



**it takes a  
community  
to save a life**

---

---

## STARS Governance

---

---

STARS is committed to the principles of strong governance. It strives to lead in the area of voluntary and non-profit sector governance with a commitment to stewardship of the STARS' organizations through effective and best practices.

Effective governance requires sound, ethical and legal processes and direction consistent with the organization's vision and mission, and adequate controls to ensure appropriate oversight of the organization's resources. For non-profit, charitable organizations, this includes appropriate guidance and protection of the benefits and services provided to the community and sound stewardship of the resources, whether funding, volunteer time, financial or other expertise, or other skills committed to the organization.

The STARS' Boards of Directors recognize their governance responsibilities to all stakeholders including our patients, provincial governments, health regions, emergency service providers, corporate and community donors, volunteers, employees and the general public.

STARS is committed to the ongoing evaluation and application of best practices in governance to promote a healthy, productive, transparent, accountable and effective organization. We regularly assess emerging best practices and annually review our governance and financial disclosure practices to ensure we meet or exceed the requirements for non-profit organizations.

---

---

## Charitable Status and Organizational Structure

---

---

There are three entities that carry out the operations of STARS.

- 1) *Shock Trauma Air Rescue Society* (the "STARS Society") is a society under the *Societies Act* (Alberta) that was formed on March 26, 1986. It is a registered charity under the *Income Tax Act* (Canada). Instead of shareholders, the STARS Society has voting members who are entitled to notice of and to vote at all meetings of the members of the STARS Society.

As at the date hereof, each of the STARS' Society Members also serves as a director of the STARS Society. All of these directors act in a volunteer capacity.

The primary services and activities of the STARS Society are to provide emergency medical helicopter transport services to critically ill and injured patients in Alberta, Saskatchewan, Manitoba, and Eastern British Columbia.

- 2) *Shock Trauma Air Rescue Service Foundation* (the "STARS Foundation") is a foundation that was formed as a company with objects other than the acquisition of gain under Part 9 of the *Companies Act* (Alberta) on April 18, 1991. It is also a registered charity under the *Income Tax Act* (Canada). Instead of shareholders, the STARS Foundation has voting members who are entitled to notice of and to vote at all meetings of the members of the STARS Foundation.

As at the date hereof, each of the STARS Foundation Members also serves as a director of the STARS Foundation. Like the directors of the STARS Society, all of the directors of the STARS Foundation, are independent, outside, directors, and serve in a volunteer capacity.

The STARS Foundation is primarily responsible for the fundraising activities carried out in support of the STARS Society's services and activities, as described above.

- 3) *STARS Aviation Canada Inc.* ("STARS Aviation") is a corporation that was incorporated on August 29, 1985 under the *Canada Business Corporations Act* (Canada). The sole shareholder of STARS Aviation is the STARS Society. Pursuant to a declaration and unanimous shareholders agreement dated March 24, 2006, the powers of the board of directors of STARS Aviation are abrogated and the STARS Society, as sole shareholder of STARS Aviation, is granted the right to exercise and perform all the rights, powers and duties of the directors of STARS Aviation to manage the business and affairs of STARS Aviation, including those rights, powers and duties set forth in the *Canada Business Corporations Act* (Canada). This means that effectively, the business and affairs of STARS Aviation are managed by the Board of Directors of the STARS Society, which is the decision making body of the STARS Society.

STARS Aviation does not have any employees and the only business that it carries on is to hold ownership of certain helicopters that are used to provide emergency medical transport services, which helicopters are leased by STARS Aviation to the STARS Society.

*\*\*The Boards of STARS Foundation and STARS Society are hereinafter referred to as the Boards or Boards of Directors.*

The Boards of Directors of STARS Society and STARS Foundation, along with the dates of appointment, city/province of residence, and Committees as of March 31, 2014 are set out as follows:

Name	Title & Organization	Date of Election	City, Province of Residence	Society Board	Foundation Board
Linda Banister	President, Banister Research & Consulting Inc.	22-Jun-12	Edmonton, AB	S	
Robert Brennan	Corporate Director	22-Jun-12	Winnipeg, MB	S	
Dino DeLuca	Partner, Burnet, Duckworth and Palmer LLP	27-Jun-13	Calgary, AB	S	
Dr. Anne Doig	Family Physician	22-Jun-12	Saskatoon, SK	S	
Randy Garvey	Executive Vice President, Corporate Support, Canadian Western Bank	17-Jun-10	Edmonton, AB		F
Michael Hoffort	President and CEO, Farm Credit Canada	27-Jun-13	Regina, SK	S	F
Kent Kaufield	Managing Partner, Ernst & Young LLP	27-Jun-13	Calgary, AB	S	
Rod Kennedy	Investment Advisor, RBC Securities Inc.	17-Jun-10	Red Deer, AB	S	F
Dr. John Kortbeek	Professor, Surgery and Critical Care, Foothills Medical Center	22-Jun-12	Calgary, AB	S	
Dan MacLean	Corporate Director	22-Jun-12	Calgary, AB		F
Sean McBurney	Sr. Client Partner, Korn Ferry International	27-Jun-13	Calgary, AB		F
Greg Melchin	Corporate Director	17-Jun-10	Calgary, AB	S	
Dave Mowat	President and CEO, ATB Financial	19-Jun-09	Edmonton, AB	S	
Irene Pfeiffer	President, Moorgate Holdings Ltd.	16-Jun-11	Okotoks, AB		F
Dale Riddell	Corporate Director	22-Jun-12	East. St Paul, MB		F
Lionel Robins	Independent Entrepreneur, Grande Prairie Mazda	27-Jun-13	Grande Prairie, AB		F
Evan Saugstad	Manager, Aboriginal Relations; Canadian LNG	16-Jun-11	Fort St. John, BC	S	
Scott Saxberg	President and CEO, Crescent Point Energy Corp.	27-Jun-13	Calgary, AB	S	

Name	Title & Organization	Date of Election	City, Province of Residence	Society Board	Foundation Board
Myron Stadnyk	President and CEO, ARC Resources Ltd.	25-Sep-14	Calgary, AB	S	F
Ben Voss	President and Chief Executive Officer, MLTC Resource Development LP	25-Sep-14	Saskatoon, SK	S	F
Pat Youzwa	Corporate Director	16-Jun-11	Regina, SK	S	F

### **Boards of Directors – Volunteer Governance**

As charitable and non-profit entities, STARS Society and STARS Foundation have no shareholders and are each effectively governed by volunteer Boards. The volunteer members of the respective Boards and Board Standing Committees do not receive any remuneration, consideration, or fees for undertaking the responsibilities, risks and the significant time commitment involved in being a volunteer director. Between the fiscal period April 1, 2013 to March 31, 2014, the Boards volunteered over 1,400 hours. This number does not take into the account the significant amount of time the Boards dedicate to events, such as fundraising events or meetings with staff members outside of regularly scheduled Board or Committee meetings.

A Governance and Nominating Standing Committee stewards the governance process and culture. Board approved Mandates for the Board of Directors and Standing Board Committees are regularly reviewed and revised as required. These Mandates can be found on [www.stars.ca](http://www.stars.ca).

### **Mandate of the Boards of Directors**

The fundamental responsibility of the Boards of Directors is to oversee the management of the organization, with a view to maximizing benefit and value to the community in carrying out the Vision, Mission and Strategic Objectives and to assure the ongoing continuity and strength of its programs.

#### ***Strategic Planning***

STARS' Boards of Directors have the responsibility for setting and monitoring overall strategic direction with management. In assuming this responsibility, the Boards of Directors undertake an annual strategic planning session with the STARS' Executive Team to review and approve the strategic direction of the organizations. The STARS' Executive Team regularly prepares reports that are reviewed and discussed with the Boards. Strategic plans

are reviewed and budgets are approved by the Boards prior to implementation. Key objectives of the strategy are incorporated into the annual budget processes.

### ***Safety and Risk Management***

The Boards work with management to ensure that a system is in place to identify the principal risks to the organizations and that appropriate procedures are in place to monitor and mitigate the risks. This includes:

- establishing the risk tolerance;
- making sure STARS identifies principal risks at least once a year;
- ensuring the implementation of appropriate systems to manage risks;
- monitoring STARS' risk management programs; and
- seeking assurance that the internal control systems and management information systems are in place and operating effectively.

STARS is committed to the health and safety of STARS' personnel, volunteers, and patients, and takes appropriate remedial and preventative actions as required, and supports wellness initiatives.

### ***Communications***

STARS is committed to ongoing transparent communications with its stakeholders. Key communications issues are reported to the Boards of Directors. STARS issues regular newsletters and communicates ongoing and annual activities through the STARS' Report to the Community, the STARS' website, and other electronic communication tools. Communications are also reported through our medical and community outreach programs. Information is released to the public on a regular basis on issues of impact to our stakeholders.

### ***President and Chief Executive Officer***

The Boards' responsibilities include, among others, the appointment of the President and Chief Executive Officer and all other officers, review of Executive benchmarking, the approval of the President and Chief Executive Officer's compensation, and monitoring the performance of the President and Chief Executive Officer, including approving the annual objectives of the President and Chief Executive Officer on an annual basis.

### ***Succession Planning***

The Boards ensure that a process is established that adequately provides for succession planning, both within the Boards, and for the President and Chief Executive Officer. The President and Chief Executive Officer also discusses succession planning with the Boards for the STARS' Executive Team, as necessary.

### ***External Advisors***

The Boards, including Board Committees or an individual director, may engage an outside advisor at the expense of the organizations to assist them in the execution of their directors' responsibilities. From time to time, the organizations may use professional services from a business affiliated with a Director, recognizing the expertise the business brings to STARS. At this time, the engagement of such services has been on an arms-length basis and has been accomplished in compliance with applicable conflict of interest rules (*see below*).

### ***Internal Controls***

The Boards seek assurance at least annually that our internal control systems and management information systems are operating effectively.

The Boards have delegated responsibility for reviewing our quarterly and annual financial statements to the Audit and Finance Committee which recommends them to the Boards for approval.

### ***Declaration of Conflict of Interest***

A conflict of interest of a Director of STARS would occur where a Director:

- Is a party to a material contract or transaction or a proposed material contract or transaction with STARS;
- Is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or a proposed material contract or transaction with STARS.

These requirements apply regardless of whether the material contract or transaction or proposed material contract or transaction require approval by the Boards.

Directors in such circumstances must disclose in writing to the organizations or must request to have entered into the minutes of a meeting of the Board the nature and extent of the Director's interest.

A Director must make such disclosure:

- at the meeting at which a proposed contract or transaction is first considered;
- if the Director was not then interested in a proposed contract or transaction, at the first meeting after he or she becomes so interested;
- if the Director becomes interested after a contract is made or a transaction is entered into;
- at the first meeting after he or she becomes so interested; or

- if a person who is interested in a contract or transaction later becomes a Director, at the first meeting after he or she becomes a Director.

Directors must not attend any part of a meeting of the Board during which the contract or transaction is discussed and must not vote on a resolution to approve the contract or transaction.

This prohibition against Directors is subject to the exception wherein the contract or transaction is one for Directors' indemnities or insurance.

***Limits to Management Authority***

The Board establishes guidelines that identify areas of responsibility that require the involvement of the Board, including organizational changes and policy, budgets, plans and financially material commitments, financial and certain personnel matters. These guidelines are developed based upon the nature and size of the proposed action.

The Boards and the Standing Board Committees meet independently of management on a regular basis.

**Attributes Required of all STARS Board Members**

Each STARS’ director is expected to possess not only the skills and experience required to add value to our organization, but also the following eight behavioral attributes associated with effective boardroom dynamics and decision-making processes.

Integrity and accountability	Independent-mindedness	Business judgment	Communication
Demonstrates high ethical standards, avoids conflicts of interest, acts in the best interests of STARS and maintains public confidence and goodwill of STARS stakeholders.	Willingness to formulate or maintain one’s own, or challenge prevailing, opinion and objectivity.	Track record of leveraging one’s own experience and wisdom in making sound strategic and operational business decisions. Demonstrates business acumen and a mindset for risk oversight.	Ability to listen carefully, raise questions constructively and encourage and build upon open discussion of key issues.

Teamwork	Commitment	Analytical	Diversity
Works effectively, collaboratively and resiliently with orientation toward resolving conflict and maintaining healthy relationships.	Availability and willingness to travel, attend and contribute to board functions and take leadership roles as required.	Uses conceptual and problem-solving skills to make sound decisions recognizing possible biases in board discussions with an orientation to acquire knowledge.	Contributes to the Boards in a way that encourages and respects other perspectives and enhances perspectives through their own differences in gender, age, ethnicity, culture, personality, skill, training, educational background and life experience.

---



---

### Composition of the Boards of Directors

---



---

#### *Composition*

The Board of STARS Society had 15 Directors as of March 31, 2015 and the Board of STARS Foundation had 11 Directors. As of March 31, 2015, the membership of the Board of STARS Foundation included an overlap of five members of the STARS Society Board.

#### *Independence*

The Boards believe that having a majority of independent directors brings assurance to our stakeholders that decisions are being made in the best interests of the organizations. The independence of the Boards is reviewed on at least an annual basis, and the Boards take into account the independence of potential nominee directors during the succession planning process. Board members are also expected to inform the organizations when they may have a potential conflict of interest.

100% of our Directors are independent. We define a director as independent if he or she does not have a direct or indirect material relationship with STARS. The Boards believe that a relationship is material if it could reasonably interfere with a director's ability to make independent decisions, regardless of any other association he or she may have.

### ***Separate Chair and President and Chief Executive Officer Positions***

Both Chairs of the STARS' Boards are independent, non-executive Chairs of the Boards who are responsible for leading the Boards.

---

---

## **Board Processes**

---

---

### ***Nomination of Directors***

Annually, the Governance and Nominating Committee reviews the recruitment criteria for candidates to be considered for nomination to the Boards. The objective of this review is to ensure that the composition of the Boards provides the best mix of skills and experience to guide the long term strategy and ongoing operations and community service of the organizations. This review takes into account diversity of background, skills and experience. These skills include, but are not limited to, government relations, public relations, operational risk management, investments, finance, legal, oilfield services, oil & gas /utilities, human resources, transportation, economics, aviation, and medical expertise.

As STARS currently provides services in Alberta, Saskatchewan, Manitoba and eastern British Columbia, the Boards also recognize the importance of having Board representation in each of those geographical areas. Please see the section below regarding the current skills of our Board members.

The Governance and Nominating Committee, together with the Chairs and the President and Chief Executive Officer, identify potential nominees, screen their qualifications, and make recommendations for interviewing, consideration as nominees, and eventual nomination to the Boards. The Boards are ultimately responsible for recommending suitable candidates for election to the Boards by the voting members at the Annual General Meeting.

### ***Director Terms***

The Governance and Nominating Committee annually, and upon term completion, reviews both the appropriateness of the continuation of the individual directors and potential term renewal. This is to ensure that its review of the size and composition of the Boards and its recruitment of new directors anticipates and addresses the succession planning issues associated with both the loss of the skills and experience provided by retiring directors and the need for continuity on the Boards.

As per the By-laws (STARS Society) or Articles of Association (STARS Foundation) under which the organizations operate, a director's term is three years. Under normal circumstances, the maximum number of terms is two. It has been agreed by the Boards of Directors that after completion of one full Board term, renewal for a second term would occur under normal circumstances, pending review and recommendation of the Governance

and Nominating Committee, and that a director may sit for a third term only under exceptional circumstances at the pleasure of the Boards. A term of less than three years, although not the norm, can occur in compliance with the Bylaws and Articles of Association, under unusual and specific circumstances.

### ***A Culture of Ethical Conduct***

A strong culture of ethical conduct is central to STARS. Our Boards expect all Directors and employees to act with honesty and integrity at all times, to earn and maintain the trust of our stakeholders. On an annual basis, the Boards review and approve the STARS' Code of Business Conduct and Ethics which contains the principles for ethical behavior expected of all STARS' employees. It covers the following, among other things:

- Business Ethics
- Accuracy of STARS Records and Reporting
- Confidentiality
- Privacy
- Protection and Proper Use of STARS Assets
- Compliance with Laws, Rules and Regulations
- Use of STARS Information Technology
- Reporting of Illegal or Unethical Behaviour
- Conflicts of Interest
- Non-partisan Representation of STARS, Gifts and Entertainment
- Media and Communications
- Compliance Procedures

The STARS' Code of Business Conduct and Ethics can be found on the STARS' website at [www.stars.ca](http://www.stars.ca).

The Boards also annually receive and review the STARS' Whistleblower Policy.

### ***Position Descriptions***

The Boards have developed position descriptions for each of the Board Chairs and the President and Chief Executive Officer. The Boards believe that the key accountability of the Chairs of the Boards is the effective stewardship and management of the affairs of the Boards in supporting the vision and mission of the organization. The Chairs' position description includes guidance as to the following: providing leadership to enhance Board effectiveness; managing the Board; acting as a liaison between Board and management; acting in an advisory capacity to the President and Chief Executive Officer; involvement in the President and Chief Executive Officer performance process; and stakeholder interface.

### ***New Director Orientation***

New directors are provided with an orientation and education program that includes:

- A tour of the most proximal base, with an eventual tour of all operational bases, as possible.
- Orientation meetings with the Chairs, the President and Chief Executive Officer, the Corporate Secretary, the STARS Executive Team, as well as any other STARS employees deemed necessary. This session includes an overview of history, strategy, challenges, risks, financial status, and future for the organization. A hands-on session can also be incorporated (e.g. simulation, night vision goggles, etc.), if desired.
- A complete Directors' Manual, which includes written information about the duties and obligations of directors, the business and operations of the organization, and minutes and material from recent Board and Committee meetings.

The details of the orientation of each new director are tailored to that director's individual needs and areas of interest, in addition to overall governance accountabilities. It is recognized that schedule conflicts and directors' travel requirements must be taken into account for effective execution of the orientation.

### ***Ongoing Director Education***

Each director assumes responsibility for keeping informed about the business of the organizations. Management assists directors by providing them with regular updates on developments in the industry, political and economic developments, and communications from the President and Chief Executive Officer to employees, and such other information management considers of interest to the Boards.

Furthermore, in addition to scheduled Board meetings, management may engage external speakers to make presentations to the Board and management on matters affecting the organizations and the air medical industry.

Tours of the facilities, as changes occur, are encouraged.

These informal presentations, discussions and tours facilitate increased discussion between management and the Board and provide members of the Board with additional context for exercising their duties.

### ***Other***

Our governance best practices include a separation of duties between the Boards and management and between the Board Chairs and the President and Chief Executive Officer; regularly scheduled in-camera sessions for our Boards and Board Committee meetings; in-

camera sessions with our auditor with Audit & Finance Committee members present only; and a formalized annual work plan calendar for Board and Board Committee meetings.

The Boards carry out an annual review of the effectiveness of board governance practices, which includes overall board assessment and self-assessment. Director attendance at Board and Board Committee meetings is tracked and reviewed. Succession planning processes are in place for our President and Chief Executive Officer, Board Chairs and members of the Boards of Directors. The Boards annually review board terms and the skills, qualifications and characteristics required for future directors and a comprehensive orientation program is carried out for all new directors. Risk assessment is inherent and integrated into board strategic planning and management planning and execution practices.

---

---

### **Our Expectations of our Directors**

---

---

Our directors are expected to act in the best interests of STARS. They have a duty of care to exercise in both decision making and oversight.

#### *Meeting in camera*

Both our Boards and our Board Committees hold in-camera meetings without management present at every regularly scheduled meeting. The Chairs of the Boards provide the President and Chief Executive Officer with a summary of the matters discussed at those in-camera meetings, including any issues that the Board expects Management to pursue.

#### *Meeting Attendance*

Directors strive for perfect attendance at all Board and Board Committee meetings of which they are a member, including the annual general meeting. All directors have been active participants at Board and Board Committee meetings and serve in a volunteer capacity (directors are not compensated for their attendance at Board and Board Committee meeting, or otherwise).

A director may miss a meeting “for good reason”, which we define as a family or medical emergency or a special meeting that conflicts with a previously scheduled commitment that cannot be changed. If a director is unable to attend a meeting, he or she receives a package of materials discussing the business to be covered, and communicates his or her views to the Board Chairs or to the appropriate Committee Chair before the meeting.

Board members have a standing invitation to attend all committee meetings regardless of membership.

A summary of the Board and Board Committee meetings that took place in the fiscal year 2014/2015 (April 1, 2014 to March 31, 2015) is as follows:

Board/Board Committee	Number of Meetings
Board of Directors of Shock Trauma Air Rescue Society	4
Board of Director of Shock Trauma Air Rescue Foundation	4
Audit and Finance Committee	4
Governance and Nominating Committee	4
Human Resources and Compensation Committee	4
Safety and Risk Committee	4

Board attendance for the above meetings is as follows:

Director Name	Society Board (4 meetings)		Foundation Board (4 meetings)	
	#	%	#	%
Linda Banister	4/4	100%	-	-
Bob Brennan	4/4	100%	-	-
Lyle Carlstrom	1/2 ( <i>Mr. Carlstrom retired from the Board in September 2014</i> )	50%		
Dino DeLuca	4/4	100%	-	-
Dr. Anne Doig	3/4	75%	-	-
Randy Garvey	-	-	4/4	100%
Michael Hoffort	3/4	75%	3/4	75%
Kent Kaufield	4/4	100%	-	-
Rod Kennedy	3/4	75%	3/4	75%
Dr. John Kortbeek	4/4	100%	-	-
Dan MacLean	-	-	4/4	100%
Sean McBurney	-	-	4/4	100%
Greg Melchin	3/4	75%	-	-
Dave Mowat <i>(Chair of STARS Society)</i>	2/4	50%	-	-
Irene Pfeiffer	-	-	3/4	75%
Dale Riddell	-	-	4/4	100%
Lionel Robins	-	-	4/4	100%
Evan Saugstad	3/4	75%	-	-
Scott Saxberg	4/4	100%	-	-
Myron Stadnyk	3/3 ( <i>Mr.</i> )	100%		

Director Name	Society Board (4 meetings)		Foundation Board (4 meetings)	
	#	%	#	%
	<i>Stadnyk joined the Boards in September 2014)</i>			
Ben Voss	3/3	100%	-	-
Pat Youzwa <b>(Chair of STARS Foundation)</b>	4/4	100%	4/4	100%

Attendance for the STARS Standing Board Committees for the fiscal year 2014/2015 is as follows:

Director Name	Audit and Finance (4 meetings)		Governance and Nominating (4 meetings)		Human Resources and Compensation (4 meetings)		Safety and Risk (4 meetings)	
	#	%	#	%	#	%	#	%
Linda Banister	-	-	4/4	100%	-	-	-	-
Bob Brennan	4/4	100%	-	-	-	-	-	-
Lyle Carlstrom	-	-	2/2	100%	-	-	-	-
			<i>(Mr. Carlstrom resigned from the G&amp;N Committee in September 2014)</i>					
Dino DeLuca	-	-	2/2	100%	-	-	3/3	100%
			<i>(Mr. DeLuca joined the G&amp;N Committee in November 2014)</i>				<i>(Mr. DeLuca resigned from the S&amp;R Committee in November 2014)</i>	
Dr. Anne Doig	-	-	4/4	100%	-	-	4/4	100%
Randy	4/4	100%	-	-	-	-	-	-

Director Name	Audit and Finance (4 meetings)		Governance and Nominating (4 meetings)		Human Resources and Compensation (4 meetings)		Safety and Risk (4 meetings)	
	#	%	#	%	#	%	#	%
Garvey								
Michael Hoffort	2/3	67% (Mr. Hoffort resigned from the A&F Committee in November 2014)	-	-	-	-	4/4	100%
Kent Kaufield	4/4	100%	-	-	-	-	-	-
Rod Kennedy	4/4	100%	-	-	-	-	4/4	100%
Dr. John Kortbeek	-	-	-	-	-	-	4/4	100%
Dan MacLean	-	-	-	-	4/4	100%	-	-
Sean McBurney	-	-	-	-	3/4	75%	-	-
Greg Melchin	4/4	100%	-	-	-	-	-	-
Dave Mowat (Chair of STARS Society)	As Chair of the STARS Society, Mr. Mowat does not serve on any Board Committees.							
Irene Pfeiffer	-	-	-	-	3/4	75%	-	-
Dale Riddell	-	-	3/4	75%	-	-	-	-
Lionel Robins	-	-	-	-	3/4	75%	-	-
Evan Saugstad	-	-	-	-	-	-	3/4	75%
Scott Saxberg	-	-	-	-	-	-	-	-
Myron Stadnyk	-	-	-	-	1/1 (Mr. Stadnyk resigned from the H&R Committee in November 2014)			

Director Name	Audit and Finance (4 meetings)		Governance and Nominating (4 meetings)		Human Resources and Compensation (4 meetings)		Safety and Risk (4 meetings)	
	#	%	#	%	#	%	#	%
Brian Vaasjo	As Former Chair of the Society, Mr. Vaasjo did not serve on any Board Committees. Mr. Vaasjo's term ended in September 2014.							
Ben Voss	-	-	-	-	2/2 (Mr. Voss joined the HRC Committee in November 2014)			
Pat Youzwa (Chair of STARS Foundation)	As Chair of the Foundation, Ms. Youzwa does not serve on any Board Committees.							

**Board Committees**

The Boards of Directors of the STARS Society and the STARS Foundation have four Joint Standing Committees that assist the Boards in fulfilling their mandates.

The Boards annually review and appoint members to the Joint Standing Committees with mandates as outlined in the Board-approved Terms of Reference for the Committees. All Committees make recommendations to the respective Boards for approval and do not act independently unless specifically authorized to do so by the Boards of Directors and as limited by legislation, as applicable.

Four Joint Standing Committees assist the Boards in their stewardship role: the Governance and Nominating Committee, the Audit & Finance Committee, the Human Resources and Compensation Committee, and the Safety and Risk Management Committee. All members of all Standing Committees are non-management directors and independent. Appropriate skills and expertise are considered in the formation of each respective Committee.

Committee membership is reviewed annually. All Standing Committees meet independently from Management members on a regular basis.

## ***Joint Governance and Nominating Committee***

***# of Meetings Held in the fiscal period 2014/2015: 4***

***# of Independent Directors Serving (as Voting Members) on Committee: 4/4 or 100%***

Members:

- Linda Banister (Chair)
- Dino DeLuca
- Dr. Anne Doig
- Dale Riddell

The purpose of the Committee is to assist the Boards in carrying out responsibilities by reviewing and monitoring Board governance. The Governance and Nominating Committee's responsibilities include making recommendations to the Boards for Board Director and Board Committee membership and monitoring Board performance according to the goals and objectives of the organizations. The Committee also reviews:

- Committee Structure
- Membership and Board Chairs
- Steward nomination process for recruitment for Directors and Committees (members and Chairs)
- Distinction between governance process vs. management and operations
- Conflict resolution
- Steward annual Board effectiveness evaluation process
- Monitoring of Board effectiveness as a whole
- Board orientation
- Review of By-laws every five years, or as required

### ***Evaluation of the Board and the Board / Management Relationship***

The Governance and Nominating Committee is responsible for ensuring an evaluation of the Boards' performance and effectiveness is carried out and results are report back to the Boards. The assessment examines the effectiveness of the Boards as a whole and specifically reviews areas that the Boards and/or management believe could be improved to ensure the continued effectiveness of the Boards in the execution of their responsibilities.

The Board Chairs address individual director issues.

## ***Joint Audit and Finance Committee***

***# of Meetings Held in the fiscal period 2014/2015: 4***

***# of Independent Board Members Serving on Committee: 5/5 or 100%***

Members:

- Bob Brennan
- Randy Garvey (Chair)
- Kent Kaufield
- Rod Kennedy
- Greg Melchin

The purpose of the Committee is to assist the Boards in fulfilling their oversight responsibilities with respect to financial accountability, reporting, adequacy of internal controls, financial risk and financial integrity of the organization, regulatory compliance related to financial matters, audit process, performance of the external auditors, monitoring investment returns, reviewing the investment strategies of the Boards, and making recommendations to the Boards on investment policy and overall strategy. The Committee reviews:

- Finances
- External audit
- Direct reporting relationship with auditor
- Financial communications to stakeholders
- Financial risk
- Annual, and as necessary, investment policy review
- Monitoring of fund manager performance and compliance to policy
- Recommendations to Board regarding investment policy and overall strategy
- Recommendations to Board regarding cash investment outside of management's authority

### ***Financial Expertise***

STARS defines a financial expert as one that must: 1) understand Generally Accepted Accounting Principles and financial statements; 2) be experienced in preparing or auditing financial statements of comparable organizations; 3) have experience accounting for estimates, accruals, and reserves; 4) understand internal accounting controls; and 5) understand the functions of an audit committee.

STARS has determined that 100% of the Audit and Finance Committee are financial experts.

---

**Joint Safety and Risk Committee**

---

**# of Meetings Held in the fiscal period 2014/2015: 4**

**# of Independent Directors (as Voting Members) Serving on Committee: 5/5 or 100%**

Members:

- Dr. Anne Doig
- Michael Hoffort
- Rod Kennedy
- Dr. John Kortbeek (Chair)
- Evan Saugstad

The purpose of the Safety & Risk Management Committee is to assist the Boards in carrying out their responsibilities by monitoring and regularly re-evaluating risk identification and risk management practices and in reinforcing the STARS culture of “Safety is an Attitude.” The Committee also reviews:

- Insurance
- Safety and operations
- Occupational Health and Safety
- Processes to ensure Safety Policies and Controls are in place
- Risk identification (Enterprise Risk Management)

---

**Joint Human Resources and Compensation Committee**

---

**# of Meetings Held in the fiscal period 2014/2015: 4**

**# of Independent Directors (as Voting Members) Serving on Committee: 5/5 or 100%**

Members:

- Dan MacLean
- Sean McBurney
- Irene Pfeiffer (Chair)
- Lionel Robins
- Ben Voss

The purpose of the Committee is to assist the Boards in carrying out their responsibilities by reviewing the President and Chief Executive Officer’s goals and objectives, evaluating the President and Chief Executive Officer’s performance, developing and monitoring a succession plan for the President and Chief Executive Officer, monitoring the organization’s human resources policies, and reviewing compensation and human resources issues in

support of the achievement of the Organization’s strategies. The Committee also reviews the following:

- President and Chief Executive Officer succession planning/management effectiveness
- President and Chief Executive Officer compensation
- Oversight to ensure Human Resources Policies are in place
- Steward CEO evaluation process
- Officer appointments

***Executive Compensation***

The Human Resources and Compensation Committee annually reviews Executive compensation. The remuneration for the President and Chief Executive Officer is regularly evaluated by the Human Resources and Compensation Committee utilizing periodic regular market assessments and various industry and professional benchmarks, including those for charitable and non-profit organizations, and by periodic independent consultation. The Committee’s conclusions for compensation for the President and Chief Executive Officer are reviewed with the Boards of Directors and are recommended to the Boards of Directors for approval.

The volunteer members of the organization’s Boards of Directors are not reimbursed for their service on the STARS’ Boards or Standing Committees.

---

---

**Skills and Experience**

---

---

The Boards and the Governance and Nominating Committee review the experience, qualifications and skills of our directors once a year, to ensure that the composition of our Boards and Board Committees is appropriate and includes essential areas of expertise. A skills matrix is used to ensure our strategic direction is supported by the relevant expertise and behavioral attributes.

Directors use the skills matrix to review and self-assess their skills each year. The results are used to enhance the development of the board, assist in the recruitment process and identify potential areas for training or education.

The chart below illustrates which areas each director has indicated they have skilled or expert application.

Name	Functional Skills and Competencies																	
	Exec/Management	Service Community	Corporate Governance	Education	Engineering	Financial Expertise	Financial Literacy	Fundraising	Government Relations	Human Resources	Information Systems	Investment	Leadership - Strategic Planning	Legal	Medical	PR/Communication	Aviation	Risk Management
Banister, Linda	•		•				•	•		•			•					
Brennan, Bob	•	•	•			•	•	•	•				•					•
DeLuca, Dino							•							•			•	•
Doig, Anne	•	•	•	•			•		•		•		•		•			•
Garvey, Randy	•	•	•			•	•		•	•	•	•				•		•
Hoffort, Michael	•	•	•			•	•			•			•					•
Kaufield, Kent	•	•	•			•	•		•		•	•	•					•
Kennedy, Rod	•	•	•			•	•					•	•					•
Kortbeek, John	•			•											•			
MacLean, Dan	•	•	•		•								•					•
McBurney, Sean	•									•				•				
Melchin, Greg	•	•	•			•	•		•				•					•
Mowat, Dave	•	•	•			•	•			•			•					
Pfeiffer, Irene	•	•	•					•		•			•				•	
Riddell, Dale	•	•	•	•				•	•				•				•	
Robins, Lionel	•	•						•	•				•					
Saugstad, Evan	•	•	•				•		•			•	•			•		•
Saxberg, Scott					•		•						•					
Stadnyk, Myron	•	•	•		•		•			•		•	•					•
Voss, Ben	•	•	•		•	•	•		•	•		•					•	
Youzwa, Pat	•	•	•				•	•	•				•					

STARS also believes in the importance of having geographical diversity on our Boards, in order to effectively represent all stakeholders in all jurisdictions in which we operate. The following table represents this diversity:

	Regional Perspective								
Name	Calgary	Red Deer	Edmonton	Grande Prairie	British Columbia	Regina	Winnipeg	Saskatoon	Rural
Banister, Linda			•						
Brennan, Bob							•		
DeLuca, Dino	•								
Doig, Anne								•	
Garvey, Randy			•						
Hoffort, Michael						•			
Kaufield, Kent	•								
Kennedy, Rod		•							
Kortbeek, John	•								
MacLean, Dan	•								
McBurney, Sean	•								
Melchin, Greg	•								
Mowat, Dave			•						
Pfeiffer, Irene	•								
Riddell, Dale							•		
Robins, Lionel				•					
Saugstad, Evan					•				•
Saxberg, Scott	•								
Stadnyk, Myron	•								
Voss, Ben			•					•	
Youzwa, Pat						•			

## Board of Directors Contact Information

For further information on the STARS Boards of Directors, or to contact any one of them, please contact the STARS Corporate Secretary at [likness@stars.ca](mailto:likness@stars.ca).

## Director Profiles

The profiles that follow provide information with respect to our Board of Directors, including their background, terms (*see below*) and the Board and Board Committees they sit on.

STARS has adopted term limits for our Directors, wherein Directors are elected for a term of 3 years, with an option to renew for another 3 years, for a total of 6 years. Under exceptional circumstances, the Voting Members may be asked to approve an extension past that 6 year term.

Linda Banister Edmonton, Alberta			
President, Banister Research & Consulting Inc.  	Linda Banister is the President and owner of Banister Research & Consulting Inc. Linda has a master's degree in business and a series of related professional designations, including having completed the Director's Education program. Linda has practiced over 25 years as a management consultant and currently oversees all aspects of the firm which provides full service market research and evaluation services to hundreds of clients across Alberta and Canada. Linda has been the Alberta President of her related professional associations, including the Canadian Association of Management Consultants and the Canadian Evaluation Society. Linda has sat on numerous boards and committees including Northlands, the University of Alberta Alumni Council, the Alberta School of Business Advisory Council, NAIT President's advisory council and the Mayor's Advisory Committee.		
Director since: 2012 Term ends: 2018	<b>STARS Board/Board Committee Memberships</b>	<b># of Meetings Attended</b>	<b>Percentage of Meetings Attended</b>
	STARS Society Board	4/4	100%
	Governance and Nominating Committee ( <i>Chair</i> )	4/4	100%

**Bob Brennan**  
**Winnipeg, Manitoba**

Corporate Director



Director since: 2012  
 Term ends: 2018

Mr. Brennan served as the Chief Executive Officer and President of Manitoba Hydro-electric Board from 1990 until February 2012. He oversaw the expansion of Manitoba Hydro from a provincial utility to a significant exporter of renewable energy to the United States. Mr. Brennan is a Chartered Accountant with a distinguished 47-year career. Mr. Brennan has been the Chairman and Independent Director of San Gold Corporation since September 2013 and August 1, 2012 respectively. Mr. Brennan serves as the Chairman of the Riverview Health Centre Foundation and, in addition to STARS, as a director of First Peoples Economic Growth Fund and the Canadian National Institute for the Blind. He is a recipient of the Chartered Accountants of Manitoba's Lifetime Achievement Award that recognizes sustained distinction in service to the profession, career and community which brings honour to the profession.

<b>STARS Board/Board Committee Memberships</b>	<b># of Meetings Attended</b>	<b>Percentage of Meetings Attended</b>
STARS Society	4/4	100%
Audit and Finance Committee	4/4	100%

**Dino DeLuca**  
**Calgary, Alberta**

Partner  
 Burnet, Duckworth &  
 Palmer LLP



Director since: 2013  
 Term ends: 2019

Dino DeLuca is a partner with Burnet, Duckworth & Palmer LLP, and is Chair of the firm's Aviation Practice Group. Dino has particular experience in aircraft acquisitions, dispositions, and leasing and financings. He also represents chartered banks, finance companies and borrowers on various domestic and cross border financings. Mr. DeLuca has also represented clients on licensing, certification and ownership regulatory matters before the Canada Transportation Agency and Transport Canada. His commercial transactions practice includes private mergers and acquisitions and corporate restructurings.

Dino is named in both Lexpert's Guide to the 500 Leading Lawyers in Canada and the Guide to the World's Leading Aviation Lawyers. He has been recognized as one of the world's leading practitioners in Aviation in Who's Who Legal, The International Who's Who of Business Lawyers. The Best Lawyers in Canada names Dino as a leading Canadian Lawyer in the areas of Aviation Law, Banking Law and Equipment Finance Law and Calgary's 2012 Equipment Finance Lawyer of the Year.

<b>STARS Board/Board Committee Memberships</b>	<b># of Meetings Attended</b>	<b>Percentage of Meetings Attended</b>
STARS Society	4/4	100%

**Dino DeLuca**  
**Calgary, Alberta**

	Governance and Nominating Committee	2/2	100%
	Safety and Risk Committee	3/3	100%

**Dr. Anne Doig**  
**Saskatoon, Saskatchewan**

Family Physician



Director since: 2012  
 Term ends: 2018

Dr. Anne Doig graduated from the University of Saskatchewan's College of Medicine in 1976. She is a Certificant of the College of Family Physicians of Canada since 1978 and was granted Fellowship in 1994. Dr. Doig has been in full-time family practice since 1978 and is an active member of the practitioner staff of the Saskatoon Health Region.

A Clinical Associate Professor in the Department of Obstetrics and Gynecology at the University of Saskatchewan, Dr. Doig has been honoured twice for her commitment to teaching. In 1990 she was named "Clinical Teacher of the Year in Family Medicine" by the medical house staff at Saskatoon City Hospital. In 1996 she was the Saskatchewan recipient of the "Excellence in Teaching Award" from the Association of Professors of Obstetrics and Gynecology.

Dr. Doig has served on numerous Boards and committees, including the Canadian Medical Association (of which she is a Past President) and the Saskatchewan Medical Association. Currently, in addition to her service on the STARS Board, Dr. Doig is a member of the Board of Directors of Canada Health Infoway. Dr. Doig is also an active volunteer in competitive speed swimming at both a provincial and national level.

<b>STARS Board/Board Committee Memberships</b>	<b># of Meetings Attended</b>	<b>Percentage of Meetings Attended</b>
STARS Society	3/4	75%
Governance and Nominating Committee	4/4	100%
Safety and Risk Committee	4/4	100%

**Randy Garvey**  
**Edmonton, Alberta**

EVP of Corporate Support  
 Canadian Western Bank



Randy Garvey joined Canadian Western Bank in 2005 bringing extensive executive experience. Prior to 2005, he served as the CFO for the Workers Compensation Board of Alberta, as well as the CFO and General Manager of Corporate Support for the City of Edmonton. In his current role, Mr. Garvey provides executive oversight for a number corporate office functions along with CWB's trust and wealth management companies: Canadian Western Trust, Canadian Western Financial, Adroit Investment Management, and McLean & Partners Wealth Management. Mr. Garvey is a member of the policy and advocacy committee with the Canadian Bankers Association, and also currently serves as a director for CMA Canada. Mr. Garvey has previously served as chair of CMA Alberta, chair of Northlands and president of the Edmonton CFA Society.

Director since: 2010  
 Term ends: 2016

<b>STARS Board/Board Committee Memberships</b>	<b># of Meetings Attended</b>	<b>Percentage of Meetings Attended</b>
STARS Foundation	4/4	100%
Audit and Finance Committee (Chair)	4/4	100%

**Michael Hoffort**  
**Regina, Saskatoon**

President & CEO  
 Farm Credit Canada



Michael Hoffort is President and Chief Executive Officer at FCC. He joined FCC in 1988, and gained extensive experience in operations, including working directly with customers to holding the positions of Vice-President of Partners and Channels and Vice-President of Prairie Operations. Over his career, Michael has led key efforts to grow and modernize several of FCC's lines of business, while maintaining a focus on delivering an exceptional experience to both customers and employees. Prior to his appointment as CEO, Michael was FCC's first Chief Risk Officer. In that position, he spearheaded the corporation's Enhanced Risk Management Program to align FCC's risk management practices with those of federally-regulated financial institutions in Canada.

Director since: 2013  
 Term ends: 2019

Michael holds a Bachelor of Science Degree in agriculture economics from the University of Saskatchewan, and a Professional Agrologist designation from the Saskatchewan Institute of Agrologists.

<b>STARS Board/Board Committee Memberships</b>	<b># of Meetings Attended</b>	<b>Percentage of Meetings Attended</b>
STARS Foundation	3/4	75%
STARS Society	3/4	75%
Audit and Finance	2/3	67%

**Michael Hoffort**  
*Regina, Saskatoon*

	Committee		
	Safety and Risk Committee	4/4	100%

**Kent Kaufield**  
*Calgary, Alberta*

Managing Partner  
Ernst & Young LLP



Director since: 2013  
Term ends: 2019

Kent Kaufield is the Calgary Office Managing Partner and Energy Market Segment Leader for EY, formerly Ernst & Young. He has over 25 years of experience delivering advisory and assurance services, both as a professional services advisor and as a member of senior management within industry.

Prior to his current role, Kent was the Managing Partner of EY in Edmonton and the leader of the Advisory Services practice where he specialized in IT advisory, risk management, internal audit co-sourcing strategic planning and governance. Kent has also worked for EY in Toronto, Vancouver and Ottawa and has also served as leader of various practices, including Western Canadian Advisory Services, Canadian Information Technology Risk Advisory Practice, Western Canadian Technology Risk Services, and Canadian Securities and Technology.

Kent is a member of the Young Presidents Organization. He is also an avid supporter of junior athletics and is a weekly hockey and soccer coach.

<b><i>STARS Board/Board Committee Memberships</i></b>	<b><i># of Meetings Attended</i></b>	<b><i>Percentage of Meetings Attended</i></b>
STARS Society	4/4	100%
Audit and Finance Committee	4/4	100%

**Rod Kennedy**  
**Red Deer, Alberta**

Investment Advisor  
 RBC Dominion  
 Securities



Director since: 2010  
 Term ends: 2016

Roderick (Rod) Kennedy was born and raised in Alberta, and now is a long standing resident of Red Deer. Always committed to community and giving back, Rod has been involved and assumed the leadership role with Red Deer Chamber of Commerce, Westerner Exposition, and the Optimist Club, as well as having long active engagements with Red Deer College and Agri-Trade Expo. Most recently he was elected to the University of Alberta Senate, and was invited to participate on the Governance Committee for the 2019 Canada Winter Games.

He was awarded the Alberta Centennial Metal honouring outstanding Albertans, chosen as The Optimist of the Year, and received distinguished service awards from both the Canadian Association of Fairs & Expositions, and Westerner Park.

Rod and his team operate a high net worth wealth management practice with RBC Dominion Securities Inc. He graduated from the University of Calgary, with a Bachelor of Commerce degree (Finance, '79), and earned his Canadian Securities Institute Certification (w/ 'Honors') in 1992.

<b><i>STARS Board/Board Committee Memberships</i></b>	<b><i># of Meetings Attended</i></b>	<b><i>Percentage of Meetings Attended</i></b>
STARS Society	3/4	100%
STARS Foundation	3/4	100%
Audit and Finance Committee	4/4	100%
Safety and Risk Committee	4/4	100%

**Dr. John Kortbeek**  
**Calgary, Alberta**

Professor, Surgery &  
 Critical Care,  
 Foothills Medical  
 Centre




John B. Kortbeek MD is a graduate of the University of Alberta. He completed an internship at St. Thomas Hospital, Akron Ohio and a General Surgery residency at the University of Calgary. He trained as a Critical Care fellow at the University of Calgary and as a Trauma fellow at Carraway Methodist Medical Centre. He has held an appointment at the University of Calgary since 1991 and is currently a Professor in the Departments of Surgery and Critical Care.

Dr. Kortbeek has served as regional Trauma Services Director for Calgary as well as Director of the Intensive Care unit at the Foothills Medical Centre. He currently serves as Head of the Department of Surgery for the University of Calgary and for the Calgary Zone, Alberta Health Services. He has been an active member of many surgical and trauma organizations. Dr. Kortbeek is a recipient of the American College of Surgeon's Committee on Trauma

**Dr. John Kortbeek**  
**Calgary, Alberta**

Director since: 2012 Term ends: 2018	Meritorious Achievement Award. He has previously served as President of the Trauma Association of Canada, Governor of the American College of Surgeons as well as Chair of the Advanced Trauma Life Support subcommittee of the American College of Surgeon's Committee on Trauma.		
	<b>STARS Board/Board Committee Memberships</b>	<b># of Meetings Attended</b>	<b>Percentage of Meetings Attended</b>
	STARS Society	4/4	100%
	Safety and Risk Committee	4/4	100%

**Dan MacLean**  
**Calgary, Alberta**

Corporate Director  	Dan MacLean has 35 years of experience in the oil and gas industry. He spent 26 years with Chevron working the Western Canada Sedimentary Basin as a reservoir engineer and project leader including 10 years of overseas assignments in West Australia, West Africa and Kuwait. Upon retiring from Chevron, he spent 2 years with Murphy Oil in Calgary as the Manager of Engineering, before moving over to Tundra Oil and Gas Partnership in Winnipeg where he served as President and CEO from December 2008 to August 2014. He retired from Tundra in 2014 and moved back to Calgary where he is pursuing other opportunities.		
Director since: 2012 Term ends: 2018	Mr. MacLean has a BSc in Chemistry and B EngSci in Chemical Engineering both from the University of Western Ontario and an MBA from St Mary's College in Moraga California. He has served on numerous Boards including Tundra Oil and Gas Partnership, Tundra Energy Marketing Limited, Red Beds Resources Limited, the Business Council of Manitoba, and currently STARS. He is a member of APEGA and APEGM.		
	<b>STARS Board/Board Committee Memberships</b>	<b># of Meetings Attended</b>	<b>Percentage of Meetings Attended</b>
	STARS Foundation	4/4	100%
	Human Resources and Compensation Committee	4/4	100%

**Sean McBurney**  
**Calgary, Alberta**

Senior Client Partner Korn/Ferry International	With over a decade of executive recruitment experience, Mr. McBurney has led more than 200 search assignments at the C-suite, board and executive level, with specific expertise working with global organizations in the energy, energy services, and natural resources industries. He has led searches on behalf of clients across a broad spectrum of financial structures—from		
--	--	--	--

**Sean McBurney**  
**Calgary, Alberta**



Director since: 2013  
 Term ends: 2019

publicly-held, large cap companies to venture capital-backed start-ups.

Prior to joining Korn Ferry in 2002, Mr. McBurney served as a corporate legal counsel. He was called to the Bar of British Columbia after articling with a prominent Vancouver law firm. As a lawyer, Mr. McBurney gained experience in general corporate law, labour/employment law and international trade dispute resolution.

He holds a bachelor of laws degree from the University of British Columbia, and a bachelor's degree (honors) in classical history and Latin American literature from Trent University.

In addition to acting as a Board member for STARS, Mr. McBurney also volunteers as ex-officio member of the Junior Achievement Calgary Business Hall of Fame Laureate Selection.

<i><b>STARS Board/Board Committee Memberships</b></i>	<i><b># of Meetings Attended</b></i>	<i><b>Percentage of Meetings Attended</b></i>
STARS Foundation	4/4	100%
Human Resources and Compensation Committee	3/4	75%

**Greg Melchin**  
**Calgary, Alberta**

Corporate Director



Director since: 2010  
 Term ends: 2016

Greg Melchin was a Member of the Legislative Assembly (MLA), of Alberta (Calgary-North West Constituency) from 1997 to 2008. During that time he held the following Ministerial Assignments: Minister of Seniors and Community Supports; Minister of Energy; and Minister of Revenue. Mr. Melchin also has extensive experience in the business community, with 20 years in senior financial management roles, including Chief Financial Officer and Vice President of Finance.

Apart from the STARS Board, Mr. Melchin also serves on the Board of ENMAX, and assumed the role of Board Chair in 2011. He is also a director on two publicly traded companies, Baytex Energy Corporation and Total Energy Services.

Mr. Melchin graduated from Brigham Young University with a B.Sc., received his C.A. designation from the Institute of Chartered Accountants of Alberta, and has a Fellow Chartered Accountant designation. He also holds an ICD.D designation from the Institute of Corporate Directors/Haskayne School of Business, University of Calgary.

<i><b>STARS Board/Board</b></i>	<i><b># of Meetings</b></i>	<i><b>Percentage of Meetings</b></i>
---------------------------------	-----------------------------	--------------------------------------

**Greg Melchin**  
**Calgary, Alberta**

	<b>Committee Memberships</b>	<b>Attended</b>	<b>Attended</b>
	STARS Society	3/4	75%
	Audit and Finance Committee	4/4	100%

**Dave Mowat**  
**Edmonton, Alberta**

President & CEO  
 ATB Financial



Director since: 2009  
 Term ends: 2016

Dave Mowat is the President & CEO of ATB Financial, which, with assets of more than \$43 billion, is Alberta’s largest, provincially based financial institution. ATB employs almost 5,300 team members in 244 communities, providing personal, business, agriculture, corporate, and investor financial services to more than 710,000 Albertans and Alberta-based businesses.

Dave received a Bachelor of Commerce degree from the University of British Columbia and after living in Vancouver and as serving as VanCity credit union’s CEO, he returned to Alberta, and now lives in Edmonton.

Dave sits on several Boards, including Telus Community Foundation, Alberta Blue Cross, Citadel Theatre and the National Music Centre. And in the causes—he has served the United Way of the Alberta Capital Region as its campaign chair. And it is apparent in the unique, community-building ventures that Dave and ATB help bring to life, including Empower U (a partnership that equips women with financial literacy skills), the ATB Financial Land Legacy Fund (a program that provides capital for purchasing land for habitat restoration before resale), and Light The Bridge (a citizens-led drive to raise \$2.5 million to purchase and install LED lights on Edmonton’s High Level Bridge).

Dave has been named Alberta Venture’s Business Person of the Year. He has held the Charles Allard Chair in Business at MacEwan University. SAIT Polytechnic has awarded Dave an Honorary Bachelor of Business Administration degree. He was named to the Edmonton Journal’s list of the city’s Power 30 group.

<b>STARS Board/Board Committee Memberships</b>	<b># of Meetings Attended</b>	<b>Percentage of Meetings Attended</b>
Society Board ( <i>Chair</i> )	2/4	50%

**Irene Pfeiffer**  
**Okotoks, Alberta**

President  
 Moorgate Holdings  
 Ltd.



Director since: 2011  
 Term ends: 2017

Irene Pfeiffer is president of Moorgate Holdings and was a partner and co-founder of PWR Search (formerly Russell Reynolds Associations). Prior to these roles she was involved in all facets of human resources, as well as internal communications, with companies including Mobil Oil Canada Ltd., Suncor Resources Inc., and Shell Canada Ltd. Areas of specialization include organizational reviews, senior staff planning, change management, and workplace diversity / employment equity. Ms. Pfeiffer is also a member of the Boards of the Health Quality Council of Alberta, Trinity Housing Foundation for Seniors, The Accessible Housing Corporation, and Teen Challenge (a drug and alcohol recovery program).

Ms. Pfeiffer is a past president of the Calgary Chamber of Commerce and the Alberta Chamber. She was formerly Chair of the Council of the College of Physicians and Surgeons of Alberta and a board member of the Rural Physicians Action Plan.

In 2007, Ms. Pfeiffer was appointed a member of the Order of Canada.

<b><i>STARS Board/Board Committee Memberships</i></b>	<b><i># of Meetings Attended</i></b>	<b><i>Percentage of Meetings Attended</i></b>
STARS Foundation	3/4	75%
Human Resources and Compensation Committee <i>(Chair)</i>	3/4	75%

**Dale Riddell**  
**East St. Paul, Manitoba**

Corporate Director



Director since: 2012  
 Term ends: 2018

Dale Riddell retired from Agricore (merger of Alberta Wheat Pool and Manitoba Pool Elevators) in 2001, a western Canadian grain marketing co-operative and agro supply business owned by farmers. He currently manages his own business and does consulting in the field of corporate communications and board governance.

Dale has served on boards and advisory groups in agricultural trade policy, Western Transportation Advisory Council, educational institutions, the Canadian 4-H Council and various non-profit entities including Grain Academy, STARS, Joy Smith Foundation and the Goldeye Foundation. He is currently Vice President of Red River Co-operative, a \$650 million dollar business involved in retail grocery and petroleum sales. He is President of his own company, Dal-Dette Holdings Ltd.

Dale is a graduate of the Olds Agricultural College, the University of Calgary Executive Development program, courses at the Banff Centre for Management, and the International Grains Institute.

<b>STARS Board/Board Committee Memberships</b>	<b># of Meetings Attended</b>	<b>Percentage of Meetings Attended</b>
STARS Foundation	4/4	100%
Governance and Nominating Committee	3/4	75%

**Lionel Robins**  
**Grande Prairie, Alberta**

Independent Owner  
 Grande Prairie Mazda



Director since:  
 Term ends:

Lionel began his career in the auto industry in 1992, at a sales position for Windsor Ford in Grande Prairie, Alberta. He then moved into a Financial Services Manager position in 1994 for a General Motors store in Lethbridge, Alberta. Staying in the finance field from 1994 to 2000 he ended in a Senior Finance Manager position with a Chrysler franchise back in Grande Prairie. He remained with that company until 2006, with several promotions including Sales Manager, General Manager, and ultimately joining the senior management team of the group, as Dealer Principal of Moncton Chrysler in Moncton, New Brunswick. The group filed an IPO and went public in 2006, at which point he sold his shares and resigned to seek his own path. In 2006, along with 3 partners, he purchased a Mazda franchise back home in Grande Prairie. In 2007 he then acquired seven National Rental Franchises across Alberta and British Columbia (having since grown to 11 franchises), and from 2008 to present have acquired 5 additional auto dealerships to our partnership group. His group continues to expand, with hotel acquisitions, construction companies, commercial real estate investments, and oilfield companies. His primary focus is the automotive holdings, recently

**Lionel Robins**  
**Grande Prairie, Alberta**

	consolidated into the Revolution Auto Group, of which he is the CEO and managing partner. Lionel's goal is to continue to expand the Revolution Auto Group, while also continuing to invest in other businesses and industry.		
	<b>STARS Board/Board Committee Memberships</b>	<b># of Meetings Attended</b>	<b>Percentage of Meetings Attended</b>
	STARS Foundation	4/4	100%
	Human Resources and Compensation Committee	3/4	75%

**Evan Saugstad**  
**Fort St. John, British Columbia**

Principal Project Lead,  
 Aboriginal Relations,  
 Spectra Energy



Director since: 2011  
 Term ends: 2017

Evan Saugstad is Principal Project Lead, Aboriginal Relations for Spectra Energy and is responsible for leading aboriginal and community engagement related to Spectra Energy's capital expansion projects in British Columbia.

Saugstad has worked in a variety of roles for Spectra Energy in BC, beginning in 2005 as a community coordinator in Chetwynd and managing the community engagement on a proposed pipeline that will serve BC's liquefied natural gas (LNG) industry. He currently lives and works in Fort. St. John.

Prior to joining Spectra, his work experiences included forestry planning and engineering, heavy equipment operator, pulp mill worker, air attack officer for forest fires, Federal water, lands and forest inspector, trapper, professional big game and fishing guide and community consultation specialist.

Mr. Saugstad currently serves as the board chair of the Northern Development Initiative Trust (NDIT) an independent, non-profit corporation which serves as a catalyst stimulating economic growth of central and northern British Columbia. He is also currently President of the Peace River North Liberal Riding Association (Provincial). He retired as Mayor of Chetwynd and Director, Peace River Regional District in December 2011 after serving three terms in these roles.

	<b>STARS Board/Board Committee Memberships</b>	<b># of Meetings Attended</b>	<b>Percentage of Meetings Attended</b>
	STARS Society	3/4	100%
	Safety and Risk Committee	3/4	100%

**Scott Saxberg**  
**Calgary, Alberta**

President & CEO  
 Crescent Point  
 Energy, Calgary



Director since: 2013  
 Term ends: 2019

Scott Saxberg is the President, Chief Executive Officer and a director of Crescent Point Energy. He was a founder of Crescent Point in 2001 and has been president since 2003. Mr. Saxberg has worked in the oil and gas industry since 1992, having held a variety of roles with companies such as Shelter Bay, Wascana Energy Inc., Numac Energy Inc. and Magin Energy Inc.

Mr. Saxberg is a member of the Association of Professional Engineers and Geoscientists of Alberta and serves on the board of Aston Hill Energy General Partner. He served on the board of directors of Bellamont Exploration Ltd., Catapult Energy and Wild Stream Exploration until the Wild Stream Arrangement was completed. He also serves on the CAPP board of governors, the CAPP Saskatchewan Executive Policy Group and the STARS Society board of directors. Mr. Saxberg holds a Bachelor of Science degree in mechanical engineering from the University of Manitoba.

<b><i>STARS Board/Board Committee Memberships</i></b>	<b><i># of Meetings Attended</i></b>	<b><i>Percentage of Meetings Attended</i></b>
STARS Society	4/4	100%

**Myron Stadnyk**  
**Calgary, Alberta**

President & CEO  
 ARC Resources



Director since: 2014  
 Term ends: 2020

Myron Stadnyk is President and Chief Executive Officer of ARC Resources and has overall management responsibility for the company. Myron joined ARC in 1997, as the Company's first operations employee, and in 2005 was appointed Senior Vice President, Operations and Chief Operating Officer. From 2009 to 2012, he held the position of President and Chief Operating Officer. Prior to joining ARC, Myron worked with a major oil and gas company in both domestic and international operations. He holds a Bachelor of Science in Mechanical Engineering from the University of Saskatchewan and is a graduate of the Harvard Business School Advanced Management program. Myron joined ARC's Board of Directors in 2013. He is a member of the Association of Professional Engineers and Geoscientists of Alberta (APEGA) and currently serves as a governor for the Canadian Association of Petroleum Producers.

<b><i>STARS Board/Board Committee Memberships</i></b>	<b><i># of Meetings Attended</i></b>	<b><i>Percentage of Meetings Attended</i></b>
STARS Foundation	3/3	100%
STARS Society	3/3	100%
Human Resources and Compensation Committee	1/1	100%

**Ben Voss**  
**Saskatoon, Saskatchewan**

President  
 Morris Industries



Director since: 2014  
 Term ends: 2020

Ben Voss is President of Morris Industries Ltd., a position he accepted in September of 2015. Morris is one of Saskatchewan’s oldest and most successful manufacturing companies, producing innovative farm equipment that is sold and exported worldwide. Morris’ headquarters is located in Saskatoon with manufacturing facilities in Yorkton, SK and Minnedosa, MB. Prior to joining Morris, Ben was President and CEO of MLTC Resource Development LP, a private equity investment partnership owned by the nine Meadow Lake First Nations. He has worked with the Meadow Lake Tribal Council since 2008.

Mr. Voss is a graduate of Agricultural and Bioresource Engineering from the University of Saskatchewan ('99). He also has long history of entrepreneurial know-how with over 18 years of experience in owning and operating businesses in Saskatchewan. Prior to joining MLTC, he was CEO of the Entrepreneurial Foundation of Saskatchewan Inc. from 2005 to 2008.

Ben has previously served as a member of several boards and committees for other industry and community organizations including with the Association of Professional Engineers and Geoscientists of Saskatchewan, as Chair of Big Brothers Big Sisters of Saskatoon and Area Inc., as a director for Big Brother and Big Sisters of Canada and as a Director of SaskTel for 5 years. He has previously served as a director with WestWind Aviation LP, one of Saskatchewan’s most successful aviation companies and one of Canada’s 50 Best Managed. He has also served on many privately held corporate boards in forestry, hospitality, fertilizer and transportation.

<b><i>STARS Board/Board Committee Memberships</i></b>	<b><i># of Meetings Attended</i></b>	<b><i>Percentage of Meetings Attended</i></b>
STARS Foundation	3/3	100%
STARS Society	3/3	100%
Human Resources and Compensation Committee	2/2	100%

**Pat Youzwa**  
**Saskatoon, Saskatchewan**

Corporate Director



Director since: 2011  
 Term ends: 2017

Ms. Youzwa is the former President and CEO of SaskPower. She stepped down from that position in January 2010 after serving five and a half years. She joined SaskPower in 1999 and held a number of executive positions before becoming CEO.

Ms. Youzwa joined SaskPower after a successful career with the public service of the Government of Saskatchewan. Most of her public service career was with the Department Energy and Mines where she rose to the position of Deputy Minister, a position which she held for a number of years. Ms. Youzwa has extensive experience in energy and mining resource development policy, regulation and taxation. She also served as Deputy Minister of Economic Development.

Ms. Youzwa holds a Bachelor of Arts degree with Honours in Economics from the University of Saskatchewan and a Master of Arts degree in Economics from the University of Toronto.

In 2011 she received the Lieutenant Governor’s Gold Medal for Excellence in Public Administration.

<b><i>STARS Board/Board Committee Memberships</i></b>	<b><i># of Meetings Attended</i></b>	<b><i>Percentage of Meetings Attended</i></b>
STARS Foundation ( <i>Chair</i> )	4/4	100%
STARS Society	4/4	100%