

### CCEM Board member expectations:

Expectations for Directors sitting on the Governing Board (GB) are captured in a Statement of Expectations that is intended to assist those undertaking membership in the Governing Board to understand the commitment and the expectations of CCEM. Directors owe a fiduciary duty to CCEM and are charged with acting with care in the exercise of their powers. The duty of a GB member is to act honestly, in good faith, and in the best interest of CCEM rather than in the interest of any advocacy or interest group or other organization. The duty of care requires GB members to exercise an appropriate standard of care in the performance of their GB responsibilities. CCEM's GB has the following expectations of its Members in respect of their fiduciary duty and duty of care:

1. Attend meetings and play a full and active role in the work of the GB. Prepare for meetings, seeking clarification of pending issues and any additional information required to enable informed decision making.
2. To act in their capacity as Director in good faith and in the best interests of CCEM. In relation to matters concerning the business and affairs of CCEM which come before the GB, to place the interests of CCEM paramount to the interests of any other group or organization of which they may be a member or that they may represent. This includes exercising care, diligence, and skill in the exercise of these responsibilities.
3. Become acquainted with CCEM's operations, including the transaction of business, CCEM policies, and the routine delegation of tasks.
4. While acting as Director, remain knowledgeable and respectful of CCEM's governance process, including its Governance and Management Framework.
5. Maintain the confidentiality of information provided in confidence, understanding the responsibility not to disclose information without proper authority. This duty continues to apply after the completion of service on the GB.
6. As fiduciaries, members of the GB have an obligation to challenge and to confirm the merit of the recommendations and information presented to the GB, including requesting that options be presented and that salient points be pointed-out by officers and Management team of CCEM. Members are expected to express their views fully and candidly during GB discussions, but they should respect the principle of collective decision-making and corporate responsibility, accepting that a decision once made reflects the will of the GB. Members speaking other than during a GB discussion should ensure that they are not perceived to be speaking on behalf of the GB or CCEM. The GB Chair is its official spokesperson.
7. Be transparent regarding any conflict, or the possible appearance of conflict, between GB duties and private interests, financial or otherwise. If a conflict or potential conflict arises, a member must declare any private interests relating to his or her GB duties and promptly take steps to resolve any conflicts arising in a way that protects the interests of CCEM. In instances where a member is uncertain about a possible conflict of interest, the member has a duty to seek

advice from the GB Chair, SD, or ED. In this context, members must refrain from using confidential information gained in the course of GB service for personal gain or for political purpose.

8. Refrain from using, or attempting to use, the opportunity of GB service inappropriately to promote personal interests or those of any connected person, firm, business or other organization.

9. Bring personal expertise to bear on related CCEM business before the GB. A Director who possesses specific expertise is expected to use it in the interests of CCEM.

10. Remain reasonably knowledgeable about developments surrounding national research facilities.