

Morneau Shepell Inc.
(“Morneau Shepell” or the “Company”)
Board Diversity Policy

The following board diversity policy was adopted by the board of directors of Morneau Shepell Inc. (the “Board”) effective March 7, 2018 as amended March 10, 2021.

1. PURPOSE

The Governance and Nominating Committee (“Governance Committee”) of the Board, is responsible to the Board for developing and recommending criteria for selecting new directors. It also assists the Board by identifying individuals qualified to become members of the Board and in doing so, considers candidates with a diverse mix of expertise, experience, skills and backgrounds. In this process, the Governance Committee will also take into account diversity considerations such as gender, ethnicity, geographic background, Indigenous identity, age and disabilities.

2. DIVERSITY CONSIDERATIONS

The Board believes that diversity leads to a wide array of perspectives that promote innovation and business success and is important in maintaining the Company’s competitive advantage. The Board also believes that diversity can enhance decision-making and strategic planning and that a diverse Board can enhance corporate governance. The skills and backgrounds collectively represented on the Board should support the Company’s diversity objectives and be responsive to the diverse nature of the business environment in which the Company operates. To support the Board’s objectives, the Governance Committee will, when identifying candidates to recommend for appointment or re-election to the Board:

- a) only consider candidates who are highly qualified based on their expertise, experience, knowledge, skills and background; and
- b) consider diversity criteria including gender, ethnicity, geographic background, Indigenous identity, age and disabilities.

The Board’s objective is representation of at least 30% women and 30% men on the Board.

When identifying potential candidates, the Governance Committee may, in addition to its own search, seek advice from and engage experienced and independent search consultants to assist with the identification of potential Board candidates who reflect the Board’s diversity objectives.

3. POLICY GOVERNANCE AND REPORTING

The Governance Committee annually assesses the expertise, experience, skills, background and diversity of its directors in light of the needs of the Board. Annually, the Governance Committee will measure and report to the Board with respect to the Board’s progress in achieving the objectives of this Policy.

Directors will be requested to identify, on a voluntary basis, whether they are members of one or more designated groups and the Board’s disclosure with respect to Board diversity will be based on such self-identification and in a manner that respects applicable personal information and privacy laws.

To measure the effectiveness of this Policy, the Governance Committee will review (a) the number of women and other candidates representing diverse groups considered or brought forward for Board positions; (b) the expertise, experience, knowledge, skills and background of any such female candidates to ensure that female candidates are being fairly considered relative to other candidates; and (c) the expertise, experience, knowledge, skills and background of any other candidates representing other diversities such as ethnicity, geographic background, Indigenous identity, age and disabilities to ensure that these candidates are being fairly considered relative to other candidates.