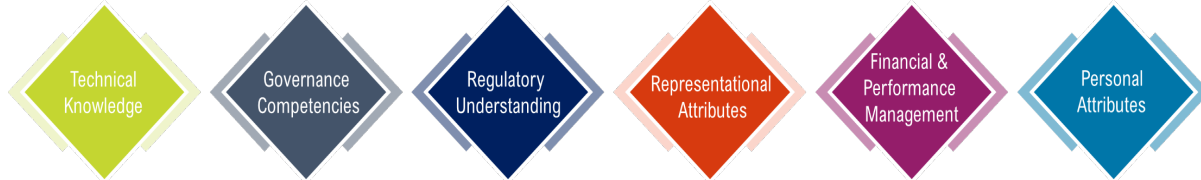


ONTARIO ENERGY BOARD PREFERRED BOARD PROFILE



Overview

Preferred candidates for the position of Board Director for the Ontario Energy Board will satisfy six criteria:

- Technical Knowledge;
- Governance Competencies;
- Regulatory Understanding;
- Representational Attributes;
- Financial & Performance Management; and,
- Personal Attributes.



Criteria 1: Technical Knowledge

It is important to have a Board as a whole, that is literate in both electricity and natural gas and contains members who collectively possess all of the following attributes:

- Electricity Market Experience* – Demonstrated by having direct academic, board or consulting experience in developing or overseeing a jurisdiction's electricity market as well as its evolution and development over time.
- Energy Sector Experience* – Demonstrated by having served on the board or in a senior management position of an Electric or Gas Utility or an entity directly related to the energy industry.
- Environmental Expertise* – Demonstrated by having served in an academic capacity, or by having direct work or consulting experience related to environmental compliance, conservation, UN Sustainable Development Goals, climate change and emissions.
- Gas Sector Experience* – Demonstrated by having served on the board or in a senior management position of a Gas Utility.
- Innovation* – Experience in applying new technologies to processes and activities including the use of digital strategy, e.g. blockchain.



Criteria 2: Governance Competencies

The Board will include Directors who have corporate governance experience, including strategies for delivering on a public mandate and individual Directors who ideally possess most (if not all) of the following attributes:

- i. *Board Experience* – Previous board experience as a Director of a board of at least one organization. Preferably this board experience is enhanced by an accreditation in board governance from a recognized institution such as the Institute of Corporate Directors.
- ii. *Financial Literacy* – Ability to understand conceptually the financial position of the OEB as presented in its financial statements.
- iii. *Risk Management Experience / Systems Thinking* – Ability to identify and manage risks. Understand the reasons for ongoing organizational and system behavior, and the underlying challenges, opportunities and forces affecting the OEB.
- iv. *Strategic thinking / Planning from a Governance Perspective* – Demonstrated ability to think innovatively and critically about systemic issues in energy sector and the role of the modernized OEB in the energy sector as a Top Quartile Regulator.
- v. *Stewardship* – Previous experience in a governance role being accountable for overseeing management.



Criteria 3: Regulatory Understanding

The Board will be comprised of Directors who understand the role of regulatory agencies within a governmental umbrella and individual Directors who possess most (if not all) of the following attributes:

- i. *Law or Regulatory Experience* – Demonstrated by having experience working in the practice of law, a regulatory entity or in a public sector capacity creating regulations. Preferably this experience has been augmented by having worked in a heavily regulated industry or experience developing predictable and sound regulations that create a strong framework for the energy market.
- ii. *Government Experience* – Demonstrated by having experience working in a senior executive position in government or experience in private sector working closely with government. Preferable experience which recognizes the importance of setting predictable regulations.
- iii. *Public Policy and Government Relations Experience* – Demonstrated by having experience in a senior executive position in a public sector organization or by having served in a senior consulting capacity closely related to the creation of public policy and issues relevant to consumers.



Criteria 4: Representational Attributes

Subject to Directors satisfying the first three criteria, to the degree possible, the Board will include individual Directors who have the following attributes:

- i. *Sectoral Representation* – The Board will be comprised of Directors who represent the different types of participants in the energy and gas sectors in Ontario. This would be demonstrated by the Board being comprised of Directors who have experience working with different types of participants.
- ii. *Regional Representation* – The Board will be comprised of Directors who represent the broad population of Ontario. This would be demonstrated by the Board being comprised of Directors who collectively reflect diversity with respect to the rural and urban areas of the Province.
- iii. *Reflective of Diverse Groups of People* – The Board will be comprised of Directors who are reflective of the people in Ontario. This would be demonstrated by the Board being comprised of Directors who reflect diversity including people with disabilities and members of racial minorities.

- iv. *Relationships with Indigenous Communities* – The Board will be comprised of Directors who have direct experience working with Indigenous communities through First Nations or Metis community membership, Chiefs and Councils, regional/provincial Indigenous bodies, economic development corporations and/or other Indigenous organizations preferably on matters related to energy sector.
- v. *Substantial Gender Balance* – Working towards the goal of gender balance of 50/50.



Criteria 5: Financial and Performance Management

The Board will include Directors who have understanding and experience in measuring and assessing outcomes as demonstrated by individual Directors who have most (if not all) of the following attributes:

- i. *Executive Performance Management* – Experience communicating and leading efficient executive team and delivering effective results.
- ii. *Financial Expertise* – Demonstrated by a professional accounting designation or equivalent, and (a) Experience preparing, auditing, analyzing or evaluating financial statements dealing with complex accounting issues that are generally comparable to the scope and complexity of issues that can reasonably be expected to be raised in OEB’s financial statements, or (b) Experience actively supervising one or more persons engaged in such activities.
- iii. *Project Management / Oversight Experience* – Demonstrated by experience in the stewardship of management while overseeing of large complex projects.
- iv. *Technology and Risk Management Experience* – Demonstrated by having senior executive experience related to risk management in an environment of advanced risk management such as the financial, regulatory or technology sectors.



Criteria 6: Personal Attributes

The Board will include Directors who ideally individually possess most of the following attributes:

- i. *Bilingual* – Ability to work in both of Canada’s official languages English and French.
- ii. *Collaborative* – Able to work well with others and provide critique in a respectful manner.
- iii. *Communication skills* – Able to express oneself and be articulate.
- iv. *Integrity and high ethical standards* – Ability to act consistently in accordance with a value system.
- v. *Teamwork* – Ability to see different perspectives and assist in achieving common ground.
- vi. *Independent* – Character and judgement are independent and there are no relationships or circumstances which are likely, or could appear, to affect the Director’s judgement.
- vii. *Sound judgment* – Demonstrated analytical ability applied appropriately in variety of situations.