

**POLICY NO:** 111 **TITLE:** Board Communications  
**SECTION:** Board of Directors  
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## **PURPOSE**

The purpose of this policy is to ensure that effective communication practices are established for the members of the Aquatera Board of Directors, Management and Staff, Shareholders and the general public.

## **POLICY STATEMENT**

The Board Communications Policy supports the members of the Aquatera Board of Directors in regards to the standardization of practices, expectations and roles. The development and implementation of clear, consistent processes will be critical to ensuring effective, consistent messaging from the Board of Directors to Aquatera employees, the public and our shareholders. All communication efforts should comply with applicable laws (e.g. securities, lobbyist, anti-spam and other legislation).

## **TERMS OF THE POLICY**

This policy is in place to:

- Provide a framework that outlines who should communicate with whom and when, and the scope of communication with attention to potential conflict of interest and confidentiality;
- Ensure clear and consistent protocols for all Directors to preserve stakeholders' and Directors' confidence;
- Inform or involve stakeholders;
- Respond to requests for information or reporting.

It is important that the Board communicates:

- A clear and united message, through the Board Chair;
- Only on issues within the scope or authority of the Board;
- With consideration of the Board's responsibility to the public;
- Consistent with other Aquatera policies and processes;
- With consideration to confidentiality and privacy obligations;

- In compliance with applicable laws (e.g. securities, lobbyist, anti-spam, and other legislation).

### **Formal Board Communications**

The Chief Executive Officer (CEO) communicates on behalf of, and represents Aquatera.

The Chair communicates on behalf of, and represents the Aquatera Board of Directors.

Individual members of the Board of Directors refer all enquiries to the designated spokesperson - typically the CEO or their designate. When in doubt, enquiries are referred to the Chair for Board matters, and to the CEO for all others. This applies to event invitations, media, public, management, staff and other stakeholder requests and communications.

As outlined in the Board Advocacy Policy, from time to time the Board of Directors and the CEO will actively advocate on behalf of Aquatera with political decision makers and others as appropriate and in the corporations interest.

### **Informal Board Communications**

Individual Directors will inevitably and legitimately have informal communications with stakeholders, including management and staff members of Aquatera. (see Board and Staff Communications below).

In all these instances it is incumbent upon Directors to be explicitly clear that they are communicating in a personal capacity.

### **Shareholder Engagement**

Shareholders and the Board may communicate through informal and formal meetings. The Annual Meeting and Special Shareholders Meetings represent formal interactions between the Board and Shareholders.

It is important for individual Directors to clarify during interactions with Shareholders that they are not able to make any commitments on behalf of the Board or Corporation as individuals. If the Board has directed a Director to enter discussion with a Shareholder with the intent to make a corporate commitment, the Director should not exceed the mandate provided by the Board and should ideally have the CEO present in any such discussions.

Questions or concerns regarding the Corporation's Business Plan, founding documents, general business operations, current and projected financial results, strategic direction, mergers and acquisitions, and other operational and performance issues are most appropriately addressed by management through the CEO.

As identified in the Shareholder Engagement Plan, examples of formal topics which are appropriate for the Board to address with Shareholders are:

- Board structure and composition;
- Director recruitment and appointment;
- Director compensation.

### **Media Relations**

In the interest of keeping Directors abreast of issues involving the organization, the CEO will ensure that they receive relevant media and other communication on Aquatera's activities and business.

In instances where the issues are high profile or contentious, the CEO will ensure that Directors receive key messages at an appropriate time via email.

As per the Aquatera Communications Policy, Directors will refer any requests for media interviews to the CEO or designate.

Media requests for information usually require a speedy response and will be handled on a priority basis.

Occasionally, Aquatera may be required to respond during a crisis situation. The Emergency Response Plan outlines overall organizational protocol in an emergency situation.

### **Considerations for Board and Staff Communications**

Communication between the Board and Aquatera staff should be carried out with recognition of the distinct reporting relationship between the Board and the CEO as its only employee.

### **Considerations for Board and Hired Professional/Consultant Communications**

In circumstances that the Board accesses professional consultants, such as accountants, lawyers and/or other consultants, communication regarding matters agreed to will be the responsibility of the hiring party.

### **Board Meetings**

There are two situations that arise during Board meetings involving Director/staff communication:

1. The first is where an agenda item is identified with a staff member other than the CEO as the presenter. In this case, questions to and/or dialogue with the named staff are appropriate. The Chair or the staff in question should redirect to the CEO or person delegated on specific subject questions that go clearly beyond the topic being presented.
2. The second situation involving general discussion will see questions to staff being directed through the Chair. The Chair will normally refer the questions to the CEO who may respond directly, may request a response from staff, or may defer a response if internal discussion or decisions are required. The Chair may also defer a response based on their responsibility to ensure the effectiveness of the meeting.

### **Committee Meetings**

The relationship between the Chair of a Board Committee and the senior staff that is the primary support for the Committee (usually an Officer) is an important communication avenue. With exception to special circumstances interaction should only be with the Officer and not with staff who provide information to the Committee.

If there are issues with regard to the functioning of the Committee, the CEO should be advised quickly in order that feedback to the Officer in question can be provided by the CEO. There is a choice about whether the communication to the CEO by the Director is informal or within the Board process, depending on the magnitude of the issue. The CEO can reasonably expect that feedback on staff performance is communicated to them privately.

### **Staff Presentations**

There should be dialogue between Directors and any staff member making a presentation to the Board or a Committee. However, there needs to be sensitivity on the part of Directors to keep questions directed to junior staff focused on the presentation and their role within the subject.

## **One-on-One Discussions**

It is inevitable with Directors that are visible within the company that interactions with staff will occur. Staff may use these occasions to raise specific operational issues. Directors should listen carefully to the issue and commit to passing it along with the agreement of the staff member.

It is appropriate for the Director to pass the agreed upon message to the CEO and to the Chair. Depending on the circumstances, it may be appropriate to also raise the issue at a closed Board session. This approach also holds for similar discussions with a member of the general public.

## **References**

- Aquatera Communications Policy (Policy 418)
- Emergency Response Plan
- Board Advocacy Policy (Policy 102)
- Shareholder Engagement Plan

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