

## CHARTER

### BOARD OF DIRECTORS OF SIX NATIONS OF THE GRAND RIVER DEVELOPMENT CORPORATION

#### ARTICLE I MANDATE OF THE BOARD

The board of directors (the "**Board**") of Six Nations of the Grand River Development Corporation (the "**Corporation**") directly, and through its committees, oversees the management of, and provides stewardship over, the Corporation's affairs. The Board's primary goal is to act in the best interests of the Corporation to enhance long-term value for the Six Nations of the Grand River ("**Six Nations**") while considering the interests of the Corporation's various stakeholders including employees, customers, suppliers and the Six Nations community. The Board is obligated to act honestly and in good faith with a view to the best interests of the Corporation. The Board is also committed to the principles of transparency, accountability and good governance practices.

#### ARTICLE II AUTHORITY

**Section 2.01** The organization of the Board and its authority are subject to any restrictions, limitations or requirements set out in the Corporation's constating documents, including its articles, by-laws and any shareholder agreement, and in the charter of the Advisory Committee (as defined below), as well as any restrictions and limitations or requirements set out in all applicable laws (collectively, "**Applicable Law**"), including the *Canada Business Corporations Act* together with the regulations made pursuant thereto and any statute or regulations that may be substituted therefor as amended from time to time (the "**Act**").

**Section 2.02** Subject to the authority of the Six Nations Economic Development Group Advisory Committee (the "**Advisory Committee**") and any shareholder agreement, the Board retains authority over the administration of its own affairs including but not limited to:

- (a) selecting the Chair of the Board;
- (b) forming Board committees (each a "**Committee**", and collectively, "**Committees**");
- (c) delegating powers to Committees; and
- (d) developing position descriptions for the Chair of the Board and the chair of each Committee.

**Section 2.03** Subject to any shareholder agreement, the Board will develop and maintain the Corporation's corporate governance approach, including developing a set of corporate governance principles specific to the Corporation ("**Governance Principles**") to guide the Board, Committees, the Corporation's officers, management and employees in completing their duties, responsibilities and obligations in relation to the Corporation. The Governance Principles will include the best practices to support a culture of integrity and transparency at the Corporation.

**Section 2.04** Subject to the authority of the Advisory Committee and any shareholder agreement, the Board is responsible for approving the Corporation's significant operating policies and procedures, including reviewing and approving material changes to existing policies. The Board is also responsible for monitoring the Corporation's compliance, including Board compliance, with these policies.

**Section 2.05** Six Nations has created the Advisory Committee to, among other things, provide oversight of the board of directors to ensure that the Corporation operates in a manner consistent with the long-term objectives of the Six Nations community. The Advisory Committee shall have the powers and authorities set out in the constating documents of the Corporation, including its articles, by-laws and any shareholder agreement, and in the charter of the Advisory Committee, and the powers and authorities of the Board are restricted in the manner and to the extent set forth therein.

**Section 2.06** The members of the Board shall be compensated at the rate determined from time to time by the Remuneration Committee established by the Advisory Committee.

### **ARTICLE III ORGANIZATION**

**Section 3.01** The Advisory Committee has the responsibility to vet, select, appoint and, where appropriate, remove the directors of the Corporation, subject to the consent of the representative (the "**Shareholder Representative**") of Six Nations in its capacity as the sole shareholder of the Corporation in the manner set out in the constating documents of the Corporation, including its articles, by-laws and any shareholder agreement, and in the charter of the Advisory Committee.

**Section 3.02** The Board must establish procedures to ascertain director independence and conflict of interest issues.

**Section 3.03** Each Board member will complete a Directors and Officers Information Form to help the Corporation identify any director independence issues or conflicts of interest.

#### **ARTICLE IV COMMITTEES**

**Section 4.01** In accordance with **Section 2.02(b)** and **Section 2.02(c)** of this Charter, the Board will establish and delegate some of its responsibilities and powers, permitted under Applicable Law, to its Committees. At a minimum, the Board must establish an Audit Committee and a Corporate Governance Committee. The Board may form other Committees at its discretion.

**Section 4.02** Every Committee must be comprised of independent directors.

**Section 4.03** Every Committee must create and maintain a Committee charter outlining its responsibilities, to be approved by the Board.

**Section 4.04** Every Committee charter must be made publicly available to any registered member of Six Nations upon request.

#### **ARTICLE V POSITION DESCRIPTIONS**

**Section 5.01** The Board will develop clear position descriptions for the Chair of the Board and the Chair of each Committee.

**Section 5.02** In conjunction with the President and Chief Executive Officer of the Corporation (the "CEO"), the Board will develop a clear position description for the CEO, including delineating management responsibilities.

#### **ARTICLE VI RISK MANAGEMENT**

**Section 6.01** The Board is responsible for risk management, including safeguarding the Corporation's business and assets. The Board will ensure that management identifies and understands the major risks to the business of the Corporation and implements appropriate systems to manage and mitigate those risks. The Board's responsibility to oversee risk management includes receiving reports from management on the status of risk management activities, reviewing reports on spending in relation to approved budgets, and overseeing the financial reporting process of the Corporation. The Board should review the effectiveness of the Corporation's system of internal controls, at minimum, on an annual basis.

**Section 6.02** To ensure clear delineation of roles and responsibilities, the Board will develop management authority guidelines to distinguish between areas of Board authority, including Committee authority, and those delegated to the CEO and other management personnel. These guidelines must set out matters that must be presented to the Board for review.

Matters to be presented to the Board for review include any significant acquisitions and capital expenditures, major contracts and marketing initiatives, and significant finance-related issues.

**Section 6.03** The Board will approve the Corporation's annual budget and will receive reports from management in respect of the Corporation's actual results as well as a comparison of the actual results to the Corporation's annual budget.

## **ARTICLE VII STRATEGIC PLANNING**

**Section 7.01** The Board is responsible for creating, implementing and overseeing the Corporation's strategic planning process (the "**Planning Process**"). Using the Planning Process, the Board will participate with management in creating the Corporation's strategic plan (the "**Strategic Plan**"). The Board must approve the Strategic Plan prior to its implementation. The Board will not approve the Strategic Plan if the Strategic Plan does not:

- (a) recognize, and capitalize or mitigate (as applicable) the Corporation's opportunities and risks of the business; or
- (b) does not describe how the Corporation will implement the Strategic Plan to achieve the Corporation's long-term goals.

**Section 7.02** The Board will seek regular status reports from the Corporation's management in relation to the Corporation's performance, as compared to the Strategic Plan.

## **ARTICLE VIII CODE OF ETHICS AND BUSINESS CONDUCT**

**Section 8.01** The Board must adopt a written Code of Ethics and Business Conduct (the "**Code of Conduct**") as part of its efforts to promote a culture of integrity and honesty throughout the Corporation, which will apply to the Board itself, as well as the Corporation's management and employees.

**Section 8.02** Only the Board, with the consent of the Advisory Committee, may grant any waivers to the Code of Conduct. If the Board and Advisory Committee grant a waiver to the Code of Conduct, such waiver shall be immediately disclosed to the Elected Council of the Six Nations.

**Section 8.03** On occasion, the Board must review and analyze the conduct of the CEO and senior management to satisfy itself that these individuals are complying with the Code of Conduct and are creating a culture of integrity throughout the Corporation.

**ARTICLE IX  
MANAGEMENT OVERSIGHT**

**Section 9.01** The Board will oversee the Corporation's management, including:

- (a) appointing, training and hiring the CEO;
- (b) developing the CEO's position description in accordance with **Section 4.02**;
- (c) developing or approving the corporate goals and objectives of the CEO;
- (d) determining the compensation of the CEO ; and
- (e) assessing the performance of the CEO, taking into consideration:
  - (i) such person's position description;
  - (ii) such person's goals and objectives;
  - (iii) the Governance Principles of the Corporation, including the individual's adherence to those principles;
  - (iv) the efforts made by such person to promote a culture of integrity at the Corporation; and
  - (v) the Strategic Plan.

**Section 9.02** All management incentive plans tied to the Corporation's performance must first be approved by the Board.

**ARTICLE X  
COMMUNICATIONS AND DISCLOSURE**

**Section 10.01** The Board must ensure effective disclosure and communication with the Advisory Committee, the Board of Trustees of Six Nations of the Grand River Economic Development Trust (the "**Trustees**"), the Shareholder Representative, the Six Nations and the Elected Council of the Six Nations. The Board will adopt a communications policy that promotes a satisfactory dialogue with these groups (the "**Communications Policy**"). The Board will present a draft Communications Policy to the Advisory Committee for their input and the Board shall consider such input when finalizing the Communications Policy. The final Communications Policy will be posted to the Corporation's website.

**Section 10.02** The Board shall review the Communications Policy on an annual basis to determine if any revisions or amendments to the Communications Policy are required or desirable. The Board will seek input from the Advisory Committee relating to any proposed revisions of the Communications Policy.

**Section 10.03** In addition, the Board will adopt a policy, developed and amended from time to time by the Advisory Committee that promotes efficient and effective dialogue among

the Advisory Committee, the Board, the Trustees, the Beneficiary Representative, the Shareholder Representative and the Elected Council of the Six Nations (the "**Leadership Communication Policy**"). The Advisory Committee will present a draft of the Leadership Communication Policy to the Board for their input and the Advisory Committee shall consider such input when finalizing the Leadership Communication Policy.

**Section 10.04** The Advisory Committee shall review the Leadership Communication Policy on an annual basis to determine if any revisions or amendments to the Leadership Communication Policy are necessary or desirable. The Advisory Committee will seek input from the Board relating to any proposed revisions of the Leadership Communication Policy.

**Section 10.05** One or more representatives from the Board will be present at all meetings with the Six Nations community to respond to questions relating to the Board's activities, duties and obligations.

**Section 10.06** The Board will ensure the Corporation's financial performance is reported to the Advisory Committee, the Shareholder Representative, the Six Nations and the Elected Council of the Six Nations on a timely and regular basis in accordance with the policies approved from time to time by the Board and that reasonable steps are taken to ensure timely reporting of events having a significant and material impact on the Corporation, including without limitation any change in the directors of the Corporation.

## **ARTICLE XI WHISTLE BLOWER POLICY**

The Board will adopt a whistleblower policy for the Corporation as developed and amended from time to time by the Advisory Committee allowing the Corporation's employees, officers, directors and other stakeholders, including the public, to raise, anonymously or not, questions, complaints or concerns about the Corporation's practices, including fraud, policy violations, any illegal or unethical conduct, and any Corporation accounting, auditing or internal control matters. The Board will ensure that any questions, complaints or concerns are adequately received, reviewed, investigated, documented and adequately resolved.

## **ARTICLE XII MEETINGS**

**Section 12.01** Meetings of the Board will be called, scheduled, and held pursuant to the Corporation's constating documents, including its articles, by-laws and any shareholder agreement, as well as pursuant to Applicable Law.

**Section 12.02** Quorum for and notice of any Board meeting will be as set out in the Corporation's constating documents. All directors are expected to attend and be prepared to participate, including reviewing all meeting materials before every Board meeting.

**Section 12.03** The Chair of the Board will seek input from the directors and Corporation's management, when setting each Board meeting's agenda.

**Section 12.04** Any written material to be provided to directors for a Board meeting must be distributed in advance of the meeting to give directors time to review and understand the information. All material provided to directors will be relevant and concise.

**Section 12.05** The CEO, chief financial officer of the Corporation ("CFO"), and any other member of senior management may, if invited by the Chair of the Board, attend, give presentations relating to their responsibilities and otherwise participate at Board meetings.

**Section 12.06** The Corporation's secretary, and if there is no Corporation secretary, any Board member attendee nominated by the Chair of the Board, will be the secretary of the meeting.

**Section 12.07** The Chair of the Board will circulate minutes of all Board meetings to the Board and will ensure that all minutes of meetings, or written resolutions in lieu of a meeting, are filed in the Corporation's minute book.

**Section 12.08** The directors may meet separately after every regularly scheduled Board meeting without members of management in attendance.

### **ARTICLE XIII DIRECTOR EDUCATION AND TRAINING**

The Board will provide newly elected directors with an orientation program to educate them on the Corporation, their roles and responsibilities on the Board and on Committees, as well as the Corporation's internal controls, financial reporting and accounting practices. In addition, directors will, from time to time, as required, receive:

- (a) training to increase their skills and abilities, as it relates to their duties and their responsibilities on the Board; and
- (b) continuing education about the Corporation to maintain a current understanding of the Corporation's business, including its operations, internal controls, financial reporting and accounting practices.

### **ARTICLE XIV ASSESSMENTS**

**Section 14.01** The Board, the Committees and each director will perform an annual self-assessment on its, his or her contribution and effectiveness. The Board and any Committee will consider its charter, and any director will consider his or her position description, when performing a self-assessment.

**Section 14.02** The Board will assess, on at least an annual basis, any policy, procedure, guideline or standard created by the Board to manage or fulfill its roles, duties and responsibilities, to ensure that they remain current and relevant. The Board will ensure that each Committee shall perform the same assessment in relation to any Committee policy, procedure, guideline or standard.

**ARTICLE XV  
ACCESS TO MANAGEMENT AND OUTSIDE ADVISORS**

**Section 15.01** In order to fulfill its roles, duties and responsibilities effectively, the Board may contact and have discussions with the Corporation's external auditors and the Corporation's officers and employees, as well as request Corporation information and documentation from these persons.

**Section 15.02** The Board may, in its sole discretion, retain and obtain the advice and assistance of independent outside counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Board may set the compensation and oversee the work of any outside counsel and other advisors to be paid by the Corporation.

**ARTICLE XVI  
NO RIGHTS CREATED**

This Charter is a broad policy statement and is intended to be part of the Board's flexible governance framework. While this Charter should comply with all Applicable Law, as well as the Corporation's constituting documents, including articles and by-laws and any shareholder agreement, this Charter does not create any legally binding obligations on the Board, any Committee, any director or the Corporation.