

BOARD, COMMITTEE AND CHAIR EVALUATION PROCESS

CLIMATE CHANGE AND EMISSIONS MANAGEMENT (CCEMC) CORPORATION

DATE OF APPROVAL: JUNE 24, 2009

A. BACKGROUND

This process describes the annual review process to be undertaken in respect of the Board, Committee Members and Chair of the Climate Change and Emissions Management (CCEMC) Corporation (“CCEMC”) and evaluation of those positions and individual performance.

B. BOARD EVALUATION PROCESS

1. Annually, the Governance and Accountability Committee will prepare a questionnaire to be completed by each director to evaluate the performance of the Board as a whole and each committee of the Board.
2. The object of the questionnaire is to assist the Board to:
 - (a) assess the overall performance of the Board and measure the contributions made by the directors, both collectively and individually;
 - (b) evaluate the mechanisms in place for the Board to operate effectively and make decisions in the best interests of CCEMC;
 - (c) enhance and maintain best practices for governance and accountability; and
 - (d) meet regulatory requirements.
3. The Chair will arrange for results of the questionnaire to be collated and forwarded to the Chair without any attribution to any director.
4. The Chair will report to the Governance and Accountability Committee and the Board on the results of the questionnaire and interviews.

C. DIRECTOR AND CHAIR EVALUATION PROCESS

1. Annually, the Governance and Accountability Committee will prepare a questionnaire to be completed by each director to evaluate the performance of individual directors. The questionnaire will ask directors to evaluate both themselves and their colleagues as directors as well as evaluating those directors serving as the Chair and Chairs of Committees of the Board in their roles as chairs.
2. The object of the questionnaire is to improve the overall performance of the Board by assisting individual directors to build on their strengths and to assess their need for continuing education.

3. The Chair will arrange to have all results of the questionnaire collated and forwarded to the Chair without attribution to any director.
4. The Chair will conduct separate interviews with each director to discuss the results of the director's evaluations.
5. The Chair will report to the Governance and Accountability Committee and the Board on the results on the questionnaire.

D. BOARD COMMITTEE EVALUATION PROCESS

1. Annually, the Governance and Accountability Committee will prepare a questionnaire to be completed by the members of each Board Committee to evaluate the performance of the Committee. The questionnaire will ask members of the Committee to evaluate both themselves and their colleagues as members of the Committee as well as evaluating those directors serving as the Chair of the Committee in their role as chair.
2. The object of the questionnaire is to assist the Committee and the Board to:
 - (a) assess the overall performance of the Committee and measure the contributions made by the members of the Committee, both collectively and individually;
 - (b) evaluate the mechanisms in place for the Committee to operate effectively and make decisions in the best interests of CCEMC;
 - (c) enhance and maintain best practices for governance and accountability; and
 - (d) meet regulatory requirements.
3. The Chair will arrange to have all results of the questionnaire collated and forwarded to the Chair without attribution to any Committee member.
4. The Chair will conduct separate interviews with each Committee member to discuss the results of the Committee's evaluations.
5. The Chair will report to the Governance and Accountability Committee and the Board on the results on the questionnaire.

Davis:3995163.4