

Vestcor Inc.
Guidelines for the Nomination of New Directors

1. Introduction and Purpose

The *Vestcor Act* describes the Board of Directors of the Vestcor Inc.¹ as follows:

Board of Directors

The management and control of Vestcor Inc. is vested in the Board of Directors and the Board of Directors may, subject to this Act, the by-laws and any Members Agreement, exercise all of the powers of Vestcor Inc. (s. 41 & 73).

A person who is a director of Vestcor Corp. is not eligible to hold office as a director of Vestcor Inc. (s. 42 & 74).

The Board of Directors shall administer the affairs of Vestcor Inc. on a commercial basis, and all decisions and actions of the Board are to be based on sound business practice (s. 43 & 75).

The Board of Directors consists of such number of directors being not fewer than six appointed by Vestcor Corp (s. 44 & 76).

Term of Directors

Each director shall hold office for a term of up to three years and may be reappointed at the discretion of Vestcor Corp [s. 45(1) & 77(1)].

A director of Vestcor Inc. may be removed by Vestcor Corp. [s. 45(2) & 77(2)].

Notwithstanding subsection (1) but subject to subsection (2), a director remains in office until the director resigns, is reappointed or replaced [s. 45(3) & 77(3)].

These guidelines are intended to provide a framework for Vestcor Inc's role in the nomination of new directors. The framework also includes consultation guidelines with our shareholder Vestcor Corp., to ensure they are adequately informed about the approach taken and provided with the opportunity to provide any input or feedback in line with shareholder Director nomination involvement best practices.

The goal of Vestcor Inc.'s board nomination process is to promote the appointment of highly qualified directors with a diverse range of knowledge, experience and expertise related to aspects of the board's key governance responsibilities. In addition, recognizing that one of the main pillars of good corporate governance is the independence of the board, Vestcor has developed a separate Director Independence Policy.

¹ Vestcor Inc. was created through an amalgamation process on January 1, 2018 and therefore replaces the entities Vestcor Services and Vestcor Investments which are referenced in the original *Vestcor Act*.

2. The Nominations Process

The Secretary to the Vestcor Inc. Board of Directors (Board) will develop and maintain a register of directors, their respective terms on the Board, their specific identified competencies, and any applicable diversity attributes. This information will be reviewed by the Governance Committee at least annually (at a time in the year that is ideally 11-12 months but at minimum 90 days prior to the end of directors' terms).

The Governance Committee will identify the number and timing of upcoming vacancies on the Board and subsequently form an Ad-Hoc Nominating Committee composed of Directors whose terms are not part of the upcoming vacancies, to coordinate Vestcor Inc's involvement in the appointment process.

The Ad-Hoc Nominating Committee will typically be led by the Chair of the Vestcor Inc. Governance Committee, however in cases where the Governance Committee Chair's term is part of the upcoming vacancies, the Board Chair will name a director to lead the nominations process.

The Governance Committee will also review the preferred selection criteria for directors (Appendix A of these guidelines) to ensure their ongoing relevance to the Board. The Governance Committee has the authority to modify the preferred selection criteria, in consultation with the Board Chair.

The Governance Committee will evaluate the current composition and skills of "remaining Board members" against the preferred criteria using a "Competency Matrix" (Appendix B). This exercise will help the Ad-hoc Nominating Committee to identify potential gaps in knowledge, experience, expertise and diversity that could usefully be filled by new appointments to the Board. Vestcor Inc. believes that having a diverse Board of Directors, who fulfill our preferred selection criteria, enhances Board operations and leads to better governance.

The Ad-hoc Nominating Committee will share this information with the Board and will draft a letter to the Co-Chairs of Vestcor Corp. advising them of the number, timing and skills gaps of upcoming vacancies on the Board. The letter will provide notice of the upcoming term expiration(s), a copy of the updated Competency Matrix, and an outline of the Ad-hoc Nominating Committee's perspective with respect to the process. The letter will invite the Vestcor Corp. Co-Chairs (or their representative) to provide any specific input in writing and / or in person, including the names and resume of any potential candidate nominees for consideration in the Ad-hoc Nominating Committee process.

The Ad-Hoc Nominating Committee will then prepare a draft preferred candidate profile(s) and recruitment strategy for review and discussion by the Board. Once finalized, the preferred candidate profile(s) will be utilized with respect to any publication / distribution recruitment strategy requirements. The Ad-Hoc Nominating Committee will coordinate with the Board the applicable candidate review and recommendation process, and provide a formal final appointment(s) recommendation to the Vestcor Corp. Board for approval conditional on the candidate completing the registration process for Permitted Individuals under securities regulations.

Once approved, the candidate will be asked to complete the Form 33-109F4 requirements and sign a Consent for Conviction Record Check so that registration can be submitted to the FCNB by Vestcor. Failure to successfully register as a Permitted Individual will terminate the appointment and a new candidate will be recommended for approval.

The Board Chair, or a delegated Director, will coordinate any advice or questions regarding potential appointments that may be received from the Vestcor Corp. Board.

Appendix A – Preferred Selection Criteria

Potential nominees to the Board of Directors of Vestcor Inc. should be evaluated in terms of the following preferred selection criteria:

Personal Attributes:

- ▶ Demonstration of prior exposure to investment issues at a strategic level
- ▶ A track record of being able to work co-operatively with others and to provide leadership in a group setting
- ▶ An ability to exercise sound judgment and to problem-solve in the execution of their fiduciary responsibilities
- ▶ Capacity to exercise independent judgment in the best interests of the Funds (versus individual view points)
- ▶ Display a strategic perspective/orientation (vs. detail/micro orientation)
- ▶ A high standard of personal values and ethics and an ability to respect the confidentiality of the Board's deliberations
- ▶ Appreciation of public policy considerations
- ▶ An ability to effectively communicate orally and use current forms of electronic communications
- ▶ Ability and willingness to raise potentially controversial issues in a manner that encourages dialogue
- ▶ Ability to be flexible, responsive and willing to consider others' opinions
- ▶ Commitment to devoting the time and being available to attend to the duties required of a director
- ▶ Commitment to personal development and to participation in training and continuing education required to be an effective director
- ▶ A track record of demonstrated prudence, discretion and intelligence (requirements under the *Trustees Act*)
- ▶ No direct or indirect conflict of interest with the director's responsibility to the organization
- ▶ Prior experience on a board or a committee operating in a complex and demanding board and committee environment

Specific Competencies

The following areas of knowledge, experience and expertise should be represented within the collective board competencies:

- Institutional investment practices
- Financial
- Accounting
- An aptitude for statistics, mathematics and probabilities
- Internal controls/audit and risk management processes
- Legal and regulatory
- Information technology
- Human resources
- Government functioning and public policy
- Governance trends and best practices
- Previous leadership/management experience
- Enterprise risk management
- Pension plan management experience – Administration / Design / Funding
- Customer service

Appendix B – Competency Matrix – Vestcor Inc.

COMPETENCY	Desired #	D1	D2	D3	D4	D5	Current #
Personal Attributes							
Exposure to strategic institutional investment							
Collaboration and group leadership skills							
Sound judgment and problem-solving							
Independent judgment							
Strategic mind-set							
High standards – values and ethics (incl. confidentiality)							
Appreciation of public policy							
Oral and electronic communications							
Ability to raise controversial matters and promote dialogue							
Flexible, responsive and willing to listen to others							
Commitment – time and availability							
Demonstrated prudence, discretion and intelligence							
No conflict							
Prior board or committee experience in complex demanding environment							

Knowledge, Experience or Expertise	Desired #	D1	D2	D3	D4	D5	Current #
Institutional Investment Practices							
Financial							
Accounting							
Aptitude for statistics, mathematics and probabilities							
Internal controls/audit and risk management processes							
Legal and regulatory							
Information technology							
Human resources							
Government functioning and public policy							
Governance trends and best practices							
Previous leadership/management experience							
Enterprise risk management							
Pension plan management experience – Administration / Design / Funding							
Customer service							
Other:							
Diversity							