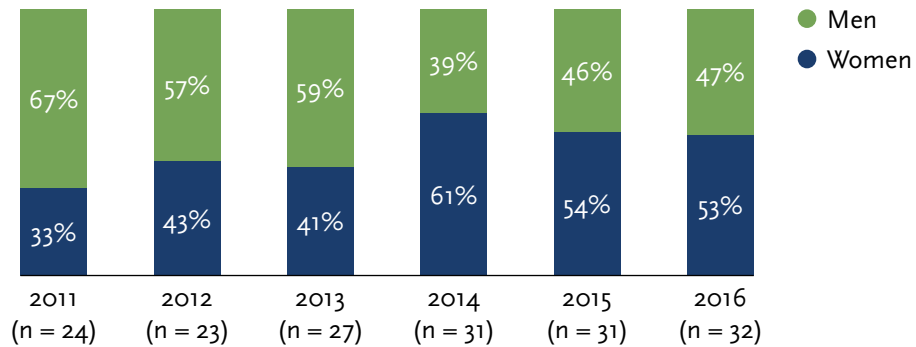
● Prior Board Experience with a Publicly Traded Company    ● First-time Director of a Publicly Traded Company



**Over half of first-time, public-company directors were women**

» In the last three years, there has been a notable increase in the proportion of women who were appointed to *CSSBI 100* boards without having prior board experience with a publicly traded company (56% in 2014 , 2015 and 2016 compared to 39% in 2011, 2012, 2013).

Appointments of First-time Directors of a Publicly Traded Company to the Boards of *CSSBI 100* companies (men compared to women, as a % of all first-time, public-company directors annually, 2011-2016)

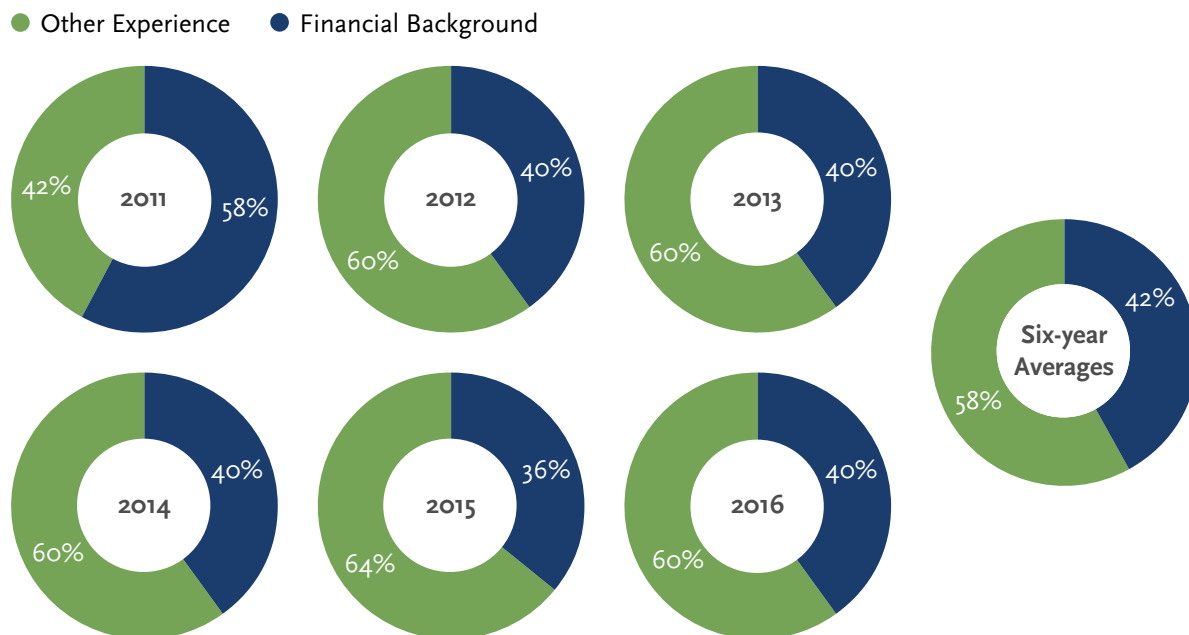


**Appointments of Non-executive Directors with Financial Backgrounds**

**Appointments of board members with financial backgrounds edged higher in 2016; CFOs topped the table for the third consecutive year**

- » Non-executive directors with financial backgrounds have consistently represented a large proportion of annual director appointments, given the financial skills required by the boards of *CSSBI 100* companies to deal with challenging markets, and to meet stringent financial oversight requirements.
- » In 2016, appointments of board members with financial backgrounds represented 40% of all incoming non-executive directors, four percentage points higher than in 2015.
- » Chief financial officers (“CFOs”) made up close to half (49%) of all non-executive directors with financial backgrounds appointed in 2016, matching the previous high in 2013. Interestingly, the CFO appointments (all but one retired) were divided almost equally between men and women.

Appointments of Non-executive Directors with Financial Backgrounds to the Boards of CSSBI 100 Companies (as a % of all non-executive directors appointed annually, 2011-2016)



Appointments of Non-executive Directors with Financial Backgrounds to the Boards of CSSBI 100 Companies (by type of financial background, 2011-2016)\*

	2011	2012	2013	2014	2015	2016	2016 by gender	
							Men	Women
Chief Financial Officers	15%	39%	49%	26%	44%	49%	50%	50%
Banking Backgrounds	30%	26%	24%	38%	18%	24%	89%	11%
Other Financial Experts	28%	23%	19%	18%	18%	16%	33%	67%
Investment Professionals	17%	42%	8%	15%	12%	3%	67%	33%
Audit Firm Partners	9%	26%	11%	9%	9%	3%	100%	0%

\* Percentages do not total 100; several directors qualified in more than one category.

## Appointments of Non-executive Directors Recruited from Outside Canada

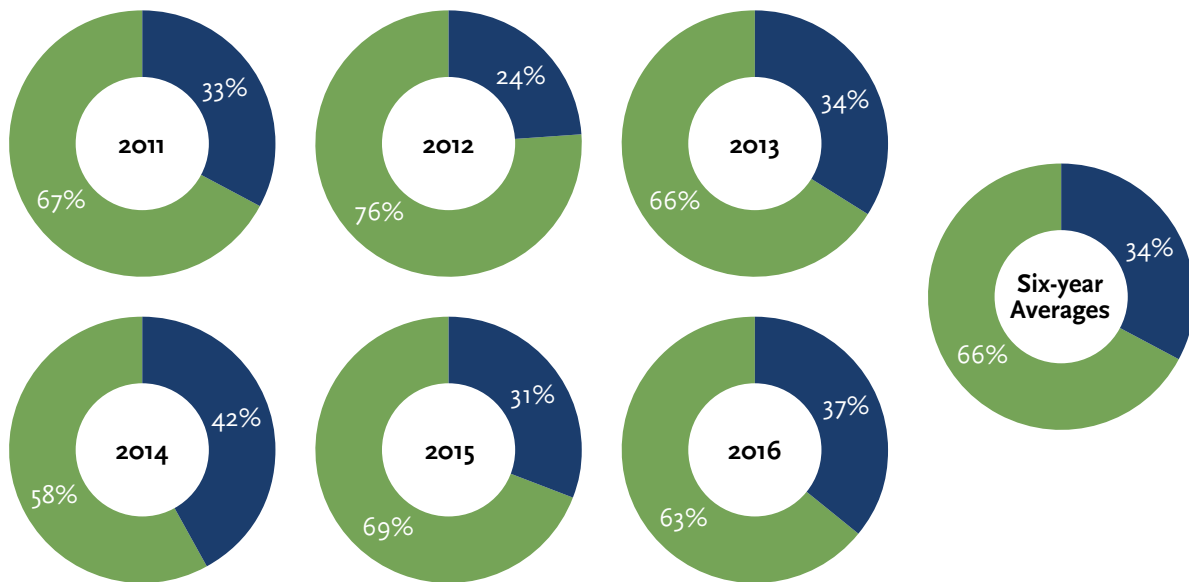
### Appointments of board members from outside Canada increased in 2016; overall proportion of foreign directors on the rise

- >> *CSSBI 100* boards have been fulfilling many of their requirements (e.g., CEO experience) by recruiting board members from outside Canada. The vast majority of these board members were recruited from the U.S., given the market's importance, proximity and the depth of its prospect pool.
- >> In 2016, appointments of non-executive directors from outside Canada represented over one-third (37%) of all appointments, up from 31% in 2015.
- >> In 2016, 27% of all non-executive directors in the *CSSBI 100* were held by those not resident in Canada, up from 23% in 2011.

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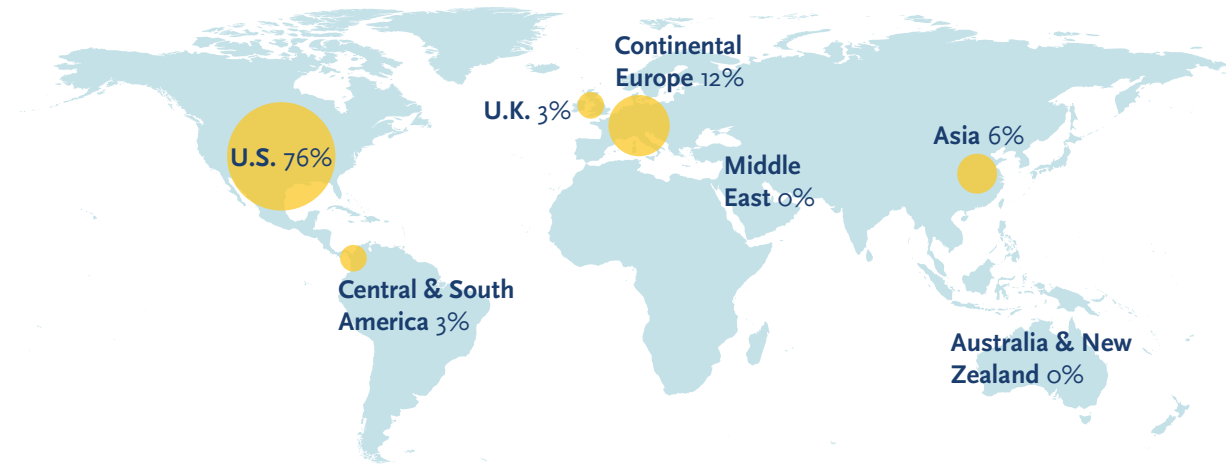
### Appointments of Non-executive Directors from Outside Canada to the Boards of *CSSBI 100* Companies (as a % of all non-executive directors appointed annually, 2011-2016)

● Residents of Canada    ● Not resident in Canada





International Executives Serving on the Boards of *CSSBI 100* Companies in 2016



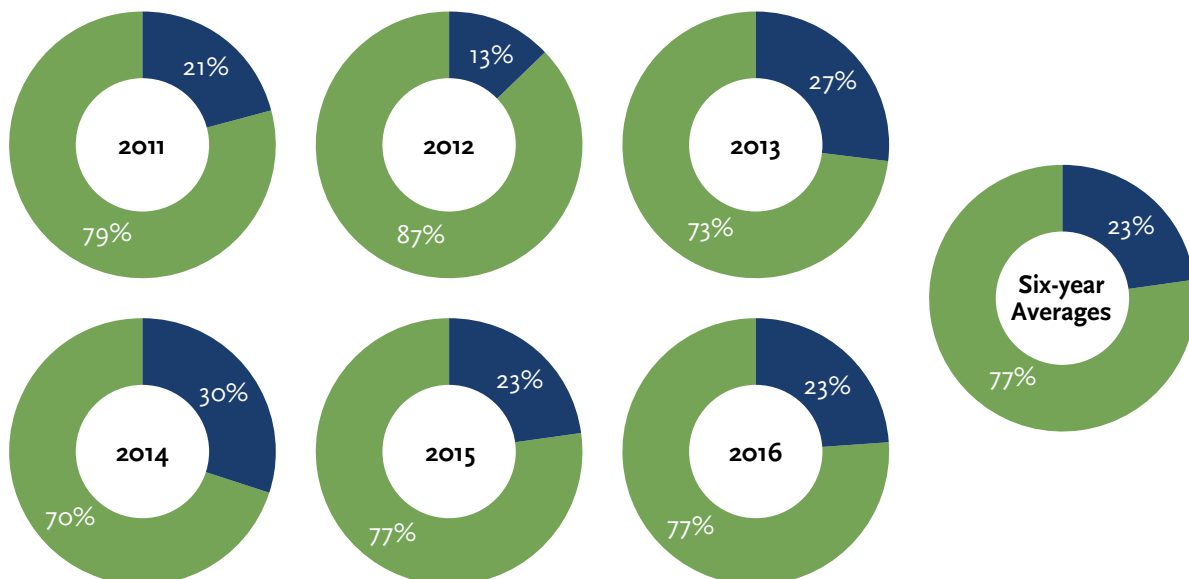
Appointments of Active, C-level (non-CEO) Executives

Interest in active, C-level executives remains high, but supply has been variable

- >> In 2016, close to one-quarter (23%) of the non-executive directors appointed to the boards of *CSSBI 100* companies were active C-level (non-CEO) executives. The total was the same as in 2015, and in line with the six-year average.
- >> Boards are often interested in this “next generation” pool of directors, but not all of them are qualified and/or able to take on public-company boards, making this a variable pool from which to recruit.

Appointments of Active C-level (Non-CEO) Executives to the Boards of *CSSBI 100* Companies (as a % of all non-executive directors appointed annually, 2011-2016)

● Other   ● Active C-level Executives



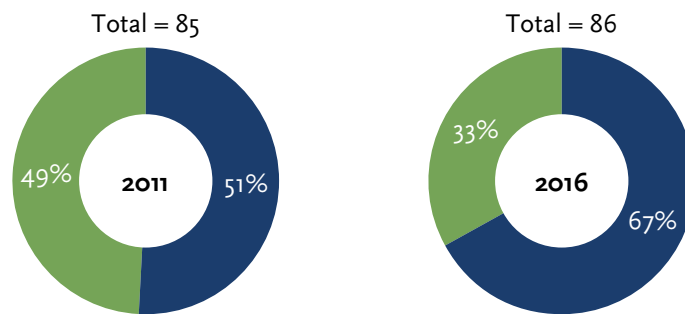
## Separate Board Chair and CEO Roles

### Many board chairs were non-independent, even when board chair and CEO roles were separated

- » A significant majority (86) of *CSSBI 100* companies separated the role of board chair and CEO in 2016. While the vast majority of *CSSBI 100* companies followed the practice, a large number (one-third) of the separate board chairs were not independent in 2016 (although the number of non-independent board chairs in 2016 was less than 2011).

### Separate Board Chair and CEO Roles (2011 compared to 2016)

● Non-independent ● Independent

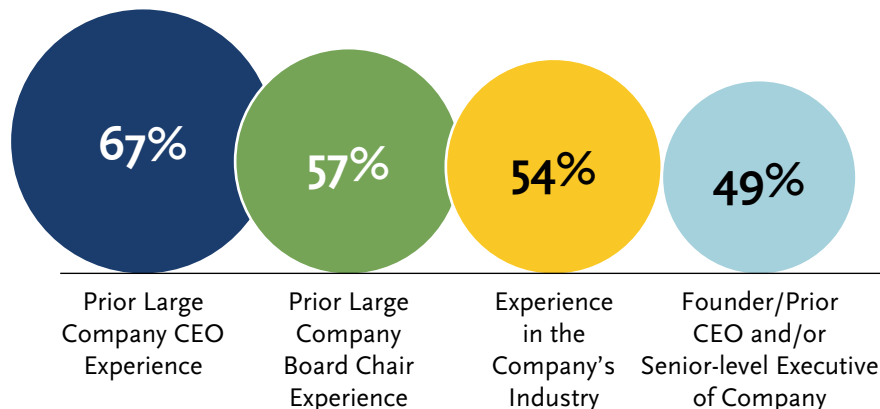


## Backgrounds of Board Chairs

### Prior large company CEO and chair experience were common for a *CSSBI 100* board chair

- » Most of the board chairs of *CSSBI 100* companies had both large company CEO and board chair experience in their careers. Additionally, just over half (54%) of the board chairs of *CSSBI 100* companies had related industry experience in their backgrounds. Interestingly, close to one-third (29%) of all board chairs were also the founder, former CEO, or a past senior executive of the company.
- » The vast majority (86%) of the board chairs in 2016 were residents of Canada.

### Backgrounds of the (Non-CEO) Board Chairs of *CSSBI 100* Companies in 2016\*



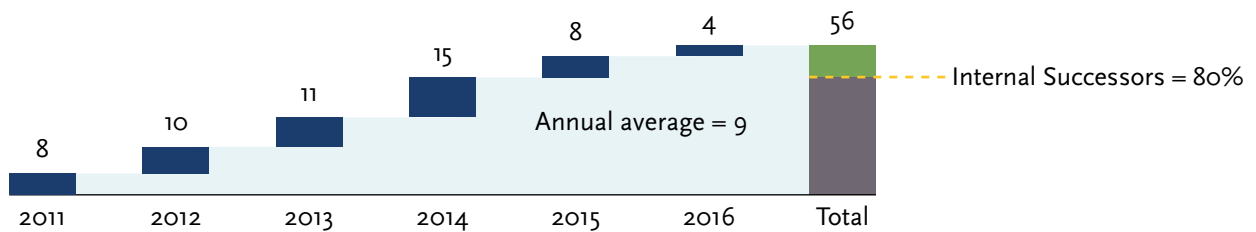
\* Percentages do not total 100; several board chairs qualified in more than one category.

## Board Chair Transitions

### Board chair transitions were at the lowest level in six years

- » Board chair transitions on the boards of *CSSBI 100* companies decreased in 2016 for the second consecutive year. The number of transitions in 2016 (4) was the lowest in the past six years, and all were internal successors.
- » In the last six years, over half (56) of *CSSBI 100* boards selected a new board chair, which represented a substantial level of change in this critical board leadership role. The majority (80%) of the successors were existing board members, a clear sign that the boards of leading Canadian companies emphasize company knowledge and board continuity.
- » Internal board chair successors had an average of 5 years of tenure before assuming the role. Those who were serving in committee chair roles on the board (at the time of the transition) were selected in 75% of the transitions and many others held committee chair roles on other boards.

Number of Board Chair Transitions on the Boards of *CSSBI 100* Companies (2011-2016)



## Age and Tenure of Non-executive Directors and Board Chairs

### Little change in the past six years

- » On average, non-executive directors of the boards of *CSSBI 100* companies were slightly (1 year) older in 2016 compared to 2011, and average tenure was one year less.
- » On average, board chairs of *CSSBI 100* companies were slightly younger in 2016 (65 in 2016 compared to 66 in 2011), and their average tenure (11 years in 2016) was the same as 2011.

Average Ages and Tenures for Non-executive Directors and Board Chairs of *CSSBI 100* Companies (2011 compared to 2016)

	2011		2016	
	Age	Tenure	Age	Tenure
<i>CSSBI 100</i> Non-executive Directors	62	9 years	63	8 years
<i>CSSBI 100</i> Board Chairs	66	11 years	65	11 years

## Board and Committee Independence

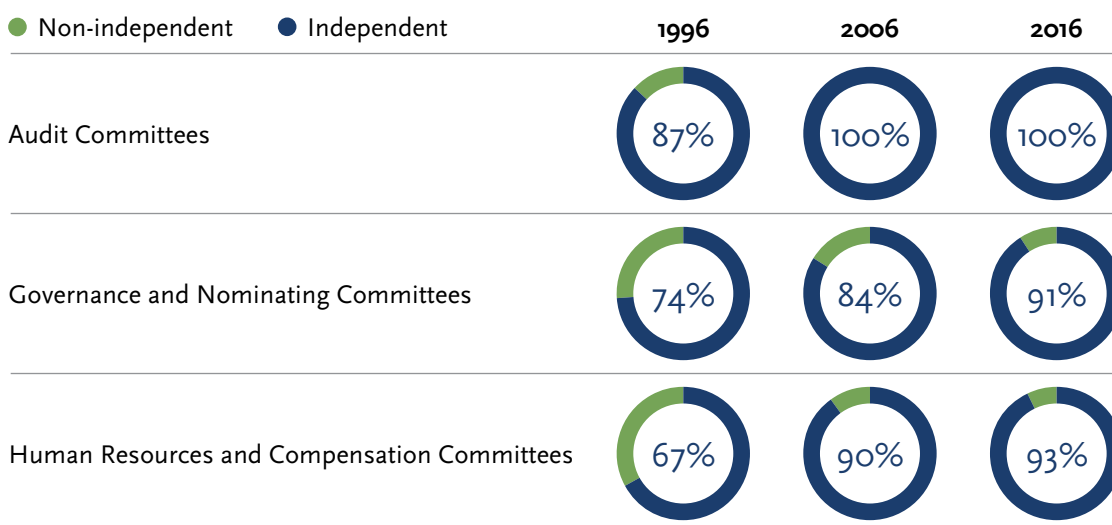
### Board independence has peaked

- » A significant majority (80%) of *CSSBI 100* board members were independent in 2016, as defined by the Canadian Securities Administrators (CSA). The proportion of independent directors on the boards of *CSSBI 100* companies has remained much the same for the past six years, suggesting little likelihood for further increases.
- » The boards of *CSSBI 100* companies had an average of two non-independent directors per board, the majority of whom were from management ranks, typically the CEO and one other executive from senior management. Other non-independent directors included relatives of controlling shareholders at closely-held companies and company advisers.

### Core committees were almost fully independent in 2016

- » Over the past decade, the core committees of the boards of *CSSBI 100* companies (audit, governance and nominating, and HRC) have become almost fully independent.
- » The move toward the full independence of HRC committees has reflected the market’s focus on executive pay and the need for boards to undertake an independent process.
- » Similarly, the need for governance and nominating committees to lead independent processes (e.g., board succession and evaluation) is reflected in the large majority that were fully independent in 2016.
- » Audit committees became completely independent by 2006, following the initiation of tougher audit committee guidelines and rules.

Committee Independence: Boards of *CSSBI 100* Companies (1996, 2006, 2016)



# Board Compensation, *CSSBI 100*

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# Board Compensation

Spencer Stuart presents an annual review and analysis of the board compensation practices of *CSSBI 100* companies, providing benchmarks and trends for non-executive director and chair remuneration. Where applicable, practices and benchmarks are also provided for board and committee meeting fees, committee member retainers and travel allowances.

## 2016 SNAPSHOT

Median total non-executive director compensation (including equity)

**increased 2% over 2015 to**

**\$184,000**

**50%**

of *CSSBI 100* companies used **flat-fees** to compensate board members

Median total non-executive director compensation was highest in the **metal & mining sector** and was



**18%**

above the median total for the *CSSBI 100*

**\$392,500**

Median total board chair compensation (including equity) was the same as in 2015

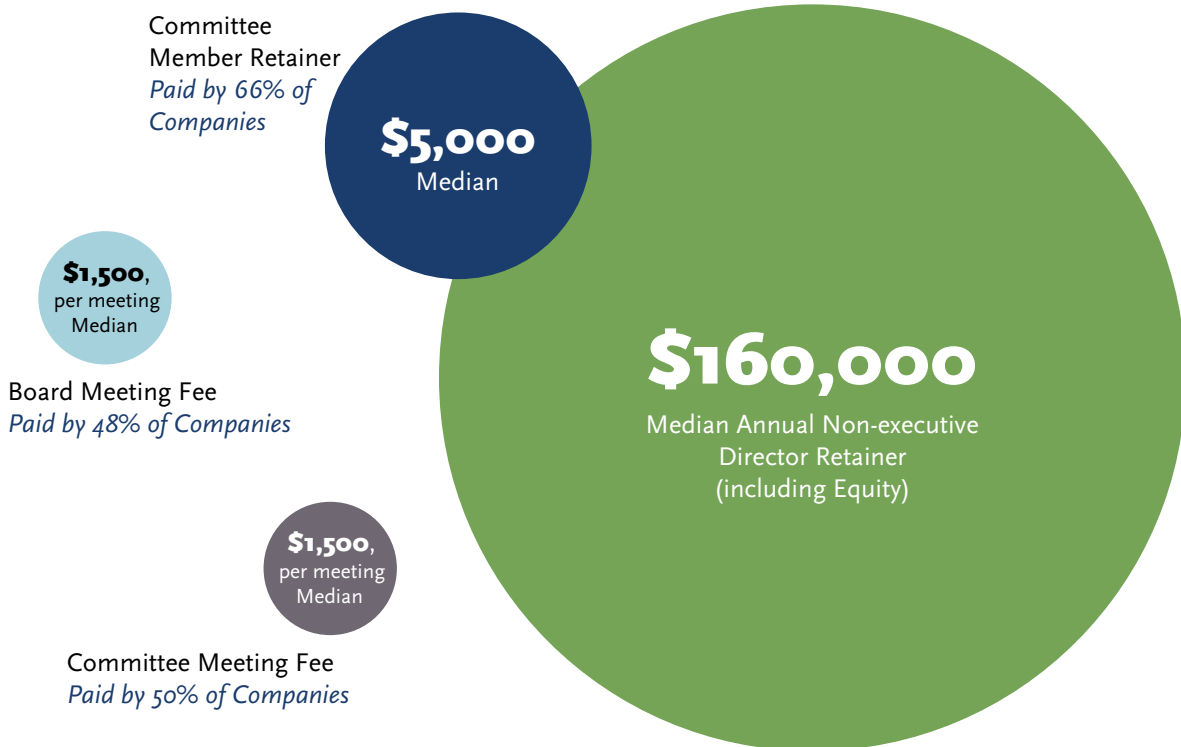


## Non-executive Director Compensation in 2016: Benchmarks and Practices

- » This overview provides selected benchmarks and practices for non-executive director compensation at *CSSBI 100* companies.
- » **Setting non-executive director compensation at *CSSBI 100* companies:** Generally, the boards of *CSSBI 100* companies (based on disclosure) review their compensation paid to non-executive directors every one to two years. In 2016, almost every *CSSBI 100* company (94) disclosed the peer-groups used to help develop and set compensation levels for their non-executive directors (almost half of these companies used the same peer-group employed to set executive compensation).
- » **Currency used to pay non-executive directors:** Generally, most *CSSBI 100* companies paid their non-executive directors in Canadian currency. Close to 20% (19) of these companies paid their foreign board members in the currency of their domicile (usually \$U.S.); and close to 20% overall (17) of the companies established and paid all their non-executive directors in \$U.S.
- » **Travel Allowances:** Almost three-quarters (73) *CSSBI 100* companies disclosed that, as a policy, they reimbursed their non-executive directors for expenses incurred for travel to and from board and committee meetings. The vast majority of them gave travel allowances conditionally (e.g., only given to non-residents of Canada; when meetings were held outside the province or state of the director's residence; and/or when travel exceeded a certain distance/time). Companies reimbursed non-executive directors on a per-meeting basis (\$500 to \$4,000 per meeting) or with an annual travel allowance (these ranged from \$7,500 - \$20,000 in 2016).

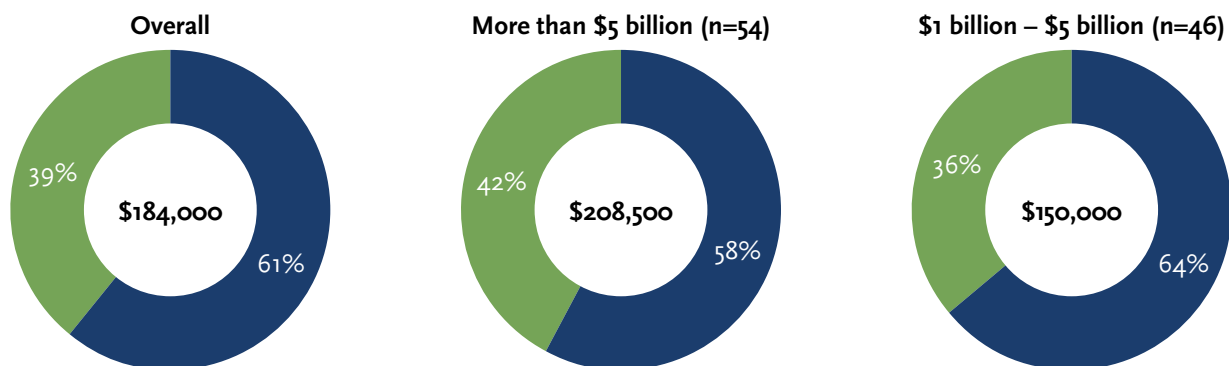
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### Non-executive Director Compensation in 2016: Benchmarks and Practices

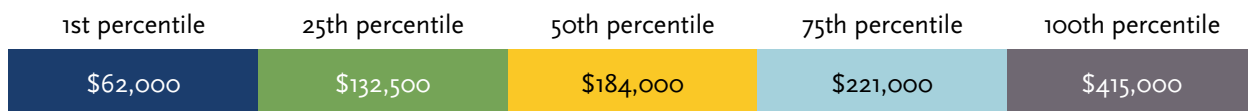


Median Total Director Compensation Paid by *CSSBI 100* Companies in 2016\*

● Equity ● Cash



Range of Total Non-executive Compensation at *CSSBI 100* Companies in 2016\*



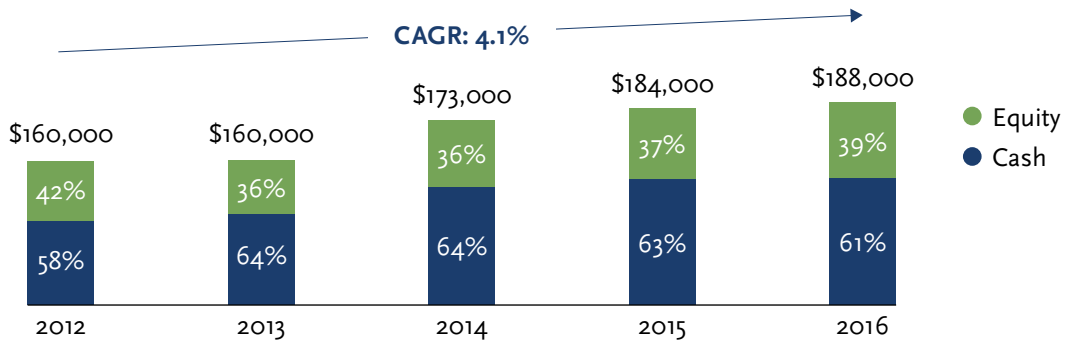
\*Median total compensation was calculated by factoring all the applicable components of non-executive director compensation, and the proportion of each that was paid by *CSSBI 100* companies in 2016.

## Growth Trends in Non-executive Director Compensation

### Total non-executive director compensation was generally flat in 2016

- » In 2016, median total non-executive director compensation (including equity) increased by 2% to \$188,000, in the constant set of 88 *CSSBI* companies. The increase was two percentage points below the annual average in the past five years.
- » In 2016, 34 *CSSBI 100* companies increased their non-executive director retainers by an average of \$17,000, with cash comprising two-thirds of the increase. The increases were offset by some declines (specifically year-to-year declines in the market value of equity compensation) in board compensation at other companies.
- » The relative portions of cash and equity (that form the compensation mix in the *CSSBI 100*) have changed slightly over the past five years.

Median Total Non-executive Director Compensation for the Constant Set of 88 CSSBI Companies (2012-2016)\*



\* This growth analysis was based on nominal Canadian and U.S. dollar amounts. Compensation paid in U.S. currency (where applicable) was not converted into Canadian dollars to remove the effect of fluctuating exchange rates over the period analyzed.

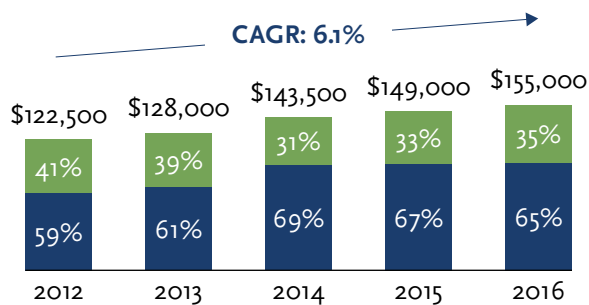
Board compensation at smaller CSSBI 100 companies has been increasing at a relatively higher rate

- >> Since 2012, median total non-executive director compensation at the smaller CSSBI 100 companies increased at a rate that was about double that of the larger set of firms (6.1% compared to 3.1%, as measured on a constant company basis).
- >> This has led to a narrowing of the gap that has existed between the larger and smaller sets of CSSBI 100 companies (the gap between the two was \$62,500 in 2012 and \$54,000 in 2016).

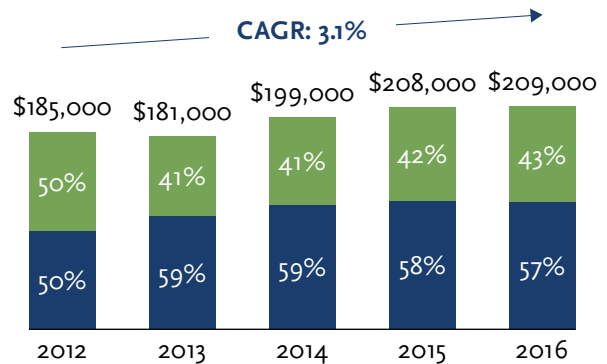
Median Total Non-executive Director Compensation for the Constant set of 88 CSSBI Companies (smaller compared to larger companies, 2012-2016)\*

- Equity
- Cash

\$1 billion – \$5 billion



More than \$5 billion



\* This growth analysis was based on nominal Canadian and U.S. dollar amounts. Compensation paid in U.S. currency (where applicable) was not converted into Canadian dollars to remove the effect of fluctuating exchange rates over the period analyzed.

## Total Non-executive Director Compensation by Industry

### Increases in board member compensation were highest in the consumer industry, modest or no change in the others

- >> In 2016, median total compensation in the consumer industry increased by 9% (as measured on a constant company basis), and was the highest year-to-year increase of all the industries.
- >> Increases in the other sectors were either in the low, single digits or showed no change year-to-year.

### Median Total Non-executive Director Compensation by Industry in 2016

(for the constant set of 97 *CSSBI* companies between 2015 and 2016)

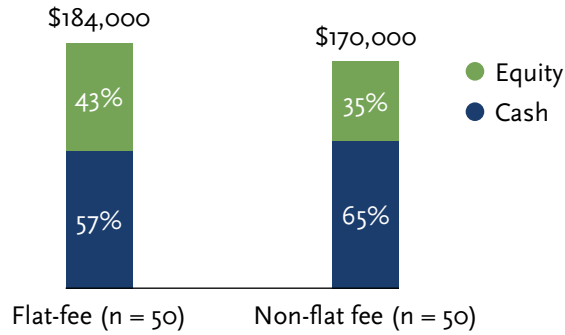
Industry	Median Total Compensation (2016)	% Change from 2015	% of Total Compensation (2016)	
			Cash	Equity
Metals and Mining	\$218,800	+2%	64%	36%
Energy	\$198,000	+6%	59%	41%
Financial Services	\$205,700	+3%	64%	36%
Technology Communications and Media	\$200,000	No Change	57%	43%
Transportation	\$170,000	No Change	51%	49%
Industrials	\$152,500	+2%	61%	39%
Consumer	\$148,900	+9%	69%	31%

## Flat-fee Compensation for Non-executive Directors

### Companies continued to switch to a simpler, flat-fee model

- >> There has been a growing trend toward “flat-fee” compensation (i.e., a fixed annual board member retainer without additional fees per board and/or committee meeting) amongst *CSSBI 100* companies. In 2016, half of all *CSSBI 100* companies used this simplified pay practice, an increase of seven companies over 2015 and 23 over 2012.
- >> Median total compensation for the flat-fee group was \$14,000 more than the non-flat group (i.e., the other half of *CSSBI 100* companies that remunerated their board members with a base annual director retainer, plus additional fees per board and committee meeting).

Median Total Non-executive Director Compensation Paid by *CSSBI 100* Companies in 2016  
(flat-fee compared to non-flat fee compensation)

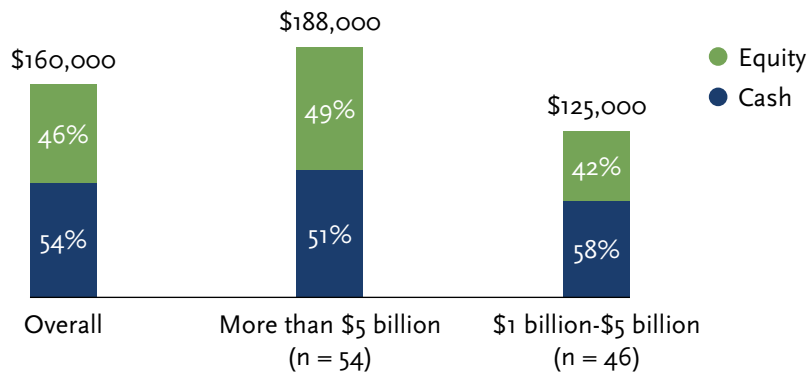


## Annual Non-executive Director Retainers

### Non-executive director retainers were close to being balanced between cash and equity

- >> Overall, the median non-executive director retainer at *CSSBI 100* companies was \$160,000 in 2016 (including flat and non-flat types of compensation).
- >> Close to half (46%) of the total came in the form of risk-based, equity compensation. The proportions of cash and equity were almost equal for the larger *CSSBI 100* companies, but there was a higher weighting in cash (58%) for the smaller companies.

Median Non-executive Director Retainers Paid by *CSSBI 100* Companies in 2016



Distribution of Non-executive Director Retainers (including Equity) Paid by CSSBI 100 Companies in 2016

			\$ Non flat-fee	\$ Flat-fee
1st percentile \$40,000	Under \$74,999	\$\$\$\$\$\$ 6		
	\$75,000 - \$99,999	\$\$\$\$\$\$\$\$ 10		
25th percentile \$112,000	\$100,000 - \$124,999	\$\$\$\$\$\$\$\$\$\$\$\$ 14		
	\$125,000 - \$149,999	\$\$\$\$\$\$\$\$ 9		
50th percentile \$160,000	\$150,000 - \$174,999	\$\$\$\$\$\$\$\$\$\$\$\$\$\$\$\$ 17		
	\$175,000 - \$199,999	\$\$\$\$\$\$\$\$\$\$\$\$\$\$\$\$ 15		
75th percentile \$200,000	\$200,000 - \$224,999	\$\$\$\$\$\$\$\$\$\$\$\$\$\$\$\$ 15		
	\$225,000 - \$249,999	\$\$\$ 3		
100th percentile \$362,000	\$250,000 - \$274,999	\$\$\$\$\$\$\$ 7		
	\$275,000+	\$\$\$\$ 4		

Equity Compensation Practices for Non-executive Directors

Few non-executive director retainers were weighted heavily in equity

- >> The equity portion (as a percentage of the overall non-executive director retainer) ranged from a low of 10% to a high of 85% for the 86 CSSBI 100 companies that required their board members to accept equity as part of their remuneration.
- >> In 2016, the non-executive director retainers of 11 CSSBI 100 companies were weighted more heavily in equity versus cash. The equity portion for these companies ranged from 70% to 85%.
- >> Twelve CSSBI 100 companies required their non-executive directors to receive their entire retainer in equity until the company’s minimum share ownership threshold was met. An additional twenty one companies required their non-executive directors to take a certain portion of their retainer in equity until they met the minimum share ownership level.

AT A GLANCE

Equity Compensation Practices For Non-executive Directors of CSSBI 100 Companies

**86%** of the boards of CSSBI 100 companies required their non-executive directors to receive some form of equity (typically common shares and/or DSUs/RSUs) as part of their annual compensation.

**43** granted equity based on a pre-set percentage of the annual director retainer (e.g., 50% in common shares or DSUs).

**34** granted equity with a pre-set dollar value (e.g., \$20,000 in DSUs).

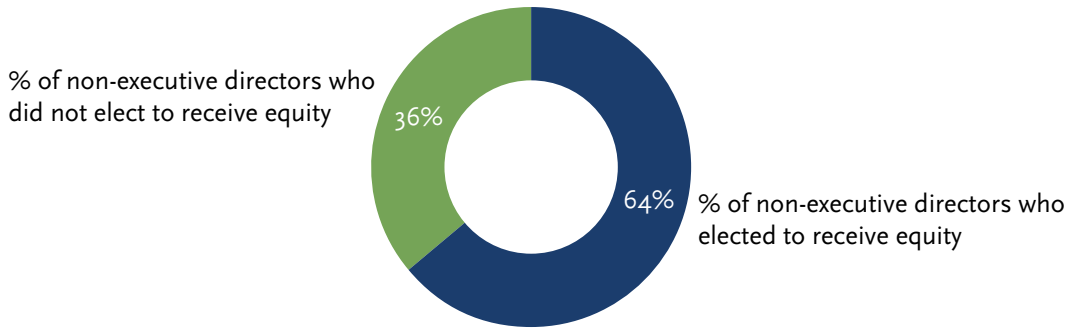
**9** granted equity at market value (e.g., 2,000 common shares issued on a particular day).

**2** granted share options; both of these companies also granted DSUs.

**When offered the choice between equity and cash compensation, many *CSSBI 100* board members chose the equity**

- >> Most *CSSBI 100* boards (94%) gave their non-executive directors the option to receive equity in exchange for their cash compensation; close to two-thirds (64%) exercised the option.

Non-executive Directors of *CSSBI 100* Companies who Chose to Receive Equity Instead of Cash\*

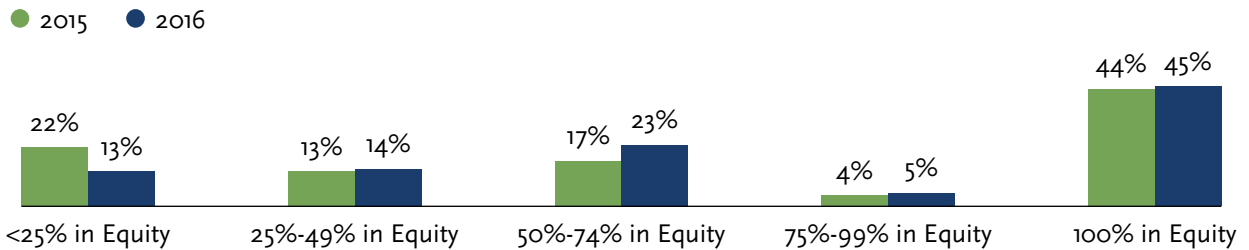


\* Based on values disclosed by *CSSBI 100* companies in their Information Circulars, dated between December 2015 and September 2016.

**Many board members took all of their compensation in equity**

- >> Forty-five per cent of those *CSSBI 100* non-executive directors who chose to receive equity in exchange for their cash compensation, elected 100% of it in company shares.

Percentage of Cash Compensation Received in Equity by Non-executive Directors of *CSSBI 100* Companies\*



\* Based on values disclosed by *CSSBI 100* companies in their Information Circulars, dated between December 2015 and September 2016.

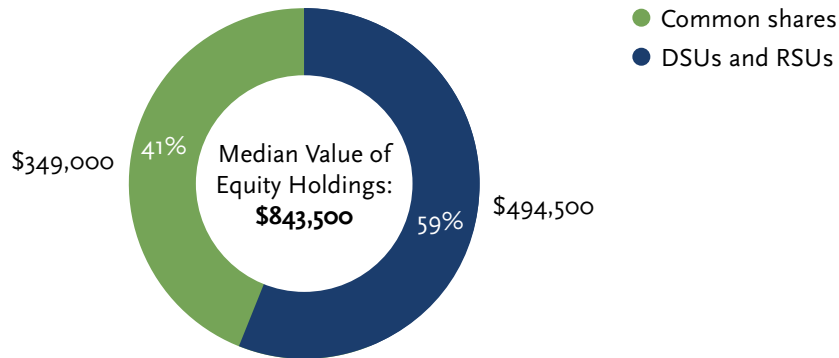


## Value of Non-executive Director Shareholdings

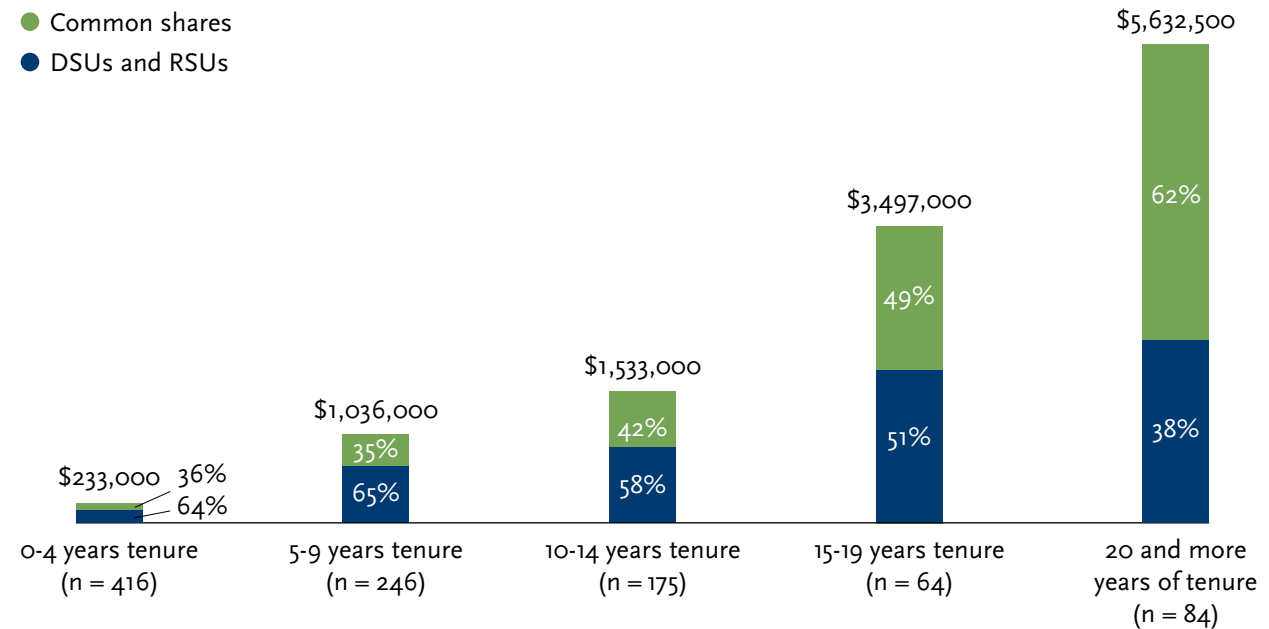
### Board members of *CSSBI 100* companies held substantial equity

>> Overall, the median value of all forms of equity held by non-executive *CSSBI 100* directors was close to \$1 million, divided almost equally between DSUs and common shares.\*

Equity Holdings of Non-executive Directors of *CSSBI 100* Companies



Median Value of Equity Holdings of Non-executive Directors of *CSSBI 100* Companies (equity holdings by tenure in 2016)\*



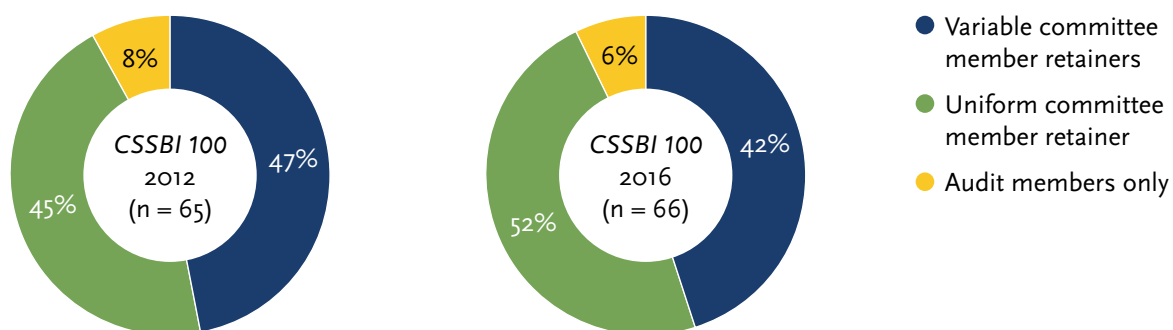
\* Based on nominal values disclosed in the Information Circulars of *CSSBI 100* companies, dated between December 2015 and September 2016.

## Committee Member Retainers

### Audit committee members were often paid relatively more

- » In 2016, 66% of *CSSBI 100* companies paid additional retainers for committee memberships, almost the same as 2012. Compared to 2012, median committee member retainers were \$500 higher overall and \$1,000 higher for governance and nominating and HRC committees; they were flat for audit committees.
- » Just under half of these companies (34) paid a uniform retainer (i.e., same amount) to all committee members. Twenty-eight companies paid a variable committee member retainer (i.e., different amounts for different committees), with all but two companies paying audit committee members the highest amount (64% more, on average, than the others). Interestingly, most of these companies (16 of 28), paid a higher retainer to audit committee members and the same (but lower) amount to the members of the other committees.
- » In 2016, four companies paid a committee member retainer exclusively to their audit committee members; this has remained an uncommon practice in the *CSSBI 100*.

### Committee Member Compensation Practices *CSSBI 100* Companies (2012 compared to 2016)



### Committee Member Retainers: *CSSBI 100* Companies (2012 compared to 2016)

	2012		2016	
	Median	Range	Median	Range
Audit Committees	\$6,000	\$3,000-\$25,000	\$6,000	\$1,085 - \$55,000
Governance and Nominating Committees	\$4,000	\$1,500-\$25,000	\$5,000	\$1,085 - \$55,000
Human Resources and Compensation Committees	\$4,000	\$1,500-\$25,000	\$5,000	\$1,500 - \$55,000
Committee Members Overall	\$4,500	\$1,500-\$25,000	\$5,000	\$1,085 - \$55,000

## Board and Committee Meeting Fees

### Significant decline in boards that paid additional fees for board and committee meetings

- >> The number of *CSSBI 100* companies that paid fees for board and committee meetings (in addition to a non-executive director retainer) has declined sharply in recent years, with the continued adoption of flat-fee, board member compensation.
- >> In 2016, 50% of all *CSSBI 100* companies paid their non-executive directors additional fees for board and/or committee meetings, considerably less than the proportion (73%) that compensated for both in 2012.
- >> The median amounts paid for board and committee meetings were unchanged compared to 2012.

Board and Committee Meeting Fees Paid By *CSSBI 100* Companies (2012 compared to 2016)

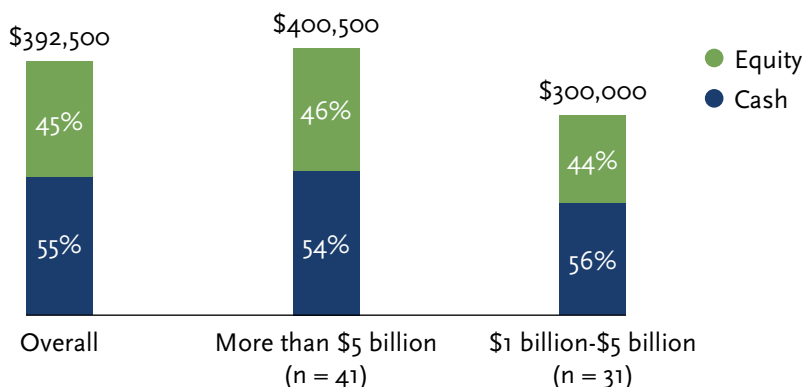
	Board Meetings				Committee Meetings			
	Median Board Meeting Fees		% of Companies Paying This Type		Median Committee Meeting Fees		% of Companies Paying This Type	
	2012	2016	2012	2016	2012	2016	2012	2016
Overall	\$1,500	\$1,500	73%	50%	\$1,500	\$1,500	75%	51%
More than \$5 billion	\$1,500	\$1,500	64%	47%	\$1,500	\$1,500	65%	57%
\$1 billion - \$5 billion	\$1,500	\$1,500	78%	52%	\$1,500	\$1,500	80%	46%

## Board Chair Compensation

### Company size was a factor in board chair compensation

- >> Median total board chair compensation (for the 72 who were compensated for serving in the role at *CSSBI 100* companies) was \$392,500 in 2016; just under half (45%) of which came in the form of risk-based, equity compensation.
- >> In 2016, there was a sizable \$100,500 gap (including equity) between the median total board chair compensation of the larger and smaller *CSSBI 100* companies.

Median Total *CSSBI 100* Board Chair Compensation in 2016



**CSSBI 100 Board Chair Compensation Practices in 2016**

- 72** board chairs were compensated for serving in the role on the board.
- 64** received a flat, all-inclusive fee for their services as board chair (either in the form of a single dedicated board chair retainer or a combination of the dedicated board chair retainer and the annual director retainer).
- 8** received a mix of fees (e.g., committee member retainers and board and committee meeting fees), in addition to the specified and applicable board chair and director retainers.
- 51** board chairs received a larger equity grant than the non-executive directors on the board.
- 17** companies did not require their board chairs to receive at least a portion of their compensation in equity.

**Flat, all-inclusive fees were most commonly used to compensate board chairs**

- >> In 2016, the vast majority (89%, or 64 of 72) of the board chairs of *CSSBI 100* companies who were compensated for the role, received a flat, all-inclusive fee. For many, this was paid in the form of a single retainer without additional compensation for committee memberships or board and committee meetings.
- >> A small number of *CSSBI 100* companies used a mixed model (i.e., a mix of annual retainers and additional fees for board and committee meetings) to compensate their board chairs in 2016.

Compensation Practices for *CSSBI 100* Board Chairs in 2016

- \$** Flat, all-inclusive Compensation Model (n = 64)
- \$** Mixed Compensation Model (n = 8)



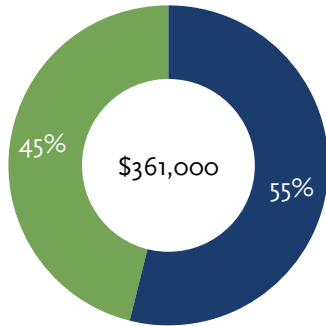
**Large differences in pay for independent and non-independent board chairs**

- >> Median total board chair compensation for independent non-executive board chairs of *CSSBI 100* companies was significantly (\$89,000) less than the comparable amount for the non-independent group.
- >> The total compensation of the independent board chairs was also weighted more heavily in equity, 45% compared to 38% for the non-independent group.

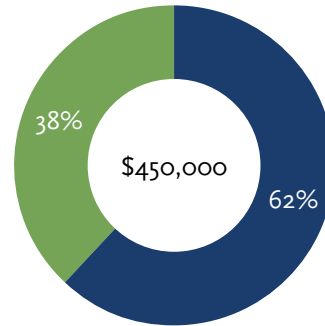
Median Total Board Chair Compensation: Independent Compared to Non-independent Board Chairs of CSSBI 100 Companies in 2016

● Equity ● Cash

Independent Non-executive Board Chairs (n=57)



Non-independent Non-executive Board Chairs (n=15)

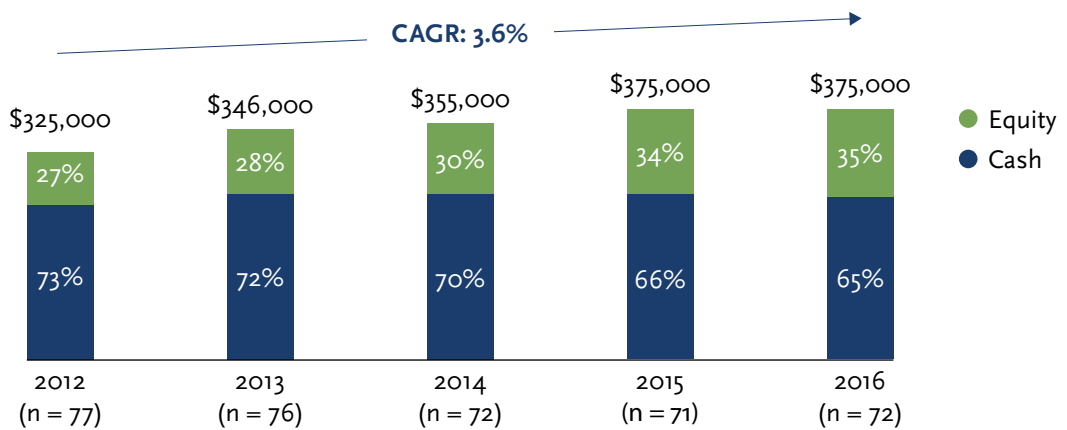


Growth Trends in Board Chair Compensation

Board chair compensation was flat in 2016

- >> In 2016, median total board chair compensation in the CSSBI 100 was \$375,000 (including equity), the same as in 2015.\*
- >> A relatively small number of CSSBI 100 companies (10 in 2016) increased board chair compensation.

Median Total Board Chair Compensation Paid by CSSBI 100 Companies (2012-2016)\*



\* This growth analysis was based on nominal Canadian and U.S. dollar amounts. Compensation paid in U.S. currency (where applicable) was not converted into Canadian dollars to remove the effect of fluctuating exchange rates over the period analyzed.

## Lead Director Compensation

### Little change in the additional amounts paid to lead directors

- >> Thirty-six *CSSBI 100* companies had a lead director in 2016. All but one of them received additional compensation (additional retainer or larger equity grant) for serving in this board leadership role.
- >> The median additional amount paid to lead directors in 2016 (\$35,000) was \$5,000 higher than in 2012. In 2016, three *CSSBI 100* companies increased the retainer paid to their lead directors by an average of \$6,500.

Lead Director Retainers Paid by Boards of *CSSBI 100* Companies (2012 compared to 2016)

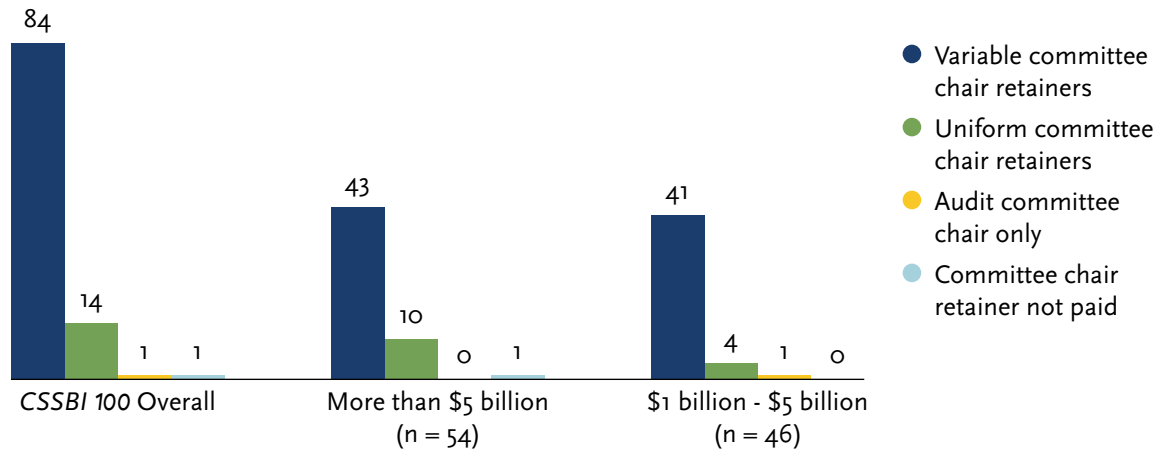
	Median	Range
2012 (n = 34)	\$30,000	\$8,000 - \$200,000
2016 (n = 36)	\$35,000	\$8,000 - \$150,000

## Committee Chair Compensation

### Variable committee chair retainers were common; audit and HRC committee chair retainers tended to be the highest

- >> The vast majority (84) of *CSSBI 100* companies paid variable retainers to their committee chairs, rather than a uniform retainer to all.

Committee Chair Compensation Practices: 2016 *CSSBI 100* Companies



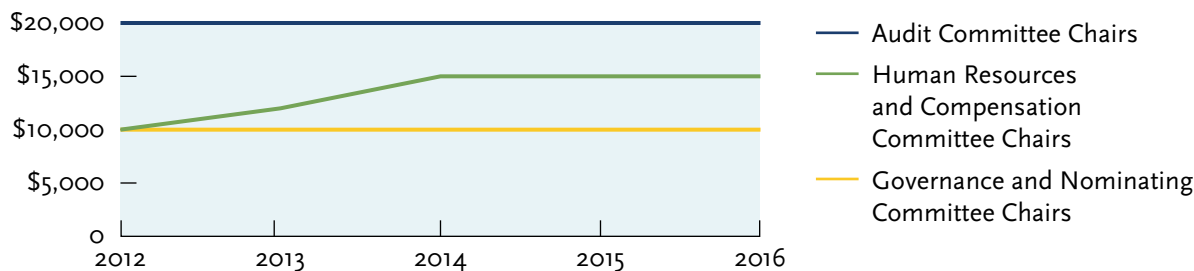
Committee Chair Retainers: 2016 *CSSBI 100* Companies

	<i>CSSBI 100</i> Overall		More than \$5 billion (n = 54)		\$1 billion - \$5 billion (n = 46)	
	Median	Range	Median	Range	Median	Range
Audit Committees	\$20,000	\$2,710 - \$97,500	\$25,000	\$2,710 - \$97,500	\$20,000	\$10,000 - \$70,000
Governance and Nominating Committees	\$10,000	\$2,710 - \$84,500	\$15,000	\$2,710 - \$84,500	\$10,000	\$5,000 - \$35,000
Human Resources and Compensation Committees	\$15,000	\$2,710 - \$97,500	\$17,500	\$2,710 - \$97,500	\$12,000	\$5,000 - \$35,000
Committee Chair Retainers Overall	\$10,000	\$2,710 - \$84,500	\$15,000	\$2,710 - \$97,500	\$12,000	\$5,000 - \$35,000

**Committee chair retainers have been generally flat in recent years**

- » Median committee chair retainers (with the exception of those for HRC committees) have been flat since 2012.
- » Overall, the median audit committee chair retainer continued to be double the comparable amount paid to governance and nominating committee chairs, and was \$5,000 more than the comparable amount paid to HRC committee chairs.

Median Committee Chair Retainers Paid by *CSSBI 100* Companies (2012-2016)



**Special Committee Compensation**

**Board members received additional compensation for service on special committees**

- » In 2016, special, or *ad hoc* committees, were established by the boards of several *CSSBI 100* companies to address unique issues facing the board and company (e.g., a CEO search, a significant transaction). These committees were composed of independent board members, who usually received additional compensation for their services.
- » Based on the disclosures of a small number of *CSSBI 100* companies (28), special committee members generally received additional meeting fees (typically the standard board or committee meeting fee) or a lump-sum payment for their services on these special committees.
- » Additional special committee chair and member retainers were also paid by a few companies.

# Board Organization, Processes and Policies, *CSSBI 100* Companies

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# Board Organization, Processes and Policies

Spencer Stuart presents an annual review of the organization, processes and selected policies of the boards of *CSSBI 100* companies. This section highlights practices and trends in such areas as board size, board meetings and director attendance, board performance evaluations, share ownership guidelines, and policies for non-executive director retirement and board gender diversity.

## 2016 SNAPSHOT



### 11 board members

The average size of the boards of *CSSBI 100* companies has not changed in past six years

### 4 standing committees

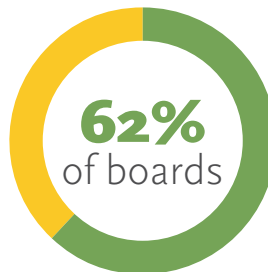


the average number on the boards of *CSSBI 100* companies

Boards of *CSSBI 100* companies held **two fewer meetings**, on average, in 2015 compared to 2012



assess their board members individually—peer reviews were the most common method applied



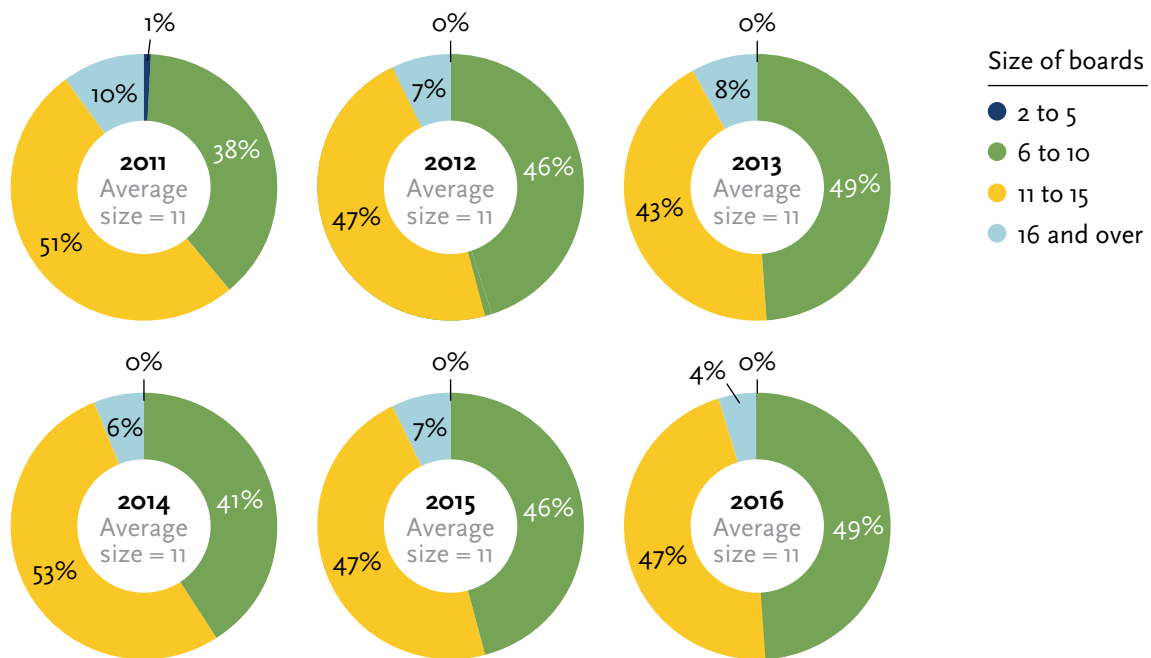
of *CSSBI 100* companies had mandatory retirement ages and/or term limits for board members—**an increase of five boards** compared to 2012

## Board Size

### Small fluctuations in the size of some boards; overall average unchanged

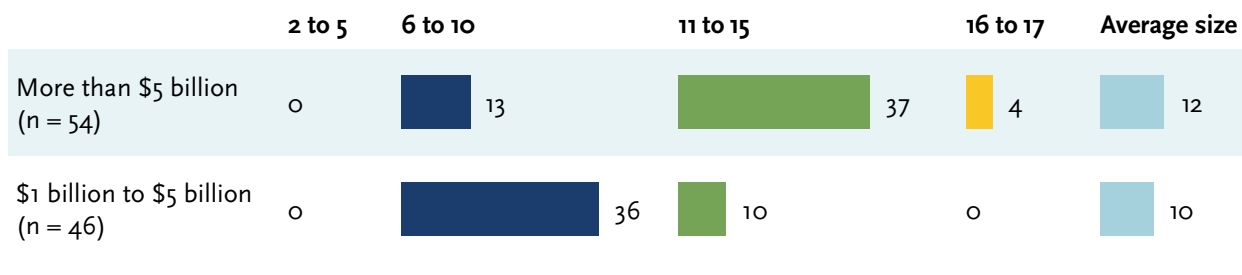
- >> The average size of the boards of *CSSBI 100* companies (11 in 2016) has not changed in the past six years.
- >> However, compared to 2011, there has been an increase in the number of boards with six to 10 board members and a decline in the number of boards with 11 to 15 members. The number of large boards (i.e., those in the 16 plus member range) also declined.

Size of the Boards of *CSSBI 100* Companies (2011-2016)



### The bigger the company, the bigger the board

- >> In 2016, the boards of the larger *CSSBI 100* companies had two more board members (on average) than the boards of the smaller companies. Most (80%) of the boards of the smaller companies ranged from six to 10 board members, compared to two-thirds of the boards of the larger companies that had 11 to 15 board members.
- >> Four boards of the larger *CSSBI* companies had 16 or 17 board members in 2016, compared to none of the smaller companies.

Board Size Comparison: Larger Versus Smaller *CSSBI 100* Companies in 2016

## Board Committees

## Boards of smaller companies had fewer committees

- » In 2016, the boards of *CSSBI 100* companies had an average of four standing committees per board, the same as in 2012.
- » However, on average, the boards of the smaller *CSSBI 100* companies had one less standing committee than the larger ones (3 compared to 4) in 2016. Close to half (46%) of the boards of the smaller companies had three committees.
- » Compared to 2012, there was a notable increase in the number of boards of the smaller *CSSBI 100* companies that operated with three committees, with a corresponding decline in the number with four.

Number of Standing Committees on the Boards of *CSSBI 100* Companies

(2012 compared to 2016)

Committees	2012			2016		
	Overall	More than \$5 billion	\$1 billion-\$5 billion	Overall	More than \$5 billion	\$1 billion-\$5 billion
2	6%	7%	6%	9%	9%	9%
3	23%	8%	36%	31%	18%	46%
4	48%	52%	44%	44%	52%	34%
5	16%	25%	8%	14%	17%	11%
6	5%	4%	6%	0%	0%	0%
7+	2%	4%	0%	2%	4%	0%
Average	4	4	4	4	4	3

## Combined governance, nominations and HRC committees were common; standing risk committees still mostly on financial services boards

- » In 2016, close to 20% (17) of the boards of *CSSBI 100* companies had combined governance, nominations and HRC committees. This practice has been fairly consistent in recent years.
- » Additionally, there has been an increase in the number of boards with standing risk committees (9 in 2012 compared to 15 in 2016). Most of the boards with risk committees in 2016 (10 of 15) were those of companies regulated by the Office of the Superintendent of Financial Institutions (OSFI).
- » For the other boards, risk management oversight was handled by the audit committee and, in a few cases, by the conduct, governance and/or social responsibility committees.

### Types of Standing Committees on the Boards of *CSSBI 100* Companies (2010, 2013, 2016)

Committee	2010	2013	2016
Audit	100%	100%	100%
Governance and Nominating*	84%	85%	82%
Human Resources and Compensation	85%	86%	83%
Governance, Nominating and Human Resources and Compensation (Combined)	15%	14%	17%
Environment, Health and Safety	37%	40%	32%
Pension and Investment	18%	16%	11%
Risk	6%	10%	15%
Finance	9%	14%	8%
Executive	13%	12%	2%
Conduct Review	8%	7%	1%
Social Responsibility and Public Policy	5%	6%	5%
Strategy and Planning	3%	4%	1%
Reserves and Sustainability	8%	9%	7%

\* One company had a combined audit and corporate governance committee.

## Board and Committee Meetings

### Number of board meetings declined

- » Overall, boards of *CSSBI 100* companies held an average of two fewer meetings in 2015 compared to 2012. Compared to 2012, the number of boards of the larger *CSSBI 100* companies that met six or seven times increased from 26% to 29%, while the number that held 10 to 13 meetings dropped from 29% to 20% overall in 2015.
- » In 2015, the number of board meetings held by *CSSBI 100* companies ranged from a low of four to a high of 19.

### Number of Board Meetings Held by *CSSBI 100* Companies (2012 compared to 2015)\*

Board Meetings	2012			2015		
	Overall	More than \$5 billion	\$1 billion-\$5 billion	Overall	More than \$5 billion	\$1 billion-\$5 billion
2 to 5	8%	4%	11%	15%	15%	16%
6 or 7	26%	28%	24%	29%	30%	28%
8 or 9	23%	18%	28%	31%	33%	28%
10-13	29%	35%	24%	20%	15%	26%
14 or more	14%	15%	13%	5%	7%	2%
Average Number of Meetings	10	10	9	8	8	8

\* Board and committee meeting information (as disclosed in each company's Information Circular) applied to meetings held in 2015.

### Boards of the larger *CSSBI 100* companies held more committee meetings than the smaller set

- » In 2015, each of the core committees (audit, HRC, governance and nominating) of the boards of the larger *CSSBI 100* companies held an average of one additional meeting compared to those of the smaller set of companies.
- » Compared to 2012, the average number of HRC and governance and nominating committee meetings held by the larger *CSSBI 100* companies increased by one (likely related to the complexity of setting executive compensation at larger companies).

## Average Number of Meetings Held by the Core Committees of the Boards of CSSBI 100 Companies (2012 compared to 2015)\*

Committees	2012			2015		
	Overall	More than \$5 billion	\$1 billion-\$5 billion	Overall	More than \$5 billion	\$1 billion-\$5 billion
Audit	5	6	5	5	6	5
Governance and Nominating	4	4	4	5	5	4
Human Resources and Compensation	5	5	5	5	6	5
Average Number of Meetings	5	5	5	5	6	5

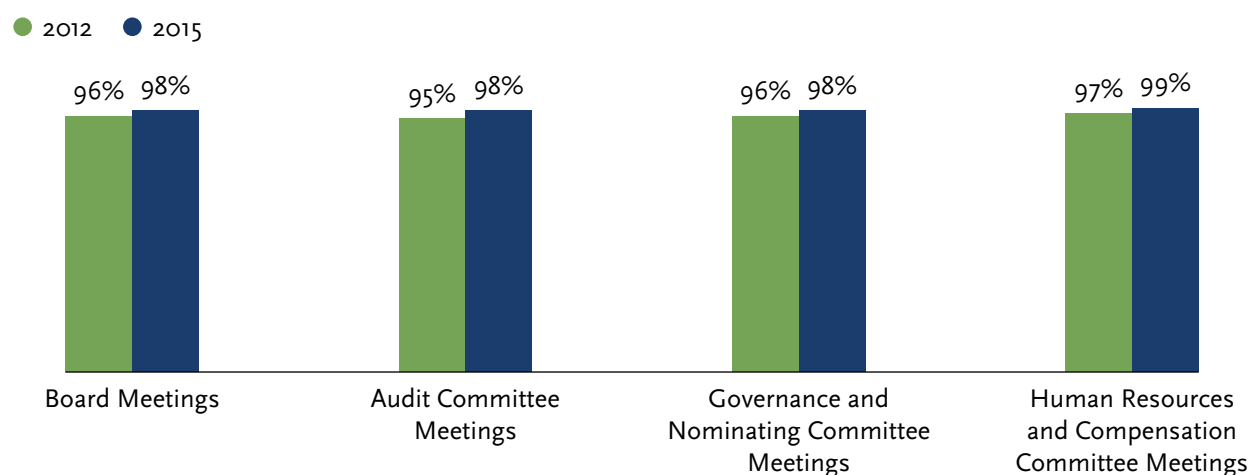
\* Board and committee meeting information (as disclosed in each company's Information Circular) generally applied to meetings held in 2015.

## Attendance at Board and Committee Meetings

### Attendance at board and committee meetings was almost perfect

- >> Average individual attendance (either in person or via teleconference) at CSSBI 100 board and committee meetings in 2015 was nearly perfect.
- >> Attendance in 2015 was about the same as it was in 2012.

### Average Attendance for CSSBI 100 Board and Committee Meetings (2012 compared to 2015)\*



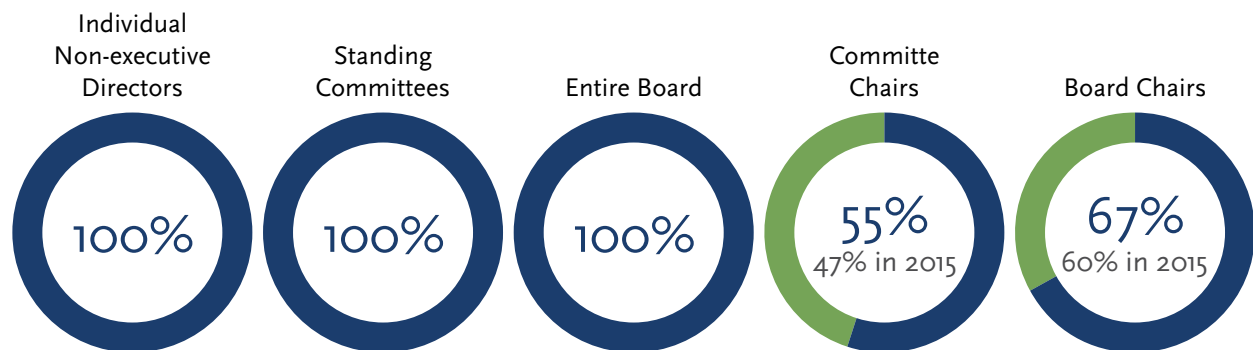
\* Board and committee meeting information (as disclosed in each company's Information Circular) generally applied to meetings held in 2015.

## Performance Evaluations

### Evaluations of board chairs increased; third party advisors being engaged to assist with many board and director assessments

- » Sixty-seven per cent of the boards of *CSSBI 100* companies disclosed that they had a formal evaluation process (led most often by the governance and nominating committee) for the board chair; this represented an increase of seven boards compared to 2015.
- » Every *CSSBI 100* company disclosed that they evaluated the performance of their individual non-executive directors, committees and the board overall. Nearly all of these evaluations were conducted annually.
- » More than half (55%) of the boards of *CSSBI 100* companies disclosed that they had a formal evaluation process for their committee chairs, done apart from the individual non-executive director evaluation.
- » Just over one-quarter (27%) of *CSSBI 100* boards retained a third party advisor/consultant to assist and/or lead the assessments of the board and non-executive directors. Compared to prior years, the disclosure of this practice is relatively new; it also points to challenges boards experience in conducting peer assessments that are both effective and objective.

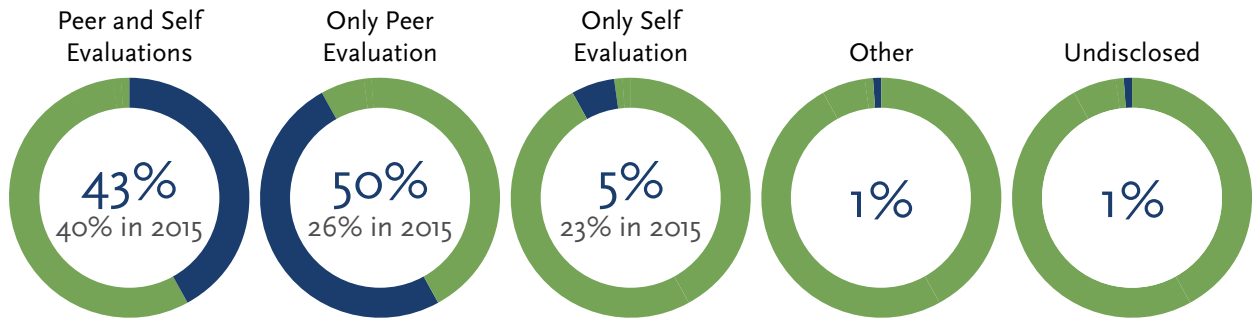
#### Performance Evaluations on the Boards of *CSSBI 100* Companies



### Boards of *CSSBI 100* Companies favoured peer reviews to evaluate their non-executive directors

- » An increasing number of boards (50% in 2016 compared to 26% in 2015) relied on a peer assessment method to evaluate their non-executive directors; interestingly, there was a large year-to-year decrease in the number of boards that used only the self-assessment method (5% in 2016 compared to 26% in 2015).
- » Combined peer and self-evaluations (used by 43% of the boards) was the other method commonly used by the boards of *CSSBI 100* companies to evaluate the performance of non-executive directors.
- » Over half (58%) of all individual evaluations involved a one-on-one review with the board chair.

Methods Used by the Boards of *CSSBI 100* Companies to Evaluate the Performance of their Non-executive Directors

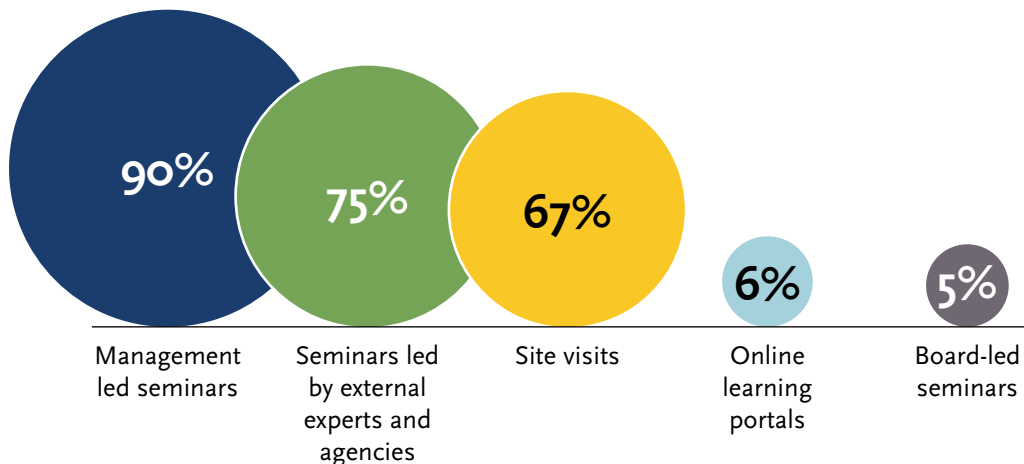


Continuing Education for Board Members

**Boards continued to build on the capabilities of their directors**

- » Every *CSSBI 100* company disclosed that they provided some form of continuing education to their board members. Based on disclosure, the boards of these companies relied on senior management and external experts and agencies to support the ongoing development of their board members.
- » Two-thirds (67%) of the boards of *CSSBI 100* companies reported having site visits as part of ongoing director education.

Continuing Education for Directors of *CSSBI 100* Boards\*



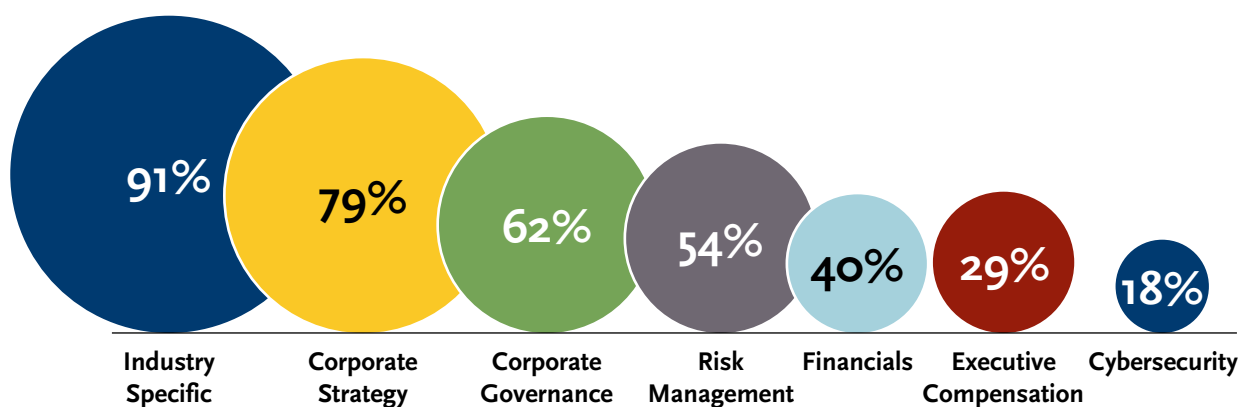
\* Information regarding continuing education generally applied to sessions held in 2015.



## Cybersecurity has been added to director education curriculum

- » In 2016, the vast majority (95) *CSSBI 100* companies disclosed the specifics of their continuing education programmes for board members, including who led the seminars (e.g., management, external experts), the topics that were covered, who attended, as well as the dates and times of the sessions.
- » *CSSBI 100* companies held seminars on a broad-range of topics. Industry-specific sessions were held by most boards, while sessions on corporate governance, strategy, financials, risk management and executive compensation were all frequently delivered.
- » Cybersecurity sessions were a notable addition for many boards; these should increase in the future as companies attempt to address and prevent digital and online threats.

### Continuing Education Sessions Held by the Boards of *CSSBI 100* Companies\*



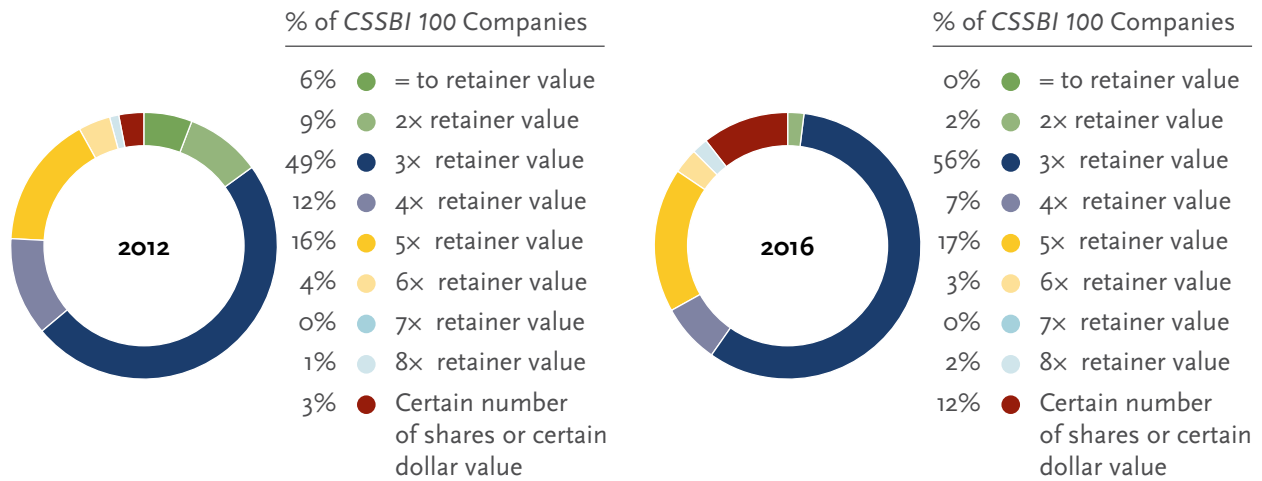
\* Information regarding continuing education generally applied to sessions held in 2015.

## Share Ownership Requirements for Non-executive Directors

### Minimum share ownership for non-executive directors was almost universal

- » For shareholder alignment, almost all (99%) of the boards of *CSSBI 100* companies have instituted minimum share ownership requirements for their non-executive directors. The vast majority of these requirements were mandatory in 2016.
- » Each board specified the type (e.g., common shares, DSUs/RSUs), the amount a director must hold (most commonly three times the retainer value), and the time to reach the goal (most commonly five years).
- » For the majority of these boards (87%), the minimum value of shares was a multiple based on the annual director retainer, including equity; for the remainder, the multiple was based only on the cash portion of the annual director retainer, or a set dollar value.
- » Most (75%) of each company's non-executive directors met the applicable thresholds (as disclosed in each company's Information Circular).

Minimum Share Ownership Guidelines for Non-executive Directors of *CSSBI 100* Companies  
(2012 compared to 2016)\*



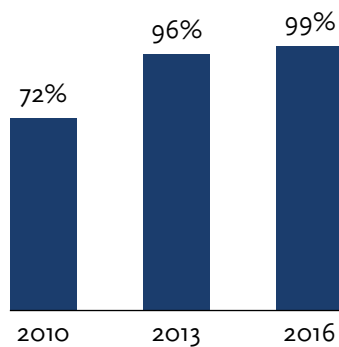
\* As of the date of *CSSBI 100* Information Circulars, filed between December 2015 and September 2016.

## Majority Voting for Non-executive Directors

### Majority voting for non-executive directors has been almost fully adopted

- >> As of 2016, almost every *CSSBI 100* board (99%) had voluntarily adopted majority voting procedures for the election of their non-executive directors.
- >> The number boards following this best practice has increased steadily since 2010.

### Number of Boards of *CSSBI 100* Companies with Majority Voting Procedures (2010, 2013 and 2016)



## Restrictions on Interlocking Directorships

### More boards had formal limits on interlocks in 2016

- » Over three-quarters (81%) of boards of *CSSBI 100* companies disclosed their policies on interlocking directorships in 2016.
- » Of those, one-third of those boards (compared to 11 in 2015) disclosed that they formally limited the number of interlocks amongst directors on their boards.
- » The majority (26 of 33) limited the number of interlocks to one (i.e., no more than two board members may serve together on the same outside board).

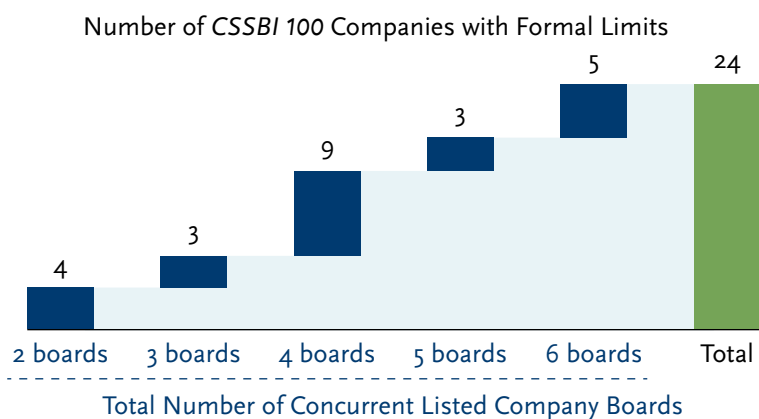
## Limits Set for the Number of Concurrent, Listed Company Boards for Board Members

### Informal limits were generally in force

- » In 2016, almost one-quarter (24) of the boards of *CSSBI 100* companies set formal limits on the number of concurrent, listed company boards upon which their non-executive directors could serve. The limits ranged from two to six boards (including the company board).
- » However, informal limits (e.g., no more than four boards) tend to apply throughout the *CSSBI 100* as boards want engaged board members who can dedicate the appropriate amount of time. In many instances, board members were required to seek prior approval from the board chair before accepting a new board appointment.

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### Limits Set for the Number of Listed Company Boards on which a Non-executive Director May Serve



## Retirement Policies for Non-executive Directors

### Mandatory retirement for non-executive directors on the rise

- » Close to two-thirds (62%) of the boards of *CSSBI 100* companies disclosed having a mandatory retirement policy (i.e., age and/or term limit) in place for their non-executive directors in 2016. The number of boards with mandatory retirement policies has increased slightly compared to 2012, in addition to the average mandatory retirement age (for those companies that used them), which increased from 72 to 73.
- » Just over half (33) of the boards of *CSSBI 100* companies with mandatory retirement policies used a retirement age exclusively; an additional 23 boards used age and term limits together (e.g., 72 years of age or 15 years of service, whichever comes first) to determine when a non-executive director would need to retire. Six other boards used only term limits, set at either 12 or 15 years of continuous service. The majority of these boards disclosed that they made case-by-case extensions of a term for individuals who reached their mandatory limit.
- » Thirty-one *CSSBI 100* boards disclosed that they did not have a mandatory retirement policy in effect in 2016. In recent years, a few *CSSBI 100* boards opted to remove their mandatory retirement age and/or term limit relying, instead, on the board's director evaluation process to guide the timing of individual retirements.

### Retirement Policies for Non-executive Directors of *CSSBI 100* Companies

(2012 compared to 2016)

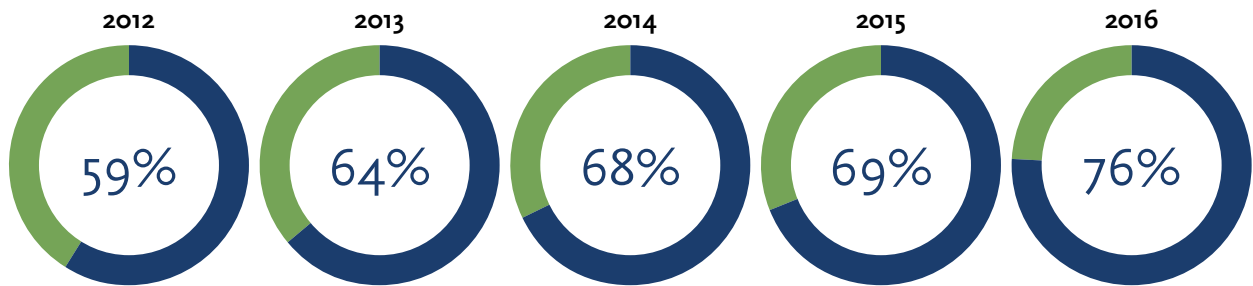
	Boards with Mandatory Retirement for Non-executive Directors	Retirement Age Only		Term Limits Only		Combined Age and Term Limits		
		Number of Boards	Average Retirement Age	Number of Boards	Years of Continuous Service	Number of Boards	Retirement Ages	Term Limits
2012	57%	46	72	3	12 or 15 years	8	70 to 75 years	7 to 15 years
2016	62%	33	73	6	12 or 15 years	23	70 to 75 years	10 to 20 years of continuous service

## Shareholder Advisory Votes on Executive Compensation

### Number of boards staging “say on pay” votes were back on the rise

- » As of September 2016, just over three-quarters (76%) of the boards of *CSSBI 100* companies had voluntarily agreed to stage an advisory (non-binding) shareholder vote on their company’s plan for executive compensation.
- » The number of boards following the practice has increased after being flat in recent years.

Say on Pay Votes Being Staged by the Boards of *CSSBI 100* Companies (2012-2016)



## Board Gender Diversity Policies and Targets

### Board gender diversity polices and targets came into focus

- » In 2016, just over half (52%) of *CSSBI 100* companies disclosed a formal policy, and stated commitment, to identify and recruit more women board members.
- » Many of these companies (33) had also established, and disclosed, a minimum target for the number of women who should be on their boards. The targets, when disclosed, ranged from 25% to 40% of either the full board or all independent board members.

# North American Board Comparisons

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# Selected North American Board Comparisons

## A NORTH AMERICAN VIEW: CANADIAN AND U.S. BOARD COMPARISONS

Spencer Stuart presents a North American view of selected governance practices and benchmarks for comparable sets of leading Canadian and U.S. companies. This review highlights differences and similarities across a range of board practices such as: board size, structure, performance assessments and board compensation.

### 2016 SNAPSHOT

**11 board members** 

The average for *CSSBI 100* and comparable U.S. companies

**8 board meetings**

The average number held by the boards of *CSSBI 100* and comparable U.S. companies



**Separate Board Chair  
and CEO roles**



*CSSBI 100*  
**Women  
board director  
representation** **25%**

**21%**  
Comparable U.S. companies

*CSSBI 100*  
**Median total  
non-executive director  
compensation** **C\$184,000**

**U.S.\$265,500**  
Comparable U.S. companies

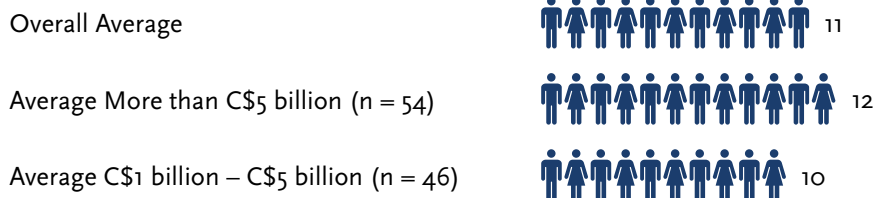
## Board Size

### Canadian and U.S. boards were roughly the same size

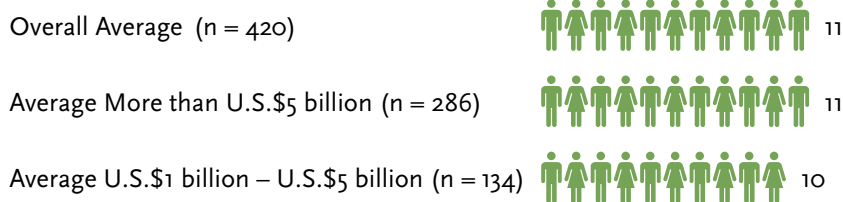
- » On average, there was little difference in the size of the boards of *CSSBI 100* companies and the U.S. comparables in 2016.
- » The boards of the larger *CSSBI 100* companies were the largest overall with an average of 12 board members, and also tended to be comparably bigger (by one member) than the boards of the larger set of U.S. companies.

#### Average Board Sizes: 2016 Canada-U.S. Comparison

##### **CSSBI 100**



##### **Comparable U.S.**

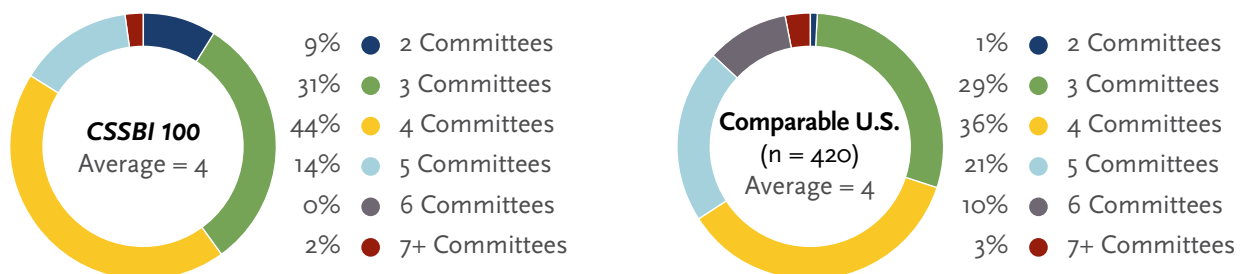


## Board Committees

### More U.S. boards had five or more committees and more Canadian boards had two

- » Overall, the boards in Canada and the U.S. had an average of four standing committees in 2016.
- » In 2016, a greater percentage of the boards in the U.S. had five or more standing committees, 34% compared to 16% amongst the *CSSBI 100*. Interestingly, nine *CSSBI 100* boards (or almost 10% overall) operated with two committees, while the practice was uncommon in the U.S.

#### Standing Committees of the Board: 2016 Canada-U.S. Comparison



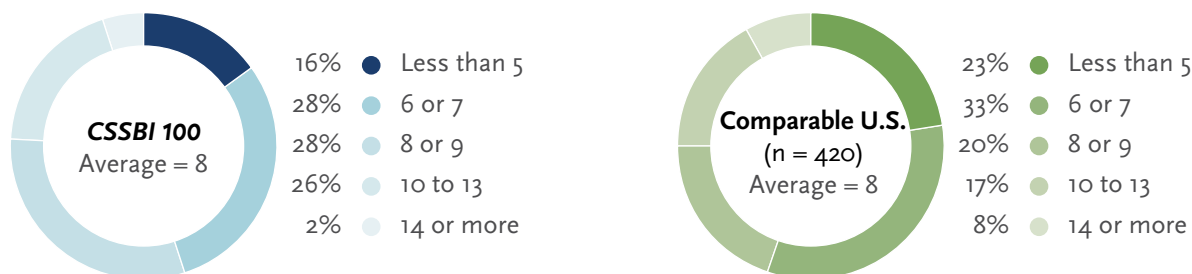


## Board and Committee Meetings

### Small variations in the number of board meetings held by Canadian and U.S. boards

- » On average, the boards of *CSSBI 100* companies held the same number of meetings per year as those of the comparable U.S. firms.
- » Differences in the distribution of meetings held in the two countries did not appear to be significant; however, the boards of *CSSBI 100* companies held more meetings in the higher (eight to 13 meetings) end of the range.

#### Number of Board Meetings: Canada-U.S. Comparison\*



\* Board and committee meeting information applied to meetings held in 2015.

### Board committees in the U.S. (especially audit) met more often

- » Overall, the boards of the comparable U.S. companies held an average of two more committee meetings per year than those of the *CSSBI 100*. The biggest difference was in the average number of audit committee meetings held in each country (four more on average in the U.S.). HRC committees in the U.S. also held more meetings, although the difference with the *CSSBI 100* was less than with audit committees. The average was the same for governance and nominating committees in both countries.
- » The boards of comparable U.S. companies have faced more regulatory and shareholder scrutiny over executive compensation and financials, which has translated into a higher number of meetings for their audit and HRC committees.

#### Average Number of Committee Meetings: Canada-U.S. Comparison\*

	CSSBI 100	Comparable U.S. (n = 420)
Audit Committee Meetings	5	9
Governance and Nominating Committee Meetings	5	5
Human Resources and Compensation Committee Meetings	5	6
<b>Average</b>	<b>5</b>	<b>7</b>

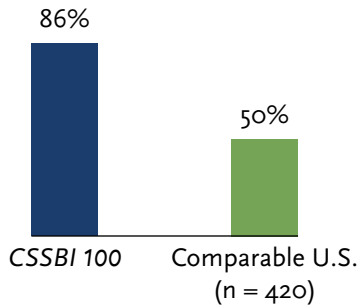
\* Board and committee meeting information generally applied to meetings held in 2015.

## Separate Board Chair and CEO Roles

### Separating board chair and CEO roles was a common practice for Canadian companies; adoption by U.S. companies slow but steady

- >> A significant majority (86%) of *CSSBI 100* companies separated the board chair and CEO roles in 2016, compared to half of the comparable U.S. companies.
- >> The number of comparable U.S. companies with separate board chair and CEO roles has continued to increase, albeit at a slow pace since 2010, when 40% of companies had adopted the practice.
- >> While the vast majority of *CSSBI 100* companies separated the board chair and CEO roles in 2016, one third (28 of 86) of the separate board chairs were non-independent. Most held prior senior executive roles (e.g., founder and/or CEO) with the companies.
- >> In the U.S., 40% (85 of 211) of separate board chairs were non-independent in 2016 (generally for the same reasons as those of the *CSSBI 100*).

#### Separate Board Chair and CEO Roles: 2016 Canada-U.S. Comparison

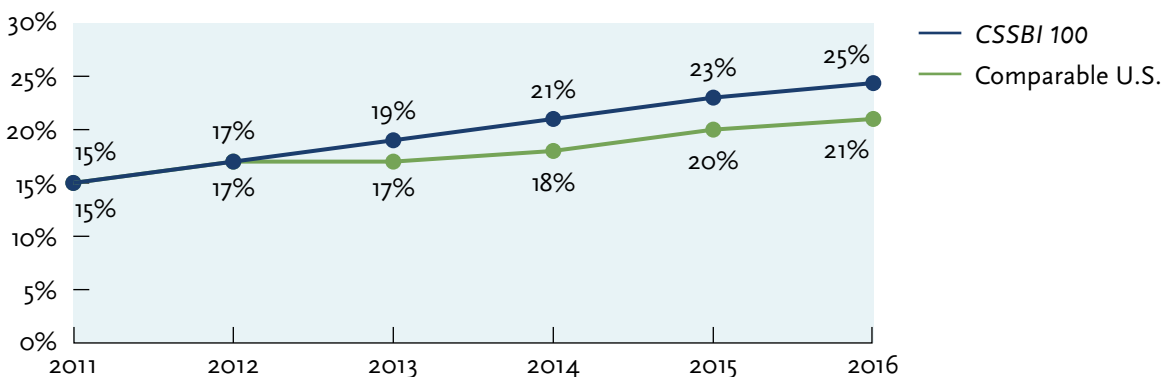


## Women Board Director Representation

### Women board representation was higher in Canada than in the U.S.

- >> In 2016, women held 25% of all board seats on *CSSBI 100* boards, four percentage points higher than women on the boards of the comparable U.S. companies.
- >> Women board director representation has edged-up in both countries, but the rate of increase has been slightly higher in Canada.

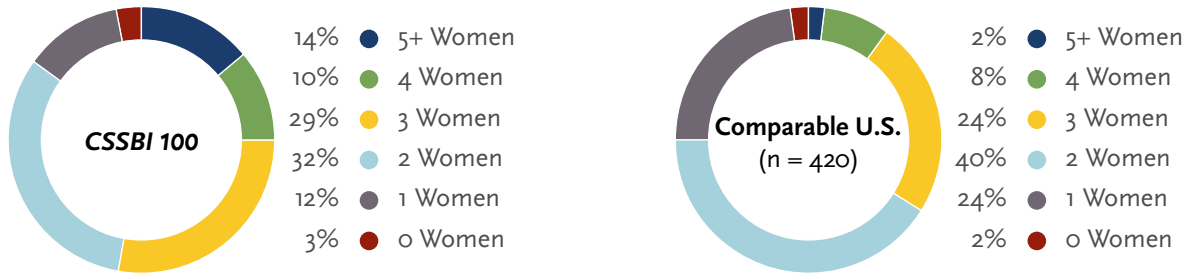
#### Women as a Percentage of All Board Members: Canada-U.S. Comparison (2011-2016)



### More Canadian boards had three or more women directors

- >> In 2016, more than half (53%) of the boards of *CSSBI 100* boards had three or more women directors, compared to 34% for the comparable set of companies in the U.S.
- >> In 2016, a sizable number of boards in both Canada and the U.S. still had less than two women directors (15% of *CSSBI 100* boards compared to 26% of the boards of comparable U.S. companies).

#### Women Board Member Representation: 2016 Canada-U.S. Comparison

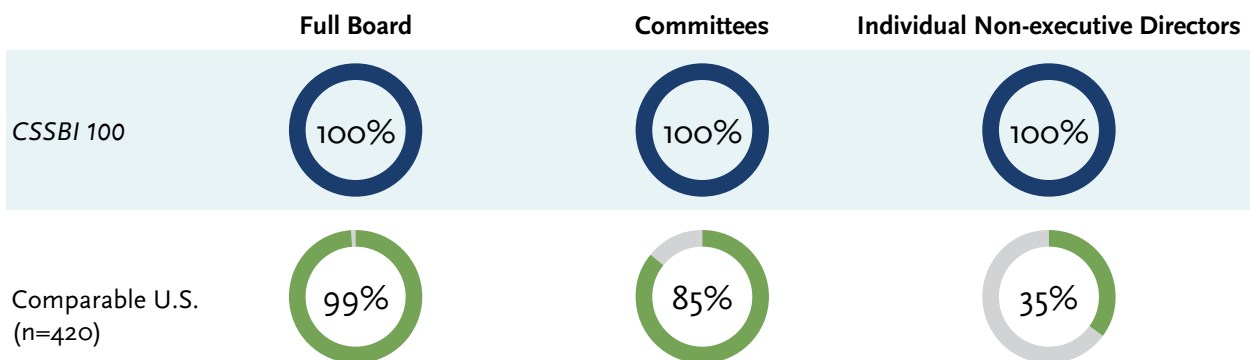


### Performance Evaluations for Boards, Committees and Non-executive Directors

#### Evaluations of non-executive directors were much more prevalent on Canadian boards

- >> While full board and committee evaluations have been widely embraced by the boards of the comparable Canadian and U.S. companies, formal evaluations of individual, non-executive directors (based on company disclosure) were completed by far fewer boards (35%) of the comparable U.S. companies in 2016. Assessments of individual directors, by contrast, were conducted by every *CSSBI 100* board.

#### Board, Committee and Non-executive Director Evaluations: 2016 Canada-U.S. Comparison



## Retirement Policies for Non-executive Directors

### Mandatory retirement of non-executive directors was more common in the U.S.; age limits were the key driver on both sides of the border

- >> Almost two-thirds (62%) of the boards of *CSSBI 100* companies had mandatory non-executive director retirement policies (e.g., retirement age and/or term limits) in place in 2016, compared to almost three-quarters (72%) of the boards of the comparable U.S. companies.
- >> Mandatory retirement ages were used by the majority of the boards (in both Canada and the U.S.) that placed formal service limits on their non-executive directors. Term limits, exclusively, were much less common in both markets.

### Non-executive Director Retirement Ages and Term Limits: 2016 Canada-U.S. Comparison

	Boards with Mandatory Retirement for Non-executive Directors	Retirement Age Only		Term Limits Only		Combined Age and Term Limits		
		Number of Boards	Average Retirement Age	Number of Boards	Years of Continuous Service	Number of Boards	Retirement Ages	Term Limits
<i>CSSBI 100</i>	62%	33	73	6	12 or 15 years	23	70 to 75 years	10 to 20 years of continuous service
Comparable U.S. (n = 420)	72%	292	73	3	12 or 15 years	11	70 to 75 years	10 to 20 years of continuous service

## Age and Tenure of Non-executive Directors

### Age and tenure of non-executive directors were almost the same in Canada and the U.S.

- >> The average age of non-executive directors was the same for both the *CSSBI 100* and the set of U.S. comparables.
- >> Average non-executive director tenure was slightly (one year) less amongst the *CSSBI 100*.

### Non-executive Director Age and Tenure: 2016 Canada-U.S. Comparison

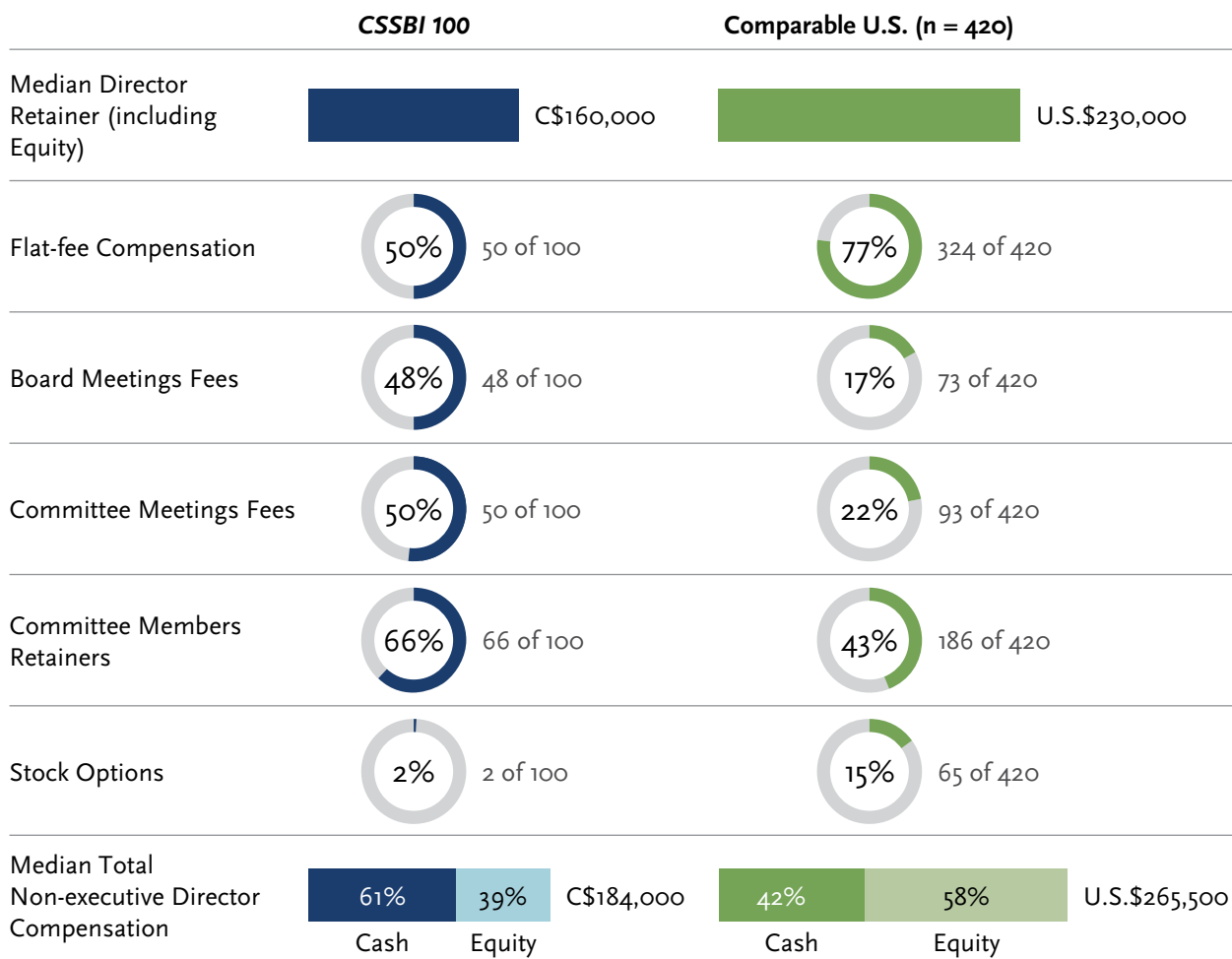
	Average Age	Average Tenure
<i>CSSBI 100</i>	63	8 years
Comparable U.S. (n = 420)	63	9 years

## Board Compensation in Canada and the U.S. in 2016: Benchmarks and Practices

### Overview of Canadian and U.S. Board Compensation

- » **Equity compensation**, which is used by the vast majority of *CSSBI 100* and comparable U.S. companies, comprised a larger portion of the total compensation mix for directors in the U.S. (58% versus 39% amongst the *CSSBI 100*).
- » **Flat-fee compensation** (i.e., director retainers that included board and committee meeting fees) for non-executive directors was far more prevalent in the U.S. (77% overall compared to 50% in Canada), although this pay practice has been increasing amongst the comparable *CSSBI 100* companies.
- » **Committee member** retainers were more common in Canada; they were paid by 66% of *CSSBI 100* companies and by 43% of the comparable set in the U.S.
- » **Stock options** continued to be a more prevalent form of non-executive director compensation in the U.S., where 15% of the comparable companies still issued them, compared to the *CSSBI 100*, where the practice has fallen virtually out of favour.

Non-executive Director Compensation, Selected Benchmarks and Practices:  
2016 Canada-U.S. Comparison

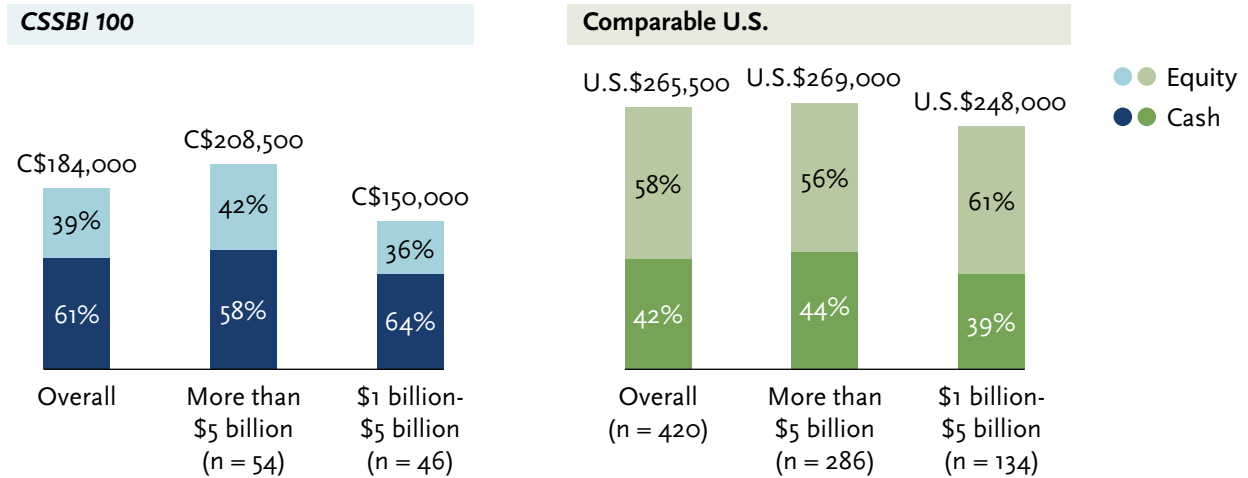


## Total Non-executive Director Compensation: Canada-U.S. Comparison

### Company size mattered more for Canadian board compensation

- >> In 2016, the difference between median total director compensation at the larger and smaller *CSSBI 100* companies (C\$58,500), was more than double the gap that existed between the larger and smaller firms in the U.S.

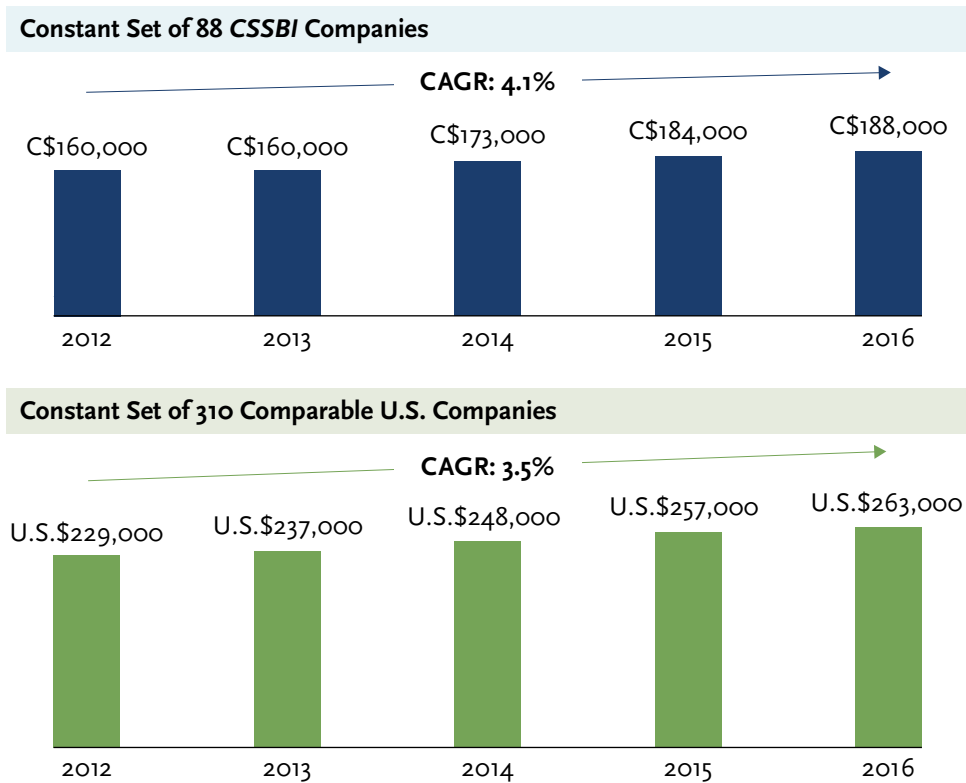
### Median Total Non-executive Director Compensation: 2016 Canada-U.S. Comparison



### Non-executive director compensation has been increasing at a slightly higher rate in Canada

- >> Since 2012, median total non-executive director compensation has followed a similar line in Canada and the U.S., although it has been slightly (about one half of a % point) higher in Canada.
- >> Compensation growth in Canada and the U.S. has been driven largely by increases in equity (either in the number of shares granted or through the appreciation of shares issued at market prices to directors).

Median Total Non-executive Director Compensation (including equity):  
Canada-U.S. Comparison (2012-2016)

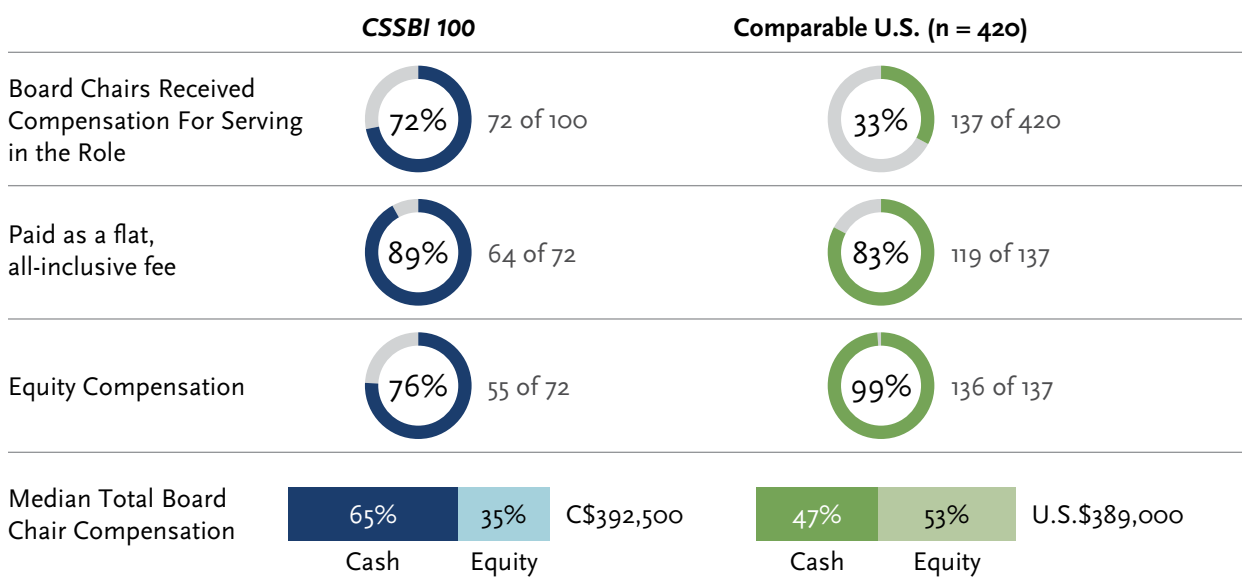


## Board Chair Compensation

### Pay levels for board chairs were similar in Canada and U.S.

- » In 2016, there was a relatively small difference (\$3,500, nominally) between board chair compensation in *CSSBI 100* companies and the U.S. comparables. This contrasts with the much larger pay gap that existed between non-executive directors in Canada and U.S.
- » In Canada, the equity portion of board chair compensation represented just over one-third of the median total; in the U.S., equity represented slightly over half.
- » Flat, all-inclusive compensation was the most common way to remunerate board chairs in both the comparable sets of companies in Canada and the U.S.

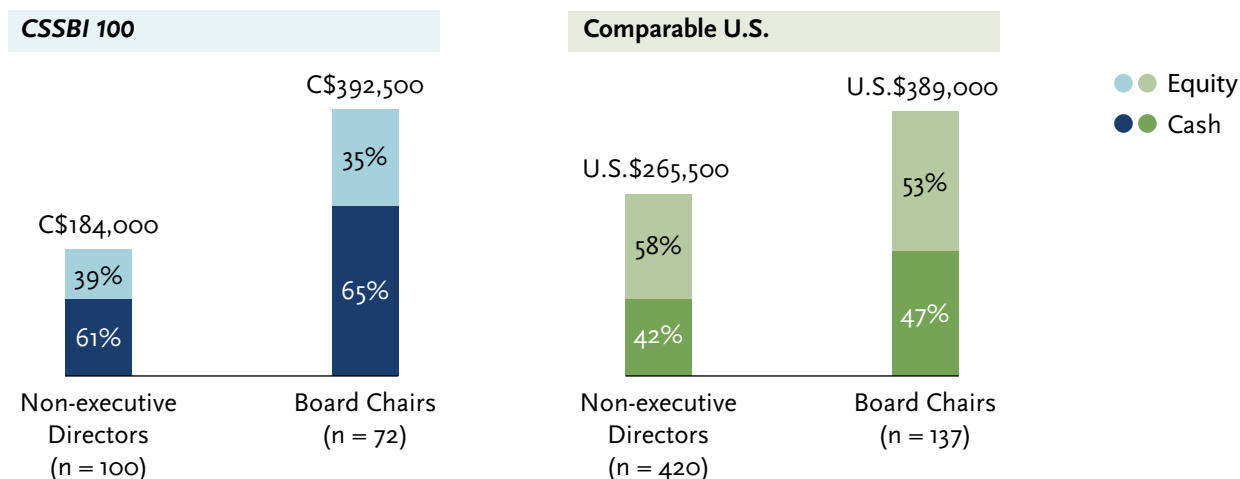
## Board Chair Compensation Practices: 2016 Canada-U.S. Comparison



### Gap between board chair and non-executive director compensation was greater in Canada

- >> The difference between total board chair and non-executive director compensation was relatively more pronounced amongst *CSSBI 100* companies.
- >> Median total compensation for board chairs of *CSSBI 100* companies was more than double that of non-executive directors, in contrast to the U.S. where the difference was somewhat less.

### Median Total Compensation for Non-executive Directors and Board Chairs: 2016 Canada-U.S. Comparison





## Lead Director Compensation

### Lead directors in Canada were usually paid extra, but many in the U.S. were not

- » Among the boards of *CSSBI 100* companies, almost every lead director received extra compensation for serving in the role.
- » In the U.S., where 86% of the boards of comparable companies had a lead director in 2016, a third of them did not receive additional compensation for serving in the role. This is noteworthy given the large number of combined board chair and CEO roles at the comparable U.S. firms and the independent leadership role played by lead directors on those boards.
- » The amounts of additional compensation, when provided, were similar in Canada and in the U.S. (in nominal amounts).

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### Lead Director Compensation Practices and Benchmarks: 2016 Canada–U.S. Comparison

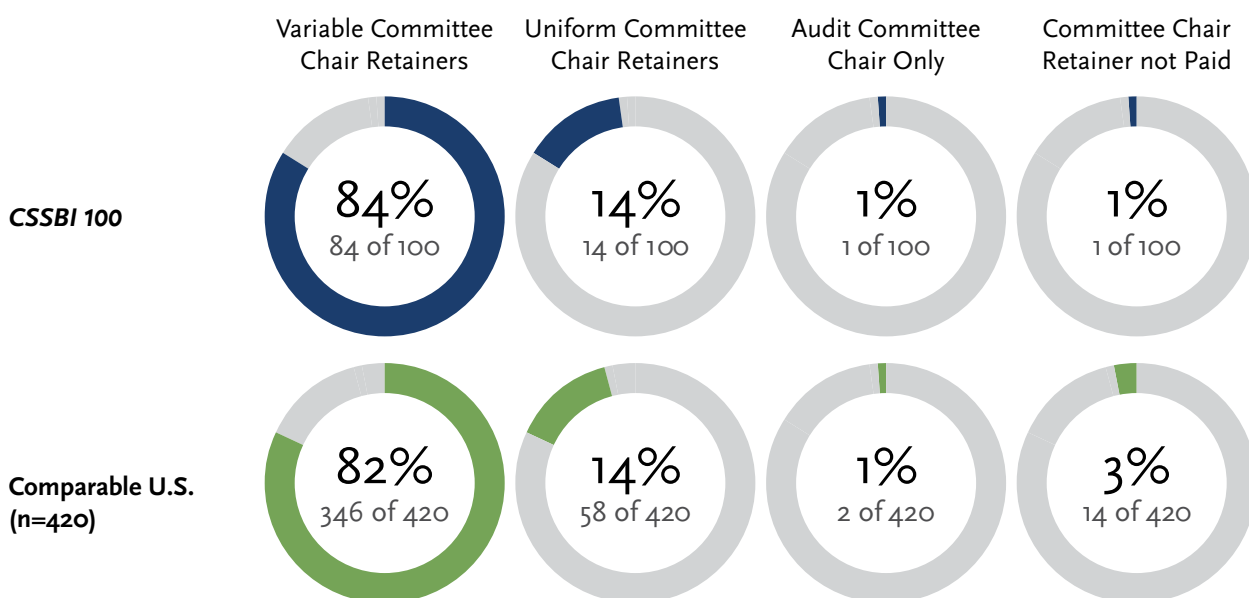
	Companies with a Lead Director	Additional Compensation Provided	Median Additional Compensation	Range of Additional Compensation
<i>CSSBI 100</i>	36	97%	C\$35,000	C\$8,000 - \$150,000
Comparable U.S. (n = 420)	360	66%	U.S.\$25,000	U.S.\$6,000 - \$175,000

## Committee Chair Compensation

### Similar compensation practices in Canada and in the U.S.

- » In 2016, it was a common practice for the comparable *CSSBI 100* and U.S. companies to pay variable committee chair retainers, rather than a uniform amount to all. This practice has led to audit chairs receiving the highest retainers in both markets, and HRC committee chairs receiving relatively more than the others (excluding audit chairs) in Canada.
- » In the U.S., there was a greater tendency to pay a relatively higher retainer to audit chairs only, and a uniform (but lower) retainer to all other committee chairs.

## Committee Chair Compensation Practices: 2016 Canada-U.S. Comparison



## Committee Chair Retainers: 2016 Canada-U.S. Comparison

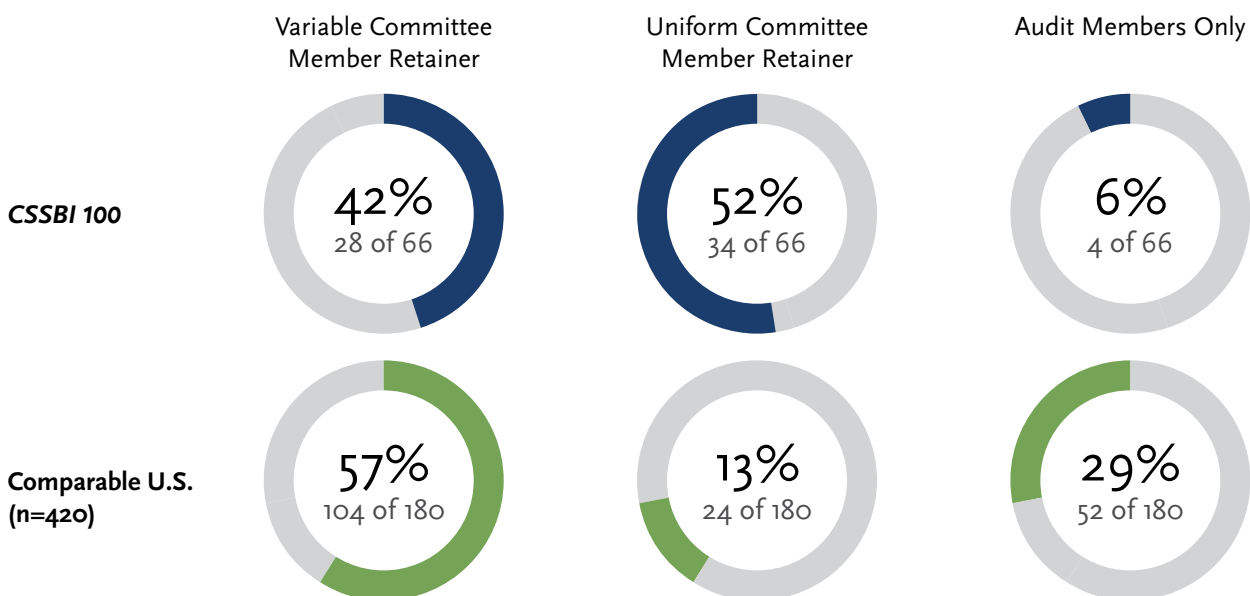
	CSSBI 100 Overall		Comparable U.S. (n = 420)	
	Median	Range	Median	Range
Audit Committees	C\$20,000	C\$2,710 - \$97,500	U.S.\$25,000	U.S.\$3,000- \$75,000
Governance and Nominating Committees	C\$10,000	C\$2,710 - \$84,500	U.S.\$15,000	U.S.\$4,000 - \$65,000
Human Resources and Compensation Committees	C\$15,000	C\$2,710 - \$97,500	U.S.\$20,000	U.S.\$5,000 - \$50,000
Committee Chair Retainers Overall	C\$10,000	C\$2,710 - \$84,500	U.S.\$20,000	U.S.\$3,000 - \$75,000

## Committee Member Compensation

### Additional committee member retainers were more common in Canada

- >> Additional retainers for committee members were more commonly paid by *CSSBI 100* companies. Sixty-six percent of *CSSBI 100* companies paid additional retainers for service on committees, compared to 43% of the U.S. comparables. Overall, however, the amounts paid in the U.S. were close to double the levels paid by comparable *CSSBI 100* companies (in nominal amounts).
- >> *CSSBI 100* companies used uniform and variable committee member retainers in almost equal measure, whereas the variable approach was favoured by the comparable U.S. companies.
- >> Where committee member retainers were variable (in both Canada and the U.S.), audit committee members tended to receive the highest amount.
- >> Interestingly, committee retainers in the U.S. were often paid only to members of the audit committee.

### Committee Member Compensation Practices: 2016 Canada-U.S. Comparison



### Committee Member Retainers: 2016 Canada-U.S. Comparison

	CSSBI 100 Overall		Comparable U.S. (n = 420)	
	Median	Range	Median	Range
<b>Audit Committees</b>	C\$6,000	C\$1,085 - \$55,000	U.S.\$12,500	U.S.\$2,000 - \$35,000
<b>Governance and Nominating Committees</b>	C\$5,000	C\$1,085 - \$55,000	U.S.\$8,000	U.S.\$2,500 - \$55,000
<b>Human Resources and Compensation Committees</b>	C\$5,000	C\$1,500 - \$55,000	U.S.\$10,000	U.S.\$5,000 - \$27,500
<b>Committee Chair Retainers Overall</b>	C\$5,000	C\$1,085 - \$55,000	U.S.\$10,000	U.S.\$2,000 - \$55,000

# Comparative Board Data

2016 *CSSBI 100* Companies

# Comparative Board Data

BOARD CHAIRS AND LEAD DIRECTORS		NUMBER OF DIRECTORS			AGE, TENURE AND SERVICE LIMITS			MEETINGS AND COMMITTEES				BOARD COMPENSATION					
SEPARATE CHAIR AND CEO	LEAD DIRECTOR	TOTAL	RESIDENT IN CANADA	NUMBER NOT INDEPENDENT	NUMBER OF WOMEN	MANDATORY RETIREMENT AGE AND/OR TERM LIMITS (a)	AVERAGE AGE OF DIRECTORS (YEARS)	AVERAGE AGE OF DIRECTOR TENURE (YEARS)	BOARD MEETINGS PER YEAR (b)	NUMBER OF STANDING COMMITTEES	BOARD CHAIR RETAINER \$ (c,d)	DIRECTOR RETAINER \$ (d)	BOARD MEETING FEE \$ (e)	COMMITTEE CHAIR COMPENSATION \$ (f)	COMMITTEE MEETING FEE \$ (e)	COMMITTEE MEMBER RETAINER \$	

## 2016 CSSBI 100 COMPANIES

Aecon Group Inc.	Yes	Yes	9	2	1	2	75/15 years	8	66	7	4	N/A	175,000 <sup>1</sup>	1,500	12,500 <sup>2</sup>	1,500	4,000
Agnico-Eagle Mines Limited	Yes	No	12	1	3	3	No	9	65	7	4	240,000+ <sup>3</sup>	120,000+ <sup>4</sup>	N/A	10,000 <sup>5</sup>	N/A	N/A
Agrium Inc.	Yes	No	10	1	3	3	72	5	60	8	4	U.S. \$440,000 <sup>6</sup>	U.S. \$210,000 <sup>7</sup>	U.S. \$1,000	U.S. \$9,000 <sup>8</sup>	U.S. \$1,000 <sup>9</sup>	US \$3,500
AIMIA Inc.	Yes	No	10	1	0	3	75	8	58	11	3	361,000 <sup>10</sup>	100,000 <sup>11</sup>	1,500	12,000 <sup>12</sup>	1,500	3,000 <sup>13</sup>
Air Canada Inc.	Yes	No	12	1	2	3	75	5	62	9	5	395,000 <sup>14</sup>	175,000 <sup>15</sup>	N/A	10,000 <sup>16</sup>	N/A	5,000 <sup>17</sup>
Algonquin Power & Utilities Corporation	Yes	No	9	2	3	3	No	5	59	12	3	170,000 <sup>18</sup>	75,000 <sup>19</sup>	1,500	7,500 <sup>20</sup>	1,500	N/A
Alimentation Couche-Tard Inc.	Yes	Yes	11	5	1	3	No	15	64	11	2	N/A	90,000 <sup>21</sup>	2,000 <sup>22</sup>	25,000	2,000 <sup>23</sup>	3,060
ATCO Limited	No	Yes	10	4	4	3	70	5	65	7	2	N/A	165,000 <sup>24</sup>	2,000 <sup>25</sup>	8,500 <sup>26</sup>	1,500 <sup>27</sup>	N/A
Bank of Montreal	Yes	No	12	1	4	4	70/15 years	7	60	11	4	400,000 <sup>28</sup>	200,000 <sup>29</sup>	N/A <sup>30</sup>	15,000 <sup>31</sup>	N/A <sup>32</sup>	N/A
Bank of Nova Scotia, The	Yes	No	17	2	6	5	70/10 years	5	59	9	4	400,000 <sup>34</sup>	200,000 <sup>35</sup>	N/A	25,000 <sup>36</sup>	N/A	N/A
Barrick Gold Corporation	No	Yes	14	3	8	2	No	6	62	10	5	N/A	U.S. \$200,000 <sup>37</sup>	N/A	U.S. \$15,000 <sup>38</sup>	N/A	U.S. \$3,000 <sup>39</sup>
BCE Inc.	Yes	No	14	1	1	3	12 years	4	63	6	4	425,000 <sup>40</sup>	190,000 <sup>41</sup>	N/A	35,000 <sup>42</sup>	N/A	N/A
BlackBerry Limited	No	Yes	8	1	5	2	No	3	63	7	2	N/A	200,000 <sup>43</sup>	N/A	20,000 <sup>44</sup>	N/A	N/A
Bombardier Inc.	Yes	Yes	15	6	6	4	72	15	64	15	4	N/A	U.S. \$150,000 <sup>45</sup>	N/A	U.S. \$10,000 <sup>46</sup>	N/A	US \$5,000
Brookfield Asset Management Inc.	Yes	No	16	6	5	4	No	13	61	9	4	U.S. \$500,000 <sup>47</sup>	U.S. \$150,000 <sup>48</sup>	N/A	US \$15,000 <sup>49</sup>	N/A	N/A
BRP Inc.	Yes	No	13	7	6	2	No	7	57	8	3	N/A	150,000 <sup>50</sup>	N/A	15,000 <sup>51</sup>	N/A	10,000 <sup>52</sup>
CAE Inc.	Yes	No	10	1	3	2	72/12 years	7	62	7	3	300,000 <sup>53</sup>	145,000 <sup>54</sup>	N/A	35,000 <sup>55</sup>	N/A	10,000 <sup>56</sup>
Cameco Corporation	Yes	No	10	2	1	2	72/15 years	7	62	10	5	375,000 <sup>57</sup>	160,000 <sup>58</sup>	1,500	11,000 <sup>59</sup>	1,500 <sup>60</sup>	5,000
Canadian Imperial Bank of Commerce	Yes	No	17	1	5	6	75/15 years	7	61	9	4	400,000 <sup>61</sup>	200,000 <sup>62</sup>	N/A	50,000 <sup>63</sup>	N/A <sup>64</sup>	15,000 <sup>65</sup>
Canadian National Railway Company	Yes	No	11	1	6	3	75	11	64	11	8	U.S. \$550,000 <sup>66</sup>	U.S. \$235,000 <sup>67</sup>	N/A	U.S. \$65,000	N/A	55,000
Canadian Natural Resources Limited	No	Yes	11	2	3	2	75	9	67	8	5	\$1	45,000+ <sup>69</sup>	1,500 <sup>70</sup>	10,000 <sup>71</sup>	1,500 <sup>72</sup>	5,000
Canadian Pacific Railway Limited	Yes	No	8	2	5	2	No	3	58	5	4	395,000 <sup>73</sup>	235,000 <sup>74</sup>	N/A	30,000	N/A	N/A
Canadian Tire Corporation Limited	Yes	No	15	5	2	3	No	8	63	9	4	400,000 <sup>75</sup>	155,000 <sup>76</sup>	2,000 <sup>77</sup>	11,000 <sup>78</sup>	2,000 <sup>79</sup>	5,000
Canfor Corporation	Yes	No	9	0	1	0	No	12	71	4	5	230,000 <sup>80</sup>	80,000	2,000	5,000 <sup>81</sup>	2,000 <sup>82</sup>	5,000 <sup>83</sup>
Cascades Inc.	Yes	Yes	13	5	0	4	72/20 years	14	61	8	4	N/A	35,000+ <sup>84</sup>	N/A	20,000 <sup>85</sup>	N/A	13,500 <sup>86</sup>
CCL Industries Inc.	Yes	Yes	9	3	3	2	75	11	64	6	4	N/A	45,000+ <sup>87</sup>	2,000 <sup>88</sup>	7,500 <sup>89</sup>	2,000 <sup>90</sup>	N/A
Celestica Inc.	Yes	No	9	2	3	2	75	8	66	8	3	U.S. \$360,000 <sup>91</sup>	U.S. \$235,000 <sup>92</sup>	N/A	U.S. \$15,000 <sup>93</sup>	N/A	N/A
Cenovus Energy Inc.	Yes	No	11	1	4	2	No	5	67	8	5	250,000+ <sup>94</sup>	30,000+ <sup>95</sup>	1,500 <sup>96</sup>	7,500 <sup>97</sup>	1,500 <sup>98</sup>	N/A
CGI Group Inc.	Yes	Yes	14	4	3	3	No	14	64	7	3	N/A	210,000 <sup>99</sup>	N/A	N/A	N/A	N/A
Cineplex Inc.	Yes	No	10	1	1	2	75	8	61	9	2	150,000 <sup>100</sup>	90,000 <sup>101</sup>	N/A	15,000 <sup>102</sup>	N/A	N/A
DH Corporation	Yes	No	8	1	3	3	75/15 years	6	57	10	3	280,000 <sup>103</sup>	160,000 <sup>104</sup>	N/A <sup>105</sup>	10,000 <sup>106</sup>	N/A	5,000 <sup>107</sup>
Dollarama Inc.	No	Yes	8	3	3	1	No	7	59	6	3	N/A	90,000 <sup>108</sup>	1,500	6,000 <sup>109</sup>	1,500	3,000 <sup>110</sup>
Dorel Industries Inc.	No	Yes	9	4	0	2	No	11	66	9	3	N/A	110,000	1,500	10,000 <sup>111</sup>	1,500	3,000 <sup>112</sup>

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	BOARD CHAIRS AND LEAD DIRECTORS		NUMBER OF DIRECTORS			AGE, TENURE AND SERVICE LIMITS			MEETINGS AND COMMITTEES			BOARD COMPENSATION					
	SEPARATE CHAIR AND CEO	LEAD DIRECTOR	TOTAL	RESIDENT IN CANADA	NUMBER NOT IN CANADA	NUMBER OF WOMEN	MANDATORY RETIREMENT AGE AND/OR TERM LIMITS (a)	AVERAGE DIRECTOR TENURE (YEARS)	AVERAGE AGE OF DIRECTORS (YEARS)	BOARD MEETINGS PER YEAR (b)	NUMBER OF STANDING COMMITTEES	BOARD CHAIR RETAINER \$ (c,d)	DIRECTOR RETAINER \$ (d)	BOARD MEETING FEE \$ (e)	COMMITTEE CHAIR COMPENSATION \$ (f)	COMMITTEE MEETING FEE \$ (e)	COMMITTEE MEMBER \$ RETAINER \$
Emera Inc.	Yes	No	13	1	3	4	70	6	63	11	3	280,000 <sup>113</sup>	145,000 <sup>114</sup>	1,750 <sup>115</sup>	10,000 <sup>116</sup>	1,750 <sup>117</sup>	3,000 <sup>118</sup>
Empire Company Limited	Yes	No	14	5	1	3	72	11	60	9	4	300,000 <sup>119</sup>	100,000 <sup>120</sup>	2,000 <sup>121</sup>	15,000 <sup>122</sup>	2,000 <sup>123</sup>	4,000 <sup>124</sup>
Enbridge Inc.	Yes	No	11	1	6	3	73/15 years	9	68	9	5	495,000+ <sup>125</sup>	235,000 <sup>126</sup>	N/A	10,000 <sup>127</sup>	N/A	N/A
EnCana Corporation	Yes	No	11	1	5	3	71	5	62	6	5	97,750+ <sup>128</sup>	46,920+ <sup>129</sup>	N/A	7,820 <sup>130</sup>	N/A	N/A
Ensign Energy Services Inc.	Yes	Yes	9	2	3	1	75	16	67	8	4	N/A	112,000 <sup>131</sup>	1,200	6,000 <sup>132</sup>	1,200	2,400 <sup>133</sup>
Fairfax Financial Holdings Limited	No	Yes	8	2	1	0	No	8	68	9	3	N/A	75,000+ <sup>134</sup>	N/A	5,000 <sup>135</sup>	N/A	N/A
Finning International Inc.	Yes	No	12	1	5	2	72	6	63	6	4	340,000 <sup>136</sup>	130,000 <sup>137</sup>	1,500 <sup>138</sup>	10,000 <sup>139</sup>	1,500 <sup>140</sup>	3,000 <sup>141</sup>
First Quantum Minerals Ltd.	No	Yes	8	3	4	0	No	7	61	8	5	N/A	U.S. \$165,000 <sup>142</sup>	N/A	U.S. \$10,000 <sup>143</sup>	N/A	U.S. \$5,000 <sup>144</sup>
Fortis Inc.	Yes	No	11	1	2	4	72/12 years	4	55	12	3	360,000 <sup>145</sup>	165,000 <sup>146</sup>	1,500	15,000 <sup>147</sup>	1,500	N/A
George Weston Limited	Yes	Yes	12	4	2	4	75	4	58	7	5	N/A	175,000 <sup>148</sup>	N/A	15,000 <sup>149</sup>	N/A	7,500
Gibson Energy	Yes	No	8	1	2	1	No	4	62	5	3	220,000 <sup>150</sup>	150,000 <sup>151</sup>	N/A	5,000 <sup>152</sup>	N/A	N/A
Gildan Activewear Inc.	Yes	No	8	1	3	2	72	7	64	10	3	U.S. \$275,000 <sup>153</sup>	U.S. \$150,000 <sup>154</sup>	U.S. \$1,500	U.S. \$10,000 <sup>155</sup>	U.S. \$1,500	N/A
Goldcorp Inc.	Yes	Yes	9	2	1	3	No	8	66	5	4	1,150,000 <sup>156</sup>	250,000 <sup>157</sup>	1,500	10,000 <sup>158</sup>	1,500	N/A
Hudson's Bay Company	Yes	Yes	11	5	8	2	No	4	58	7	3	N/A	200,000 <sup>159</sup>	N/A	20,000 <sup>160</sup>	N/A	5,000 <sup>161</sup>
Husky Energy Inc.	Yes	No	15	6	9	2	No	12	69	6	4	120,000 <sup>162</sup>	120,000 <sup>163</sup>	N/A	10,000 <sup>164</sup>	N/A	5,000 <sup>165</sup>
Hydro One	Yes	No	15	1	1	6	75/12 years	1	60	6	4	260,000 <sup>166</sup>	160,000 <sup>167</sup>	N/A	20,000	N/A	N/A
Imperial Oil Limited	No	No	7	2	2	2	72	10	66	7	5	N/A	110,000+ <sup>168</sup>	N/A <sup>169</sup>	10,000	N/A	20,000 <sup>170</sup>
Industrial Alliance Insurance and Financial Services Inc.	Yes	No	14	1	1	5	70	7	62	8	4	200,000 <sup>171</sup>	60,000 <sup>172</sup>	1,500 <sup>173</sup>	5,000 <sup>174</sup>	1,500 <sup>175</sup>	3,000 <sup>176</sup>
Intact Financial Corporation	Yes	No	12	1	3	4	12 years	10	61	6	4	340,000 <sup>177</sup>	160,000 <sup>178</sup>	N/A	15,000 <sup>179</sup>	N/A	9,000 <sup>180</sup>
Interfor Corporation	Yes	No	9	1	3	1	75/15 years	9	66	4	4	250,000 <sup>181</sup>	125,000 <sup>182</sup>	N/A	10,000 <sup>183</sup>	N/A	N/A
Jean Coutu Group (PJC) Inc.	Yes	No	15	5	0	7	75	15	64	9	3	450,979 <sup>184</sup>	53,800 <sup>185</sup>	2,000 <sup>186</sup>	6,000 <sup>187</sup>	2,000 <sup>188</sup>	3,000 <sup>189</sup>
Just Energy Group Inc.	Yes	Yes	10	3	6	2	75/15 years	4	59	9	5	N/A	125,000 <sup>190</sup>	N/A	5,000 <sup>191</sup>	N/A	N/A
Kinross Gold Corporation	Yes	No	9	1	2	3	73/10 years	10	61	9	4	445,000 <sup>192</sup>	210,000 <sup>193</sup>	N/A	30,000 <sup>194</sup>	N/A	15,000 <sup>195</sup>
Laurentian Bank of Canada	Yes	No	11	1	0	5	No	8	61	11	3	220,000 <sup>196</sup>	95,000 <sup>197</sup>	N/A <sup>198</sup>	15,000	N/A	N/A <sup>199</sup>
Linamar Corporation	Yes	No	6	3	0	1	70	23	73	5	2	N/A	40,000	1,630 <sup>200</sup>	2,710	1,630 <sup>201</sup>	1,085
MacDonald, Dettwiler and Associates Ltd.	Yes	No	7	1	4	1	No	9	65	8	3	225,000 <sup>202</sup>	100,000 <sup>203</sup>	1,500	10,000 <sup>204</sup>	1,500 <sup>205</sup>	5,000
Magna International Inc.	Yes	No	10	1	5	3	No	5	66	7	3	U.S. \$500,000 <sup>206</sup>	U.S. \$150,000 <sup>207</sup>	U.S. \$2,000 <sup>208</sup>	U.S. \$25,000	U.S. \$2,000 <sup>209</sup>	U.S. \$25,000
Manulife Financial Corporation	Yes	No	15	1	6	5	12 years	6	64	10	4	U.S. \$400,000 <sup>210</sup>	U.S. \$150,000 <sup>211</sup>	U.S. \$2,000 <sup>212</sup>	U.S. \$25,000 <sup>213</sup>	U.S. \$1,500	U.S. \$5,000 <sup>214</sup>
Maple Leaf Foods Inc.	Yes	No	10	1	1	2	75/15 years	3	61	9	4	300,000 <sup>215</sup>	150,000 <sup>216</sup>	N/A	10,000 <sup>217</sup>	N/A	1,500
Martinrea International Inc.	Yes	Yes	8	2	3	1	No	4	62	5	3	N/A	200,000 <sup>218</sup>	N/A	15,000	N/A	4,000

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# Comparative Board Data

	BOARD CHAIRS AND LEAD DIRECTORS		NUMBER OF DIRECTORS				AGE, TENURE AND SERVICE LIMITS			MEETINGS AND COMMITTEES			BOARD COMPENSATION				
	SEPARATE CHAIR AND CEO	LEAD DIRECTOR	TOTAL	RESIDENT IN CANADA	NUMBER NOT IN CANADA	NUMBER OF WOMEN	MANDATORY RETIREMENT AGE AND/OR TERM LIMITS (a)	AVERAGE DIRECTOR TENURE (YEARS)	AVERAGE AGE OF DIRECTORS (YEARS)	BOARD MEETINGS PER YEAR (b)	NUMBER OF STANDING COMMITTEES	BOARD CHAIR RETAINER \$ (c,d)	DIRECTOR RETAINER \$ (d)	BOARD MEETING FEE \$ (e)	COMMITTEE CHAIR COMPENSATION \$ (f)	COMMITTEE MEETING FEE \$ (e)	COMMITTEE MEMBER RETAINER \$
Methanex Corporation	Yes	No	11	1	7	3	No	9	65	6	5	360,000 <sup>219</sup>	180,000 <sup>220</sup>	N/A	10,000 <sup>221</sup>	N/A	10,000 <sup>222</sup>
Metro Inc.	Yes	No	14	2	1	5	72/15 years	7	58	7	3	250,000 <sup>223</sup>	80,000 <sup>224</sup>	1,750 <sup>225</sup>	7,500 <sup>226</sup>	1,750 <sup>227</sup>	2,500 <sup>228</sup>
National Bank of Canada	Yes	No	13	1	0	5	12 years	4	59	19	4	350,000 <sup>229</sup>	125,000 <sup>230</sup>	N/A	20,000 <sup>231</sup>	N/A	15,000 <sup>232</sup>
Onex Corporation	No	Yes	11	3	2	2	No	13	70	4	2	N/A	U.S. \$240,000 <sup>233</sup>	N/A	U.S. \$15,000 <sup>234</sup>	U.S. \$2,000 <sup>235</sup>	U.S. \$4,500 <sup>236</sup>
Open Text Corporation	Yes	Yes	9	3	2	3	No	15	60	11	3	U.S. \$200,000 <sup>237</sup>	U.S. \$50,000 <sup>238</sup>	N/A	U.S. \$6,000 <sup>239</sup>	N/A	U.S. \$8,000 <sup>240</sup>
Parkland Fuel Corporation	Yes	No	9	2	0	2	75	7	62	9	3	230,000 <sup>241</sup>	110,000 <sup>242</sup>	1,500 <sup>243</sup>	15,000 <sup>244</sup>	1,500 <sup>245</sup>	N/A
Potash Corporation of Saskatchewan Inc.	Yes	No	13	2	4	4	72	8	58	13	4	U.S. \$400,000 <sup>246</sup>	U.S. \$200,000	N/A	U.S. \$15,000 <sup>247</sup>	U.S. \$1,500	U.S. \$5,000
Power Corporation of Canada	No	No	12	3	2	2	No	7	62	6	4	N/A	100,000 <sup>248</sup>	2,000	15,000 <sup>249</sup>	2,000	5,000 <sup>250</sup>
Quebecor Inc.	Yes	Yes	10	3	0	2	No	7	63	14	3	390,000 <sup>251</sup>	90,000 <sup>252</sup>	20,000 <sup>253</sup>	11,000 <sup>254</sup>	20,000 <sup>255</sup>	6,000 <sup>256</sup>
Resolute Forest Products Limited	Yes	Yes	9	2	4	1	No	5	66	11	4	U.S. \$300,000 <sup>257</sup>	U.S. \$150,000 <sup>258</sup>	N/A	U.S. \$15,000 <sup>259</sup>	N/A	N/A
RioCan Real Estate Investment Trust	Yes	No	9	2	0	3	75/15 years	11	67	8	4	375,000 <sup>260</sup>	160,000 <sup>261</sup>	1,500	10,000 <sup>262</sup>	1,500	N/A
Rogers Communications Inc.	Yes	Yes	15	7	1	5	No	13	61	8	7	250,000 <sup>263</sup>	145,000 <sup>264</sup>	1,500 <sup>265</sup>	10,000 <sup>266</sup>	1,500 <sup>267</sup>	N/A
Royal Bank of Canada	Yes	No	14	1	4	5	70/15 years	8	60	8	4	525,000 <sup>268</sup>	250,000 <sup>269</sup>	N/A	50,000 <sup>270</sup>	N/A	N/A
Russel Metals Inc.	Yes	No	10	1	2	3	No	8	65	5	4	247,000 <sup>271</sup>	112,000 <sup>272</sup>	2,000	8,000 <sup>273</sup>	2,000	4,000
Saputo Inc.	Yes	Yes	10	2	0	5	No	3	55	5	2	500,000 <sup>274</sup>	65,000 <sup>275</sup>	2,000	7,500 <sup>276</sup>	2,000	5,000
Shaw Communications Inc.	Yes	Yes	16	4	3	3	No	16	68	9	4	N/A	65,000 <sup>277</sup>	1,500	10,000 <sup>278</sup>	1,500	6,000
SNC-Lavalin Group Inc.	Yes	No	10	1	5	1	72/15 years	4	60	5	4	400,000 <sup>279</sup>	180,000 <sup>280</sup>	2,250 <sup>281</sup>	12,000 <sup>282</sup>	2,250 <sup>283</sup>	N/A
Stantec Inc.	Yes	No	8	1	4	2	72	10	65	4	2	75,000 <sup>284</sup>	50,000 <sup>285</sup>	N/A	18,000 <sup>286</sup>	N/A	N/A
Sun Life Financial Inc.	Yes	No	11	1	3	3	12 years	4	61	15	4	405,000 <sup>287</sup>	140,000 <sup>288</sup>	1,750	30,000	1,750	10,000
Suncor Energy Inc.	Yes	No	12	1	3	4	72	9	64	6	4	530,000 <sup>289</sup>	50,000 <sup>290</sup>	1,500	10,000 <sup>291</sup>	1,500	5,000 <sup>292</sup>
Superior Plus Corporation	Yes	No	10	1	1	2	72	8	61	13	4	290,000 <sup>293</sup>	120,000 <sup>294</sup>	1,500	10,000 <sup>295</sup>	1,500 <sup>296</sup>	5,000
Teck Resources Limited	Yes	Yes	14	3	4	2	75	10	63	17	5	660,000 <sup>297</sup>	160,000 <sup>298</sup>	1,500	8,000 <sup>299</sup>	1,500	6,000
TELUS Corporation	Yes	No	12	1	0	3	15 years	5	64	6	4	490,000 <sup>300</sup>	215,000 <sup>301</sup>	N/A <sup>302</sup>	15,000 <sup>303</sup>	N/A <sup>304</sup>	N/A
Thomson Reuters Corporation	Yes	Yes	13	5	8	2	No	9	62	5	3	U.S. \$600,000 <sup>305</sup>	U.S. \$200,000 <sup>306</sup>	N/A	U.S. \$50,000 <sup>307</sup>	N/A	N/A
Torontom Industries Limited	Yes	Yes	10	2	0	2	72	15	66	4	3	300,000 <sup>308</sup>	115,500 <sup>309</sup>	2,000	10,000 <sup>310</sup>	2,000	5,000 <sup>311</sup>
Toronto-Dominion Bank, The	Yes	No	14	1	5	5	75/10 years	5	61	10	4	400,000 <sup>312</sup>	200,000 <sup>313</sup>	N/A <sup>314</sup>	50,000 <sup>315</sup>	N/A <sup>316</sup>	N/A <sup>317</sup>
TransAlta Corporation	Yes	No	9	1	5	3	72/15 years	5	64	5	3	330,000 <sup>318</sup>	160,000 <sup>319</sup>	N/A <sup>320</sup>	15,000 <sup>321</sup>	N/A	N/A
Transat A.T. Inc.	No	Yes	11	3	0	3	75	10	63	8	4	N/A	65,000 <sup>322</sup>	1,500 <sup>323</sup>	10,000 <sup>324</sup>	1,500 <sup>325</sup>	3,000 <sup>326</sup>
TransCanada Corporation	Yes	No	12	1	4	3	70	6	63	8	4	491,000 <sup>327</sup>	180,000 <sup>328</sup>	1,500	12,000 <sup>329</sup>	1,500	5,500
Transcontinental Inc.	Yes	Yes	14	5	0	5	No	9	57	7	3	484,500 <sup>330</sup>	60,000	1,500 <sup>331</sup>	8,000 <sup>332</sup>	1,500 <sup>333</sup>	3,000
TransForce Inc.	No	Yes	9	2	3	1	80	9	67	7	3	N/A	100,000 <sup>334</sup>	1,500 <sup>335</sup>	12,000	1,500 <sup>336</sup>	5,000
Uni-Sélect Inc.	Yes	No	10	3	3	2	72/15 years	4	60	12	3	250,000 <sup>337</sup>	60,000 <sup>338</sup>	1,750	8,000 <sup>339</sup>	1,750	N/A

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	SEPARATE CHAIR AND CEO	LEAD DIRECTOR	TOTAL	RESIDENT IN CANADA	NUMBER NOT IN CANADA	NUMBER OF WOMEN	MANDATORY RETIREMENT AGE AND/OR TERM LIMITS (a)	AVERAGE DIRECTOR TENURE (YEARS)	AVERAGE AGE OF DIRECTORS (YEARS)	BOARD MEETINGS PER YEAR (b)	NUMBER OF STANDING COMMITTEES	BOARD CHAIR RETAINER \$ (c,d)	DIRECTOR RETAINER \$ (d)	BOARD MEETING FEE \$ (e)	COMMITTEE CHAIR COMPENSATION \$ (f)	COMMITTEE MEETING FEE \$ (e)	COMMITTEE MEMBER RETAINER \$
Wajax Corporation	Yes	No	10	1	1	1	70	11	63	6	3	225,000 <sup>340</sup>	80,000 <sup>341</sup>	1,500	10,000 <sup>342</sup>	1,500	N/A
West Fraser Timber Co. Limited	Yes	Yes	12	2	2	1	70	12	61	7	4	450,000 <sup>343</sup>	155,000 <sup>344</sup>	N/A	5,000 <sup>345</sup>	N/A	N/A
WestJet Airlines Limited	Yes	No	10	2	1	2	No	8	62	6	4	200,000 <sup>346</sup>	115,000 <sup>347</sup>	N/A <sup>348</sup>	8,000 <sup>349</sup>	N/A	6,000
WSP Global Inc.	Yes	Yes	9	4	3	3	No	3	58	7	2	395,870 <sup>350</sup>	170,000 <sup>351</sup>	N/A	20,000 <sup>352</sup>	N/A	5,000 <sup>353</sup>
Yamana Gold Inc.	No	Yes	10	1	3	2	75	8	65	12	4	N/A	U.S. \$175,000 <sup>354</sup>	U.S. \$2,000	U.S. \$12,500 <sup>355</sup>	U.S. \$1,750 <sup>356</sup>	N/A

\* Board information does not reflect changes made by the boards of individual CSSBI 100 companies after August 31, 2016. All amounts are in Canadian dollars unless otherwise indicated.

## FOOTNOTES FOR COLUMN HEADINGS

N/A: non-applicable

- Mandatory director retirement ages and/or term limits (in years) as disclosed by each company; “N/avail” indicates that details of policy could not be confirmed.
- Total number of board meetings, including those held by teleconference, as disclosed in each company’s 2016 management information circular.
- Figures include: dedicated board chair retainers and regular director retainers, based on eligibility (see applicable footnote).
- Figures include: compensation in equity, except where noted with “+”, which indicates that additional share units were granted (see applicable footnote).
- Many companies provide higher fees for extra travel, time or services undertaken by directors. These amounts are not reflected here.
- Includes the lowest committee chair retainer and the lowest committee member retainer, based on eligibility (see applicable footnote for variable amounts).



NOTES FOR COMPARATIVE BOARD DATA

- 1 Included \$100,000 in DSUs.
- 2 Audit Committee Chair and CGNC Committee Chair received \$20,000.
- 3 Included director retainer. Additional RSUs granted.
- 4 Additionally, 3,000 RSUs granted in 2015.
- 5 Audit Committee Chair received \$25,000.
- 6 Flat-fee. Chairman receives minimum of US\$132,000 in DSUs.
- 7 Included US\$115,000 in DSUs.
- 8 Audit Committee Chair received US\$20,000; HR Chair received US\$15,000.
- 9 US\$1,500 for Audit Committee meetings.
- 10 Flat-fee. Chairman received \$161,000 in DSUs. Also received Aeroplan Program membership privileges and a discretionary travel award of up to \$20,000 per year.
- 11 Included \$50,000 in DSUs, issued quarterly. Also received Aeroplan Program membership privileges and a discretionary travel award of up to \$20,000 per year.
- 12 Audit Committee Chair received \$20,000, Governance and Nominations Committee Chair received \$15,000.
- 13 Audit Committee members received \$5,000.
- 14 Flat-fee. Includes \$88,000 in DSUs. Director retainer paid in addition to Board Chair retainer.
- 15 Flat-fee. Includes a minimum of 40% in DSUs or common shares (\$70,000).
- 16 Audit, Finance and Risk Committee and Pension Committee Chairs received \$20,000.
- 17 Audit, Finance and Risk Committee and Pension Committee members received \$10,000.
- 18 Flat-fee. Included \$85,000 in DSUs.
- 19 Included \$37,500 in DSUs. Directors who permanently reside in U.S. receive same nominal amounts in USD.
- 20 Audit Committee Chair received \$12,000.
- 21 Included a minimum of 50% in DSUs (\$45,000).
- 22 \$2,000 for special meetings of the board of directors attended in person, and \$1,000 for special meetings of the board of directors attended via phone or teleconference.
- 23 \$2,000 for special committee meetings attended in person, and \$1,000 for special committee meetings attended via phone or teleconference.
- 24 Directors are required to receive a minimum of \$20,000 of their annual retainer in ATCO Class I Non-Voting Shares and have the option of receiving up to 50% of their annual retainer in ATCO Class I Non-Voting Shares.
- 25 \$2,000 for Board meeting, strategy, round table, and briefing sessions. \$800 for routine administrative matters where the nature of discussion is brief.
- 26 Audit Committee Chair received \$25,000.
- 27 \$800 for routine administrative matters where the nature of discussion is brief.
- 28 Flat-fee. Included \$150,000 in equity.
- 29 Included \$125,000 in equity and assumes membership on two board committees.
- 30 \$2,000 fee for each special Board meeting in excess of five per year.
- 31 Audit and Conduct Review Committee, Human Resources Committee and Risk Review Committee Chairs received \$50,000; Governance and Nominating Committee Chair received \$25,000.
- 32 Directors received \$1,500 for each special committee meeting in excess of five per year.
- 33 Directors received \$10,000 for each committee membership in excess of two.
- 34 Flat-fee. Includes \$120,000 in equity.
- 35 Flat-fee. Includes \$120,000 in bank common shares or DDSUs.
- 36 Audit and Conduct Review Committee Chair and Human Resources Committee Chair received \$50,000; and Executive and Risk Committee Chairs received \$25,000.
- 37 Flat-fee. 75% of retainer is received in DSUs, with option to receive 100% in DSUs.
- 38 Audit Committee Chair received US\$25,000.
- 39 This amount applied exclusively to Audit Committee members.
- 40 Flat-fee. Must receive at least 50% of retainer in DSUs once the minimum share ownership requirement is met.
- 41 Flat-fee. Directors serving on one committee of the Board received \$190,000, Directors serving on two committees receive \$205,000. The Chair of the governance committee received \$225,000. The Chair of the compensation and audit committees received \$250,000. After the Minimum Ownership guideline is met, directors must receive 50% of their fees in DSUs. Until it is met, directors receive 100% of compensation in DSUs.
- 42 Governance Committee and Pension Committee Chairs received \$225,000 (all inclusive, flat-fee). Audit Committee and Compensation Committee Chairs received \$250,000 (all inclusive, flat fee).
- 43 Flat-fee. 100% of annual retainer for the initial year is paid in DSUs; thereafter, 60% of the annual retainer is paid in DSUs.
- 44 Audit Committee Chair received \$25,000. Compensation, Nomination & Governance Committee Chair receives \$20,000.
- 45 Each director is required to receive his/her entire annual retainer in DSUs until he/she holds shares and/or DSUs having a minimum value of CAD \$400,000 throughout his/her tenure as a director. Once the minimum is met, he/she must continue to receive at least 50% of his/her annual retainer in DSUs. On the other hand, independently from the foregoing, a director can elect to receive not less than 50% of his/her travel fees and committee retainer(s) in DSUs.
- 46 Audit Committee Chair received US\$20,000.
- 47 Flat-fee.
- 48 Flat-fee. Paid 50% in DSUs until minimum ownership is achieved. Thereafter, independent directors must take 25% of their annual director retainer in DSUs.
- 49 Audit Committee Chair received US\$35,000, Compensation and Risk Management Committee Chairs received US\$15,000.
- 50 Only Directors that are independent under NI 52-110 were compensated.
- 51 Only Audit Committee Chair received Committee Chair retainer of \$15,000.
- 52 Only Committee Members that are independent under NI 52-110 received a retainer.
- 53 Flat-fee.
- 54 Flat-fee. Director must take all of their annual fees in DSUs until the minimum ownership requirement is met. Once they have met the requirement, they receive \$75,000 in DSUs, and the rest in cash or DSU, at their election.
- 55 Included member retainer.
- 56 Special ad hoc steering committee Member received additional \$15,000.
- 57 Flat-fee. The Chairman of the Board received 60% of his fees in DSUs until the minimum ownership requirement is met.
- 58 Directors must receive 60% of their fees in DSUs until the minimum ownership requirement is met. They can elect to receive 0%, 25%, 50%, 75%, or 100% in DSUs thereafter.
- 59 Audit and Finance Committee and Human Resources and Compensation Committee Chairs received \$20,000.
- 60 \$2000 for Audit and Finance, and Human Resources and Compensation committee meetings.
- 61 Flat-fee. Included \$250,000 in common shares or DSUs.
- 62 Included \$100,000 in common shares or DSU. Directors, who are U.S. citizens and whose primary residence is in the United States, will receive their director compensation in U.S. dollars.
- 63 Corporate Governance Committee Chair Retainer included membership on a second committee (excluding special ad hoc committees).
- 64 Directors received \$1,000 for each special Board and/or standing committee meeting attended that exceeds four in a fiscal year. The fee is the same whether the meeting is attended in person or by teleconference.
- 65 \$15,000 paid for each additional committee membership in excess of one (excluding special ad hoc committees and committee chair).
- 66 Included US\$375,000 in common shares or DRUs.
- 67 Included US\$200,000 in common shares or DSUs. Directors (including Board Chair) may choose to receive all or part of their cash retainer in common shares or DSUs.
- 68 Audit Committee Chair and Compensation Committee Chair received US\$75,000. Other Committee chairs received US\$65,000.
- 69 Directors may choose to receive all or part of their cash retainer in common shares or DRUs. In addition to cash portion directors receive 4,000 common shares annually.
- 70 \$1,000 if attended by telephone.
- 71 Audit Committee Chair received \$25,000, and Compensation Committee Chair received \$15,000.
- 72 \$1,000 if attended by telephone.
- 73 Flat-fee. Paid entirely in DDSUs as of 2016.
- 74 Flat-fee. Paid entirely in DDSUs as of 2016. Directors not resident in Canada were paid the same face amount of annual retainers and meeting fees in U.S. dollars.
- 75 Flat-fee.
- 76 A director who does not meet the required investment under the Director Share Ownership Guidelines upon his or her election or appointment to the Board receives at least 50% of the annual director retainer in DSUs or, at the option of the director, the entire annual director retainer in cash to acquire Common Shares or Class A Non-Voting Shares in the open market.
- 77 \$1,000 for telephone meetings of less than 60 minutes.
- 78 Audit Committee Chair received \$30,000. Management Resources & Compensation Committee and Governance Committee Chairs received \$17,500. Brand and Values Committee Chair received \$11,000.
- 79 \$1,000 for telephone meetings of less than 60 minutes. \$2,750 for Audit Committee meetings attended in person; \$1,375 for audit committee telephone meetings of less than 60 minutes.
- 80 Included director retainer. Does not include applicable Committee Chair retainer, Committee member retainer and board and committee meeting fees.
- 81 Audit Committee and Joint Capital Expenditures Committee Chairs received \$20,000. This included the member retainer.
- 82 \$2,000 for each committee meeting except for Joint Capital Expenditures Committee meetings.
- 83 Audit Committee and Joint Capital Expenditures Committee members received \$10,000.
- 84 Directors are were credited with an additional DSU grant. The number of DSUs credited to each director's account is calculated by dividing the amount of the quarterly cash compensation by the market value of one Common Share on the applicable expiration date being the last business day of March, June, September and December of the Corporation's fiscal year.
- 85 Audit & Finance Committee Chair \$25,000; Corporate Governance & Nominations, HR

- and Environment, Health and Safety Committee Chairs received \$20,000.
- 86 Audit & Finance Committee and Corporate Governance & Nominations members received \$15,000; HR and Environment, Health and Safety Committee members received \$13,500.
- 87 Received an additional DSU grant.
- 88 \$1,000 if attended by telephone.
- 89 Audit Committee Chair received \$12,500.
- 90 \$1,000 if attended by telephone.
- 91 Included US\$270,000 in DSUs.
- 92 Included 75% equity. Directors must elect to be paid either 100% or 75% of their aggregate annual retainers and travel fees in the form of DSUs.
- 93 Audit Committee Chair received \$20,000. No Committee Chair retainer for Nominating & Corporate Governance Committee Chair (while Committee is chaired by Chair of the Board).
- 94 In addition to cash retainer Board Chair also received a DSU grant of 7,500 units.
- 95 In addition to cash retainer all non-employee directors received 6,500 DSUs annually.
- 96 Payable only to non-employee directors. Where the director is normally resident outside of western Canada, or when the location of a Board or Committee meeting is outside of western Canada and away from the director's place of residence, an additional fee of \$1,500 is paid to the director for each series of Board and/or Committee meetings attended per any one travel event.
- 97 Audit Committee Chair received \$15,000.
- 98 Payable only to non-employee directors. Where the director is normally resident outside of western Canada, or when the location of a Board or Committee meeting is outside of western Canada and away from the director's place of residence, an additional fee of \$1,500 is paid to the director for each series of Board and/or Committee meetings attended per any one travel event.
- 99 Board retainers include membership on one committee and all directors who are Canadian residents are required to receive 50% of the retainer in DSUs.
- 100 Flat-fee. Can elect to receive all or part of the retainer in DSUs.
- 101 Flat-fee. Can elect to receive all or part of retainer in DSUs.
- 102 Audit Committee Chair receives \$20,000.
- 103 Flat-fee. Included \$140,000 in DSUs.
- 104 Flat-fee. Included \$80,000 in DSUs.
- 105 \$1,500 per Board of Directors meeting attended in excess of five (5) regularly scheduled meetings and five (5) additional meetings.
- 106 Audit Committee Chair received \$20,000.
- 107 Additional committee fee of \$5,000 is applied to Directors who serve on more than one committee, but does not apply to the Chair.
- 108 Included \$40,000 in DSUs.
- 109 Audit Committee Chair received \$12,500.
- 110 Audit Committee members received \$5,000.
- 111 Audit Committee Chair received \$25,000, Human Resources and Compensation Committee Chair received \$15,000 and Governance and Nominating Committee Chair received \$10,000.
- 112 Audit Committee members received \$5,000.
- 113 Flat-fee. Included \$130,000 in DSUs.
- 114 Included \$100,000 in DSUs.
- 115 \$1,250 if attended by telephone.
- 116 Audit Committee Chair received \$20,000 and Management Resources and Compensation Committee Chair received \$15,000.
- 117 \$1,250 if attended by telephone.
- 118 Audit Committee members received \$5,000.
- 119 Flat-fee.
- 120 Flat-fee. Directors must take 50% of their total fees in DSUs until the minimum share ownership requirement has been met.
- 121 \$1,500 if attended by telephone.
- 122 Audit Committee Chair received \$30,000, Human Resources Committee Chair received \$25,000, Corporate Governance Committee and Nominating Committee Chairs received \$15,000.
- 123 \$1,500 if attended by telephone.
- 124 Audit Committee and Human Resources Committee members received \$5,000, Corporate Governance Committee and Nominating Committee members received \$4,000.
- 125 Flat-fee. Included the director retainer. Until minimum ownership requirement is met, 50% of compensation must be taken in DSUs. Once the requirement is met, 25% must be taken in DSUs.
- 126 Flat-fee. Until minimum ownership requirement is met, 50% of compensation must be taken in DSUs. Once the requirement is met, 25% must be taken in DSUs.
- 127 Audit, Finance and Risk Committee Chair received \$25,000. Human Resources & Compensation Committee Chair received \$20,000. Safety & Reliability Committee Chair received \$15,000.
- 128 In addition to cash retainer Board Chair also received a DSU grant of 18,000 units.
- 129 In addition to cash retainer all non-employee directors receive 9,800 DSUs annually.
- 130 Audit Committee Chair received \$15,640, Human Resources and Compensation Committee Chair received \$11,730. No Committee Chair retainer is paid to the Chair of Nominating and Corporate Governance Committee, which is subsumed in the Board Chair retainer.
- 131 Includes \$80,000 in common shares or DSUs.
- 132 Audit Committee Chair received \$12,000.
- 133 Audit Committee members received \$4,000.
- 134 Flat-fee. Non-management directors additionally receive a restricted stock grant of approximately \$500,000 in subordinate voting shares, vesting at 10% a year, at most, commencing one year after the grant.
- 135 Audit Committee Chair received \$10,000.
- 136 Flat-fee. Included \$145,000 in DSUs.
- 137 Included \$80,000 in DSUs.
- 138 \$1,000 if attended by telephone.
- 139 Audit Committee Chair received \$20,000, Human Resources Committee Chair received \$15,000.
- 140 \$1,000 if attended by telephone.
- 141 Audit Committee members received \$6,000.
- 142 Include US\$45,000 in DSUs.
- 143 Audit Committee Chair received US\$30,000, Environment, Health & Safety Committee Chair received US\$20,000, Compensation Committee Chair received US\$20,000, Funding Committee Chair received US\$20,000 and Nominations and Governance Committee Chair received US\$10,000.
- 144 Audit Committee members received US\$15,000, Environment, Health & Safety Committee members received US\$10,000, Compensation Committee members received US\$10,000, Funding Committee member received US\$10,000 and Nominations and Governance Committee members received US\$5,000.
- 145 Flat-fee. Includes \$155,000 in DSUs.
- 146 Includes \$105,000 in DSUs.
- 147 Audit Committee Chair received \$20,000.
- 148 Flat-fee. Includes \$87,500 in DSUs.
- 149 Audit Committee Chair received \$30,000, Governance Committee Chair received \$25,000.
- 150 Flat-fee. Includes \$57,500 in share-based awards and \$57,500 in option-based awards.
- 151 Flat-fee. Includes \$40,000 in share-based awards and \$40,000 in option-based awards.
- 152 Audit Committee Chair received \$10,000.
- 153 Flat-Fee. Included US\$125,000 DSUs.
- 154 Includes US\$75,000 in DSUs.
- 155 Audit and Finance Committee Chair received US\$20,000 (US\$5,000 of the Audit Committee chair retainer paid in DSUs). Compensation and Human Resources Committee Chair received US\$15,000.
- 156 Flat-fee. Paid quarterly. Includes US\$150,000 in equity (5,931 RSUs).
- 157 Includes US\$150,000 in equity (5,931 RSUs).
- 158 Audit Committee and Compensation Committee Chairs received US\$20,000.
- 159 Flat-fee. Includes \$130,000 annual DSU grant.
- 160 Audit Committee Chair received \$30,000, Human Resources and Compensation Committee Chair received \$25,000 and Corporate Governance and Nominating Committee Chair received \$20,000.
- 161 Audit Committee members received \$10,000, Human Resources and Compensation Committee members received \$7,500 and Corporate Governance and Nominating Committee members received \$5,000.
- 162 Flat-fee. Both Board Co-Chairs received only Board retainer.
- 163 Flat-fee.
- 164 Audit Committee Chair received \$20,000.
- 165 Audit Committee members received \$12,500.
- 166 Flat-fee. Includes \$130,000 in DSUs.
- 167 Flat-fee. Includes \$80,000 in DSUs.
- 168 In addition to cash retainer all non-employee directors receive 2,000 RSUs annually.
- 169 \$2,000 for each irregular/unscheduled board or committee meeting.
- 170 A fee of \$20,000 was paid to all non-executive directors for membership on all board committees. There are five standing committees of the board.
- 171 Flat-fee.
- 172 Can elect compensation in DSUs.
- 173 \$1,000 if attended by telephone.
- 174 Audit Committee, Investment Committee, and Human Resources and Governance Committee Chairs received \$10,000.
- 175 \$1,000 if attended by telephone.
- 176 Audit Committee, Investment Committee and Human Resources and Corporate Governance Committee members received \$5,000.
- 177 Flat-fee. Includes \$95,000 in DSUs.
- 178 Flat-fee. Includes \$88,000 in common shares or DSUs.
- 179 Audit Committee, Human Resources and Compensation Committee and Risk Management Committee Chairs received \$25,000.
- 180 Audit Committee, Human Resources and Compensation Committee and Risk Management Committee members received \$13,000.
- 181 Flat-fee. Includes \$150,000 in DSUs.

NOTES FOR COMPARATIVE BOARD DATA

- 182 Flat-fee. Includes \$75,000 in DSUs.
- 183 Audit Committee Chair receives \$15,000.
- 184 Flat-fee.
- 185 The Deferred Share Unit Plan, entirely optional, allows directors to receive up to 100% of their total compensation in share units.
- 186 \$750 if attended by telephone.
- 187 Audit Committee Chair receives \$12,000.
- 188 \$750 if attended by telephone.
- 189 Audit Committee members receive \$3,500.
- 190 Directors receive a flat annual board and retainer fee of \$125,000 of which a minimum of 15% is payable in shares or DSGs.
- 191 Audit Committee Chair receives an annual retainer of \$25,000.
- 192 Flat-fee. Includes director retainer of which 50% is mandatorily paid in DSUs.
- 193 Flat-fee. 50% is mandatorily paid in DSUs.
- 194 Audit and Risk Committee Chair receives \$70,000. The Independent Chair, who is also Chair of the Human Resources and Compensation Committee, does not receive a fee for serving as Chair of this HRC Committee.
- 195 Member retainer paid to Committee Chairs and members. Audit Committee members received \$20,000.
- 196 Flat-fee. Includes director retainer of which \$20,000 is mandatorily paid in DSUs.
- 197 Flat-fee. Directors who have not met the minimum ownership requirement must take 50% of directors compensation in DSUs. Once the requirement has been met, directors receive \$20,000 in DSUs.
- 198 There is no board meeting fee for regularly scheduled meetings. Directors receive \$1,200 per meeting for special meetings or training sessions.
- 199 Directors, except the Board Chair, receive \$10,000 for sitting on more than one committee.
- 200 \$650 if attended by telephone.
- 201 \$650 if attended by telephone.
- 202 Independent Chair, like each independent director receives deferred share units equal to one and one-half times their annual cash retainer.
- 203 Each Director receives deferred share units equal to one and one-half times their annual cash retainer.
- 204 Audit Committee Chair receives \$17,500.
- 205 Audit Committee members receive a fee of \$2,500 for each audit committee meeting attended.
- 206 Flat-fee. Includes US\$300,000 mandatorily paid in DSUs.
- 207 Includes US\$90,000 mandatorily paid in DSUs. Directors must take at least 60% in DSUs.
- 208 US\$400 for written resolutions and US\$4,000 for additional services per day.
- 209 US\$400 for written resolutions and US\$4,000 for additional services per day.
- 210 Flat-fee.
- 211 Can elect to receive all or portion of retainer in equity. Until such time as a director has reached an equity position having a value representing three times the directors' annual retainer the director must take 100% of the directors' annual retainer in common shares or DSUs.
- 212 US\$1,500 for education sessions (not held during the regularly scheduled Board and Committee meeting times).
- 213 Audit Committee, Management Resource & Compensation Committee, and Risk Committee Chairs received US\$40,000. Corporate Governance and Nominating Committee Chair received US\$25,000.
- 214 Audit Committee, Management Resource & Compensation Committee, and Risk Committee members received US\$8,000. Corporate Governance and Nominating Committee members received US\$5,000.
- 215 Board Chair compensation is inclusive of the retainer for service on the Board, but exclusive of service on any committees.
- 216 Flat-fee. Directors may elect to receive DSUs or actual shares for the net amount after tax withholding instead of cash.
- 217 Audit Committee Chair receives \$15,000.
- 218 Flat-fee. Includes \$100,000 in DSUs. A director may elect to receive a higher percentage of compensation in DSUs.
- 219 Flat-fee. Includes \$180,000 paid in RSUs.
- 220 Flat-fee. Includes \$90,000 paid in DSUs.
- 221 Audit, Finance and Risk Committee Chair received \$30,000, which included \$10,000 Audit, Finance and Risk Committee member retainer.
- 222 This amount applies exclusively to Audit Committee members.
- 223 Flat-fee. 25% of retainer is mandatorily paid in DSUs or Common Shares.
- 224 Directors' base annual retainer must be paid all in DSUs, until each director holds three (3) times his base annual retainer in DSUs or Common Shares, which constitutes the minimum required shareholding level for directors. Each director has three (3) years to comply with the minimum shareholding level requirement. Subsequently, each director will continue to receive at least 25% of his total compensation in DSUs.
- 225 \$875 if attended by telephone.
- 226 Audit Committee Chair receives \$15,000.
- 227 \$875 if attended by telephone.
- 228 Audit Committee members receive \$5,000.
- 229 Flat-fee. Includes the annual director retainer 25% of total Board Chair compensation mandatorily paid in DSUs.
- 230 Flat-fee. Includes \$62,500 in common shares.
- 231 Audit Committee and Risk Management Committee Chairs receive \$25,000.
- 232 Directors receive \$15,000 per committee for sitting on more than one board committee.
- 233 Includes minimum US\$190,000 in DSUs.
- 234 Audit and Corporate Governance Committee Chair receives US\$30,000.
- 235 US\$1,000 if attended by telephone.
- 236 Audit and Corporate Governance Committee members, excludes Committee Chair, receive US\$7,500.
- 237 US\$200,000 cash retainer and discretionary number of DSU's that varies from year to year.
- 238 Flat fee. Additional equity awards are made annually on a discretionary basis by the board.
- 239 Audit Committee Chair and Compensation Committee Chair receive US\$10,000. Paid quarterly. Committee Chair additionally receive Coommittee member retainers.
- 240 Audit Committee members receive US\$25,000. Compensation Committee members receive US\$15,000. Paid quarterly.
- 241 Includes \$130,000 in DSUs.
- 242 Includes \$65,000 in DSUs.
- 243 \$1,000 for telephone meeting. Chairs receive \$2,500 per meeting, \$1,500 for telephone meetings.
- 244 This retainer applies only to Audit Committee Chair and Compensation and Corporate Governance Committee Chair. Paid quarterly.
- 245 \$1,000 if attended by telephone. Chairs receive \$2,500 per meeting, \$1,500 if attended by telephone.
- 246 Flat-fee.
- 247 Audit Committee and Human Resources and Compensation Committee Chairs receive US\$20,000.
- 248 Includes \$50,000 in DSUs.
- 249 Audit Committee Chair receives \$30,000, Compensation Committee Chair receives \$20,000.
- 250 Audit Committee members receive \$7,500, Compensation Committee members receive \$6,000.
- 251 Flat-fee.
- 252 Mimum 10% of base retainer must be received in DSUs.
- 253 \$20,000 lump sum for attendance fees effective June 19th, 2014.
- 254 Audit Committee Chair recieves \$30,000, Human Resources and Compensation Chair receives \$15,000.
- 255 \$20,000 lump sum for attendance fees effective June 19th, 2014.
- 256 Audit Committee members recieve \$15,000, Human Resources and Compensation members receive \$11,000.
- 257 Flat-fee. Includes director retainer which includes US\$75,000 in DSUs.
- 258 Flat-fee. Includes US\$75,000 in DSUs or RSUs.
- 259 Audit Committee Chair receives US\$25,000.
- 260 Flat-fee. Includes \$150,000 in deferred units.
- 261 Includes \$100,000 in deferred units.
- 262 Audit Committee Chair receives \$20,000. Human Resources and Compensation Committee Chair receives \$15,000.
- 263 Flat-fee. In addition to sash retainer the Chairman receives 4,000 DSUs annually.
- 264 Includes \$80,000 in DSUs.
- 265 \$1,500 for travel less then 100 km to meeting; \$1,750 (travel 100 to 1000 km); \$2,000 (travel over 1,000 km). Directors are entitled to a fee of \$500 for attendance by telephone conference call if less than one hour, subject to the discretion of the Chairman to determine that the full meeting fee will be paid.
- 266 Audit Committee Chair recieves \$30,000, Human Resources and Compensation Chair receives \$20,000.
- 267 For all committees other than Audit & Risk members: \$1,500 for travel less then 100 km to meeting; \$1,750 (travel 100 to 1000 km); \$2,000 (travel over 1,000 km). Audit Committee Chair meeting fees are \$3,000 per meeting. Other Committee Chairs meeting fees are \$2,000 per meeting. For all committees other than Audit & Risk: \$1,500 for travel less then 100 km to meeting; \$1,750 (travel 100 to 1000 km); \$2,000 (travel over 1,000 km). For Audit & Risk meetings: \$2,000 for travel less then 100 km to meeting; \$2,250 (travel 100 to 1000 km); \$2,500 (travel over 1,000 km).
- 268 Flat-fee. Includes annual board director retainer 150,000 of total Board Chair compensation mandatorily paid in DSUs.
- 269 Flat-fee. Includes \$150,000 in common shares or DSUs.
- 270 Audit Committee, Human Resources Committee and Risk Committee Chairs received \$50,000.
- 271 Flat-fee. Includes \$72,000 in DSUs, paid quarterly.
- 272 Includes \$72,000 in DSUs.
- 273 Audit Committee Chair received \$14,000. Management Resources & Compensation Chair received \$10,500.
- 274 Flat-fee.
- 275 Additionally non-executive directors receive 4,000 DSUs.
- 276 Audit Committee Chair receives \$10,000 and 1,200 additional DSUs.

- 277 Additionally non-executive directors receive 3,500 DSUs.
- 278 Audit Committee Chair receives \$40,000, Human Resources and Compensation Committee Chair receives \$15,000.
- 279 Includes \$217,500 in D-DSUs.
- 280 Includes \$110,000 in D-DSUs. Until the minimum ownership requirement is met, 50% of the director cash award must be taken in DSUs. Directors must take 25% of the cash award in DSUs once the ownership requirement is met.
- 281 \$925 if attended by telephone.
- 282 Audit Committee Chair receives \$16,000.
- 283 \$925 if attended by telephone.
- 284 Flat-fee. Additionally receives 800 DSUs annually and \$70,000 in Common Shares or DSUs, paid quarterly.
- 285 Flat-fee. Additionally receives 800 DSUs annually and \$70,000 in Common Shares or DSUs, paid quarterly.
- 286 Audit and Risk Committee Chair receives \$21,000.
- 287 Flat-fee. Includes \$70,000 in DSUs.
- 288 Includes \$70,000 in DSUs.
- 289 Flat-Fee. Included \$280,000 in DSUs.
- 290 Additionally non-executive directors received 5,960 DSUs. Annual retainer is payable as elected by the non-employee director. Each year, after meeting share ownership requirement, a non-employee director may elect to receive his or her fees in 100% cash, 50% cash and 50% DSUs or 100% DSUs.
- 291 Audit Committee Chair receives \$25,000 and Human Resources & Compensation Committee Chair receives \$15,000.
- 292 Audit Committee members receive \$6,000.
- 293 Flat-fee. Includes \$145,000 in DSUs.
- 294 Includes \$80,000 in DSUs.
- 295 Audit Committee Chair receives \$17,000. All Committee Chairs also receive Committee member retainer.
- 296 \$2,000 per meeting for Committee Chairs.
- 297 Includes \$300,000 in DSUs.
- 298 Includes \$100,000 in share units.
- 299 Audit Committee Chair receives \$20,000. Committee Chairs receive Committee Chair fees in addition to Committee Member retainer.
- 300 Flat-fee. Includes \$294,000 in DSUs.
- 301 The annual retainer is paid 40 per cent in cash and 60 per cent in DSUs. Chair of Pension Committee or Corporate Governance Committee is paid \$230,000 (all inclusive, flat fee; \$92,000 in cash, \$138,000 in DSUs). Chair of Audit Committee or Human Resources and Compensation Committee is paid \$245,000 (all inclusive, flat fee; \$98,000 in cash and \$147,000 in DSUs).
- 302 If the directors are required to attend (i) more than 10 Board meetings in a calendar year, (ii) more than 10 Audit Committee meetings in a calendar year, or (iii) for committees other than the Audit Committee. more than nine committee meetings in a calendar year. then such non-management directors will be paid an additional fee of \$1,500 cash for each such additional Board or committee meeting attended. Additional meeting fees will also be paid for service on a special committee.
- 303 Chair of Pension Committee or Corporate Governance Committee is paid \$230,000 (all inclusive, flat fee; \$92,000 in cash, \$138,000 in DSUs). Chair of Audit Committee or Human Resources and Compensation Committee is paid \$245,000 (all inclusive, flat fee; \$98,000 in cash and \$147,000 in DSUs).
- 304 If the directors are required to attend (i) more than 10 Board meetings in a calendar year, (ii) more than 10 Audit Committee meetings in a calendar year, or (iii) for committees other than the Audit Committee. more than nine committee meetings in a calendar year. then such non-management directors will be paid an additional fee of \$1,500 cash for each such additional Board or committee meeting attended. Additional meeting fees will also be paid for service on a special committee.
- 305 Flat-fee.
- 306 Flat-fee. Includes US\$50,000 in DSUs.
- 307 Payable in DSUs. Only payable to Audit and Human Resources Chairs, Corporate Governance Chair compensation is included in Lead Director retainer.
- 308 Flat-fee. Includes \$135,000 in DSUs.
- 309 Includes \$65,000 in DSUs.
- 310 Audit Chair receives \$20,000. Human Resources Committee Chair receives \$12,000. Nominating and Corporate Governance Committee Chair receives \$10,000.
- 311 Audit Committee members receive \$8,000.
- 312 Flat-fee. Includes \$200,000 in DSUs.
- 313 Flat-fee. Includes \$110,000 in DSUs.
- 314 For each special meeting in excess of five special board or committee meetings (in the aggregate) attended during the fiscal year, directors are compensated \$1,500 per meeting.
- 315 Committee chair fees are paid 50% in cash and 50% in DSUs. Audit Committee Chair annually receives an additional \$5,000. Committee Chairs are not eligible for additional fees for serving on the Corporate Governance Committee.
- 316 For each special meeting in excess of five special board or committee meetings (in the aggregate) attended during the fiscal year, directors are compensated \$1,500 per meeting.
- 317 An additional committee membership fee of \$15,000 is applied to directors who serve on more than one committee (includes observer attendees). Audit Committee members receive an additional \$2,500 annually.
- 318 Includes \$165,000 in share units/DSUs.
- 319 Includes \$80,000 in share units/DSUs.
- 320 For each board meeting in excess of ten scheduled board meetings, directors are compensated \$1,500 per meeting.
- 321 Audit and Risk Committee Chair and Human Resources Committee Chair receive \$25,000.
- 322 Includes \$15,000 in DSUs (paid quarterly).
- 323 \$1,000 if attended by telephone.
- 324 Audit Committee Chair receives \$15,000.
- 325 \$1,000 if attended by telephone.
- 326 Audit Committee members receive \$5,000.
- 327 Flat-fee. Includes \$290,000 in DSUs.
- 328 Includes \$110,000 in DSUs.
- 329 Audit Committee Chair and Human Resources Committee Chair receive \$20,000 and \$15,000, respectively.
- 330 The Chair of the Board is remunerated on the basis of an annual salary of \$484,500 as of January 1, 2015.
- 331 \$1,000 if attended by telephone.
- 332 Audit Committee Chair and Human Resources and Compensation Committee Chair receive \$12,000.
- 333 \$1,000 if attended by telephone.
- 334 Includes \$50,000 in DSUs. Until the minimum shareholding requirement is met, 100% of compensation is granted in the form of DSUs.
- 335 \$850 if attended by telephone.
- 336 \$850 if attended by telephone.
- 337 Flat-fee.
- 338 Includes \$20,000 in DSUs. Paid quarterly.
- 339 Audit Committee and Human Resources and Compensation Committee Chairs receives \$12,000 per annum.
- 340 Flat fee. 50% of retainer must be taken in DSUs. The Chairman is reimbursed for travel and out-of-pocket expenses but receives no additional fees.
- 341 Included \$40,000 in DSUs.
- 342 Audit Committee Chair receives \$17,000 and Human Resources and Compensation Committee Chair receives \$15,000.
- 343 Flat-fee.
- 344 Flat-fee. Includes \$77,500 in DSUs. Annual non-equity retainers are paid in monthly instalments.
- 345 Audit Committee Chair receives \$10,000.
- 346 Flat-fee. Includes \$40,000 in DSUs.
- 347 Flat-fee. Includes \$57,500 in DSUs.
- 348 Board meeting fees only paid one director who is PACT representative.
- 349 Audit Committee Chair receives \$15,000 and Human Resources Committee Chair receives \$12,000 per annum.
- 350 Flat-fee. Chairman receives 55% in equity-based awards effective January 2015. Board Chair retainer is GBP 200,000 and is paid in GBP in four instalments.
- 351 Flat-fee. Directors receive 60% of retainer in equity-based awards effective January 2015.
- 352 Audit Committee Chair receives \$195,000 retainer (\$78,000 in cash, \$117,000 in equity-based awards). Governance, Ethics and Compensation Committee Chair receives \$190,000 retainer (\$76,000 in cash, \$114,000 in equity-based awards).
- 353 Audit Committee members receive \$10,000.
- 354 Includes US\$87,500 in DSUs.
- 355 Audit Committee Chair and Compensation Committee Chair receive US\$20,000, while Governance Committee Chair and Sustainability Committee Chair receive US\$12,500.
- 356 Audit Committee and Compensation Committee members receive US\$2,250 per meeting. Audit Committee Chair and Compensation Committee Chair receive US\$2,000 per meeting.

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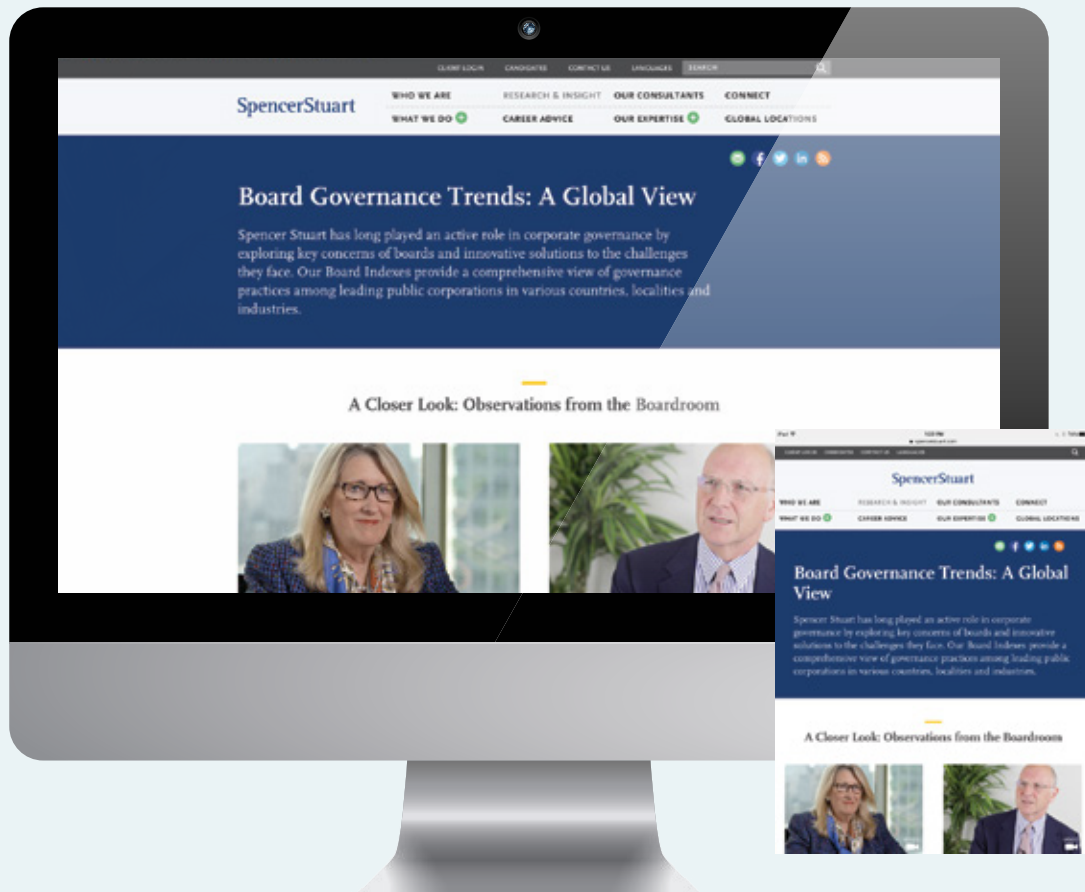
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