**CORPORATE GOVERNANCE AND SECRETARIAL - BENCHMARKING**

The purpose of this questionnaire is to assist in determining an appropriate staffing level for the functions set out below.

As these functions may be carried out by Corporate Secretarial, Legal, Compliance or other departments, the references to "you" in the questions below encompass all departments in your company and we would appreciate if you would include their responses in this questionnaire.

Please specify if any of the functions are completed in whole or in part by third party service providers.

**In your responses, please provide comments and as much detail as you are comfortable disclosing.**

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|  | **Public Company Governance** |
| 1. | Are you responsible for Board meetings (includes drafting agendas and routine resolutions (e.g., officer appointment, dividend declarations), reviewing non-routine resolutions (e.g. corporate transactions), meeting logistics, uploading material to the electronic board book system, attendance and minute taking, preparation of minutes and action items)? |
|  | **Response:** |
| 2. | Are you responsible for Board Committee meetings and/or Management Committee meetings (includes drafting agendas and routine resolutions (e.g., approve quarterly financial statements, approve Audit Committee mandate), meeting logistics, uploading material to the electronic board book system, attendance and minute taking, preparation of minutes and action items, off-site visit logistics)?  If so, how many meetings are there annually? |
|  | **Response:** |
| 3. | Are you responsible for managing director payroll and director share incentive programs?  If so, is it a monthly, quarterly, annual activity? |
|  | **Response:** |
| 4. | Are you responsible for annual director questionnaires and board/board committee self-assessment questionnaires (includes creation of questionnaires, collation and review of responses for presentation to company Chairman)? |
|  | **Response:** |
| 5. | Are you responsible for your company's Insider Trading Policy (includes annual review of the Policy, maintaining lists of Reporting and Non-Reporting Insiders, issuing quarterly blackout notices, preparing and filing SEDI notifications on behalf of Reporting Insiders)? |
|  | **Response:** |
| 6. | Are you responsible for filing relevant material on SEDAR, including quarterly/annual disclosure documents, e.g. financial statements, MD&A, annual information form? |
|  | **Response:** |
| 7. | Are you responsible for providing updates on legislation changes and corporate governance trends/issues to your company's Governance Committee? |
|  | **Response:** |
| 8. | Are you responsible for providing information for and preparation of your company's Management Proxy Circular?  If so, do you prepare the CD&A section? |
|  | **Response:** |

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| 9. | Are you responsible for coordinating the printing and mailing of interim and annual material to shareholders? |
|  | **Response:** |
| 10. | Are you responsible for the meeting logistics for the Annual General Meeting? |
|  | **Response:** |
| 11. | How many people carry out the functions listed above?  Please indicate how many are managers/lawyers and how many are paralegals/administrative staff. |
|  | **Response:** |
|  | **Intellectual Property** |
| 12. | Are you responsible for trade mark applications, renewals and oppositions worldwide (includes liaison with business units and external trademark agents)?  If so, how many trademarks are there? |
|  | **Response:** |
| 13. | Are you responsible for patent applications, renewals and oppositions?  If so, how many patents are there? |
|  | **Response:** |

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| 14. | How many people carry out the intellectual property function?  Please indicate how many are managers/lawyers and how many are paralegals/administrative staff. |
|  | **Response:** |
|  | **Subsidiary Company Governance** |
| 15. | Are you responsible for governance of subsidiary companies, joint ventures and partnerships (includes annual returns, annual director and shareholder resolutions, annual financial statement approval and signature, maintaining legal entity database, providing certified resolutions/  certificates of incumbency as required)?  If so, how many entities are there?  Please provide the split between Canadian and international entities, joint ventures/partnerships and wholly-owned entities. |
|  | **Response:** |
| 16. | Are you involved in assisting with corporate transactions, such as acquisitions, dispositions, reorganizations (includes reviewing resolutions, agreements, coordination and liaison with the company's business units and external counsel)? |
|  | **Response:** |
| 17. | Are you responsible for subsidiary company meetings (includes drafting agendas and routine resolutions (e.g., officer appointment, dividend declarations), reviewing non-routine resolutions (e.g. corporate transactions), meeting logistics, uploading material to the electronic board book system, attendance and minute taking, preparation of minutes and action items)?  If so, approximately how many meetings annually? |
|  | **Response:** |

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| 18. | How many people carry out the subsidiary governance function?  Please indicate how many are managers/lawyers and how many are paralegals/administrative staff. |
|  | **Response:** |

Completed by:

Name: ­­­­­\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Title: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Company: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_