

# AQUATERA UTILITIES INC.

## DIRECTOR EXPECTATIONS

A director who fulfils expectations:

Exhibits **independent judgment**: by maintaining impartiality, is aware of and guards against personal and organizational bias and inequity, maintaining clear delegations and refraining from engaging in management activities of any nature, by exercising the director's own judgment and opinion; and by the director's expected willingness to take a stand as needed even if contrary to prevailing wisdom or opinion, for the good of the organization.

Exhibits **integrity**: by being trustworthy, honest, candid, dependable and consistent in action, words and beliefs; by maintaining the utmost confidentiality and supporting and being accountable for board decisions; by demonstrating and insisting on high ethical standards; and by representing the company appropriately when interfacing with members of the public and acting in a manner that would withstand scrutiny and never using power inappropriately.

Displays **commitment to do the right thing for the good of the company**: by avoiding or remaining free from real or perceived conflicts or self-interest, or appropriately disclosing and managing these; and by impartially assessing perspectives and views without favour or prejudice to a particular stakeholder, interest or relationship.

Displays **commitment to an oversight role**: through meeting attendance with at least 80% of the board and committee meetings of which they are a member, availability, responsiveness, attentiveness and an information-seeking orientation; by evidence of diligent meeting preparation, review, and reporting and attention to detail; by the employment of competencies expected from or possessed by the director; and by possessing a solid understanding of fiduciary, ethical and legal responsibilities of board membership, and the distinction between governance and management, and acting appropriately.

Displays a **capacity to challenge**: by critically, informatively, proportionately, and constructively inquiring, challenging, testing, scrutinizing and debating core assumptions, proposals, or decisions on major risks and strategic issues; probing factors contributing to variations between expected and actual performance; and, as needed, challenging emerging conventional wisdom or the board's group thinking or decision-taking process.

Displays a **willingness to act**: when financial and non-financial performance measures are not being met; by taking leadership of, and following through on, key topics as needed and gathering support from peer directors; and by assertiveness, perseverance, and supporting the taking of significant, ascendant or principled action or decisions as warranted.

Displays **conceptual thinking skills**: by being a quick study, willing to learn, and possessing the intellectual capacity to understand, combine, and interpret complex and diverse information; by thinking with an open mind and establishing patterns, connections and meanings among seemingly separate issues or disparate facts; and by effectively assessing interdependent, system-wide causes, relationships, and organizational alternatives.

Displays **communication skills (oral, written and visual)**: by listening, respecting, acknowledging, and building upon the viewpoints and perspectives of others; and by presenting thoughtful views and asking well-formulated questions in a clear, consistent, logical, honest, audible, well-timed, constructive, and persuasive manner and tone that contributes positively to debates.

Displays **teamwork skills**: by engaging directors and management with perception, acuity, tact, and rapport to build constructive working relationships and dynamics that engender mutual trust, respect and contribution; and by an orientation toward resolving differences of opinion, forging consensus, reaching solutions, and maintaining resiliency and composure under difficult circumstances.

Displays **influence skills**: by political adeptness, appealing to the interests of others, persuasive reasoning, and effective modelling behaviours to gain support for ideas and positions, by providing feedback, mentoring, coaching, and development of management and peer directors; and by negotiating, advocating, and using personal networks and alliances on behalf of the organization.

Complies with the **Code of Conduct Policy No. 412**, to the letter and in spirit.