

STARS[®]

**2018/2019
GOVERNANCE
REPORT**



WE ARE ALL **STARS**[®]

STARS GOVERNANCE

STARS operates in both the aviation and medical fields that are high complexity and high consequence environments and as such we must be committed to the principles of strong governance. We strive to lead in the area of voluntary and not-for-profit sector governance, with a commitment to stewardship of the STARS organization through effective and best practices.

Effective governance requires sound, ethical and legal processes, direction consistent with the organization's vision and mission, and adequate controls to ensure appropriate oversight of the organization's resources. For not-for-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 skills committed to the organization.

The STARS Board of Directors recognizes their governance responsibilities to all stakeholders that include patients, governments, health regions, emergency service providers, corporate and community donors, volunteers, employees and the general public.

STARS is also committed to the ongoing evaluation and application of best practices in governance in order 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 that we meet or exceed the requirements for not-for-profit organizations.

CHARITABLE STATUS AND ORGANIZATIONAL STRUCTURE

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

SHOCK TRAUMA AIR RESCUE SERVICE (“STARS Service”)

STARS Service is a society under the Canada Not-for-Profit Corporations Act (the “CNPCA”) that was continued on April 1, 2016. It is a registered charity under the Income Tax Act (Canada). Instead of shareholders, STARS Service has voting members who are entitled to notice of and to vote at all meetings of the members of STARS Service.

Each STARS Service member also serves as a director of STARS Service and each of our directors acts in a volunteer capacity.

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

SHOCK TRAUMA AIR RESCUE SERVICE FOUNDATION (“STARS Foundation”)

STARS Foundation is a foundation under the CNPCA that was formed on April 1, 2016. The sole shareholder of STARS Foundation is STARS Service. Pursuant to a declaration and unanimous shareholders’ agreement dated April 1, 2016, the powers of the board of directors of STARS Foundation are abrogated and STARS Service, as sole shareholder of STARS Foundation, is granted the right to exercise and perform all the rights, powers, and duties of the directors of STARS Foundation to manage the business and affairs of STARS Foundation, including those rights, powers, and duties set forth in the CNPCA. This means that effectively, the business and affairs of STARS Foundation are managed by the Board of Directors of STARS Service, which is the decision making body of STARS Service.

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

STARS AVIATION CANADA INC. (“STARS Aviation”)

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 STARS Service. 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 STARS Service, 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 STARS Service, which is the decision making body of STARS Service.

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 STARS Service.

100% VOLUNTEER GOVERNANCE

As a charitable and not-for-profit entity, STARS has no shareholders and is effectively governed by a volunteer Board. The volunteer members of the Board 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, 2018 to March 31, 2019, the Board volunteered over 1,600 hours.

This number does not take into account the significant amount of time the Board dedicates 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 Board Committees (standing and otherwise) are regularly reviewed and revised as required.

MANDATE OF THE BOARD OF DIRECTORS

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

STRATEGIC PLANNING

The STARS Board has the responsibility for setting and monitoring overall strategic direction with management. In assuming this responsibility, the Board undertakes an annual strategic planning session with the STARS Executive Team to review and approve the strategic direction of the organization. The STARS Executive Team regularly prepares reports that are reviewed and discussed with the Board. Strategic plans are reviewed and budgets are approved by the Board prior to implementation. Key objectives of the strategy are incorporated into the annual budget process.

SAFETY AND RISK MANAGEMENT

The Board works with management to ensure that the necessary systems are in place to identify the principal risks to the organization and that appropriate procedures are in place to monitor and mitigate risks including, but not limited to, medical and aviation risks. Risks are identified and managed through proactive identification, risk assessment and reporting. Appropriate measures are actively put in place to address risk, both future and present.

Safety and risk management includes:

- establishing risk tolerance;
- continually monitoring STARS risk management plans and programs;
- ensuring STARS identifies principal risks at least once a year;
- ensuring the implementation of appropriate systems to manage risks;
- seeking assurance that appropriate 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, in addition to supporting various wellness initiatives.

COMMUNICATIONS

STARS is committed to ongoing transparent communications with its stakeholders. Key communication issues are reported to the Board 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 medical and community outreach programs. Information is released to the public on a regular basis on issues of impact to stakeholders.

PRESIDENT AND CHIEF EXECUTIVE OFFICER

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

SUCCESSION PLANNING

The Board ensures that a process is established that adequately provides for succession planning within the Board, and for the President and Chief Executive Officer. The President and Chief Executive Officer also discusses succession planning with the Board for the STARS Executive Team, on an ongoing basis.

EXTERNAL ADVISORS

The Board, including Board Committees or an individual Director, may engage an outside advisor at the expense of the organization 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 Board seeks assurance, at least annually, that the internal control systems and management information systems are operating effectively.

The Board has delegated responsibility for reviewing the quarterly and annual financial statements to the Audit and Finance Committee which recommends them to the Board 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; or
- 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 requires approval by the Board.

Directors in such circumstances must disclose in writing to the organization 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 which he or she becomes a Director.

Directors must not attend any part of a meeting of the Board meeting 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 Board 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 the organization, but also the following behavioral attributes associated with effective boardroom dynamics and decision-making processes.

Integrity and accountability	Demonstrates high ethical standards, avoids conflicts of interest, acts in the best interests of STARS and maintains public confidence and goodwill of STARS stakeholders.
Independent / Open Mindedness	Willingness to formulate or maintain one’s own, or challenge prevailing opinion and objectivity.
Business Judgment	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.
Communication	Ability to listen carefully, raise questions constructively, and encourage and build upon open discussion of key issues.
Teamwork	Works effectively, collaboratively and resiliently with orientation toward resolving conflict and maintaining healthy relationships.
Commitment	Availability and willingness to travel, attend and contribute to board functions and take leadership roles as required.
Analytical	Uses conceptual and problem-solving skills to make sound decisions recognizing possible biases in board discussions with an orientation to acquire knowledge.
Diversity	Contributes to the Board in a way that encourages and respects other perspectives and enhances perspectives through their own differences in gender, age, culture, personality, skill, training, educational background and life experience.

COMPOSITION OF THE BOARD OF DIRECTORS

COMPOSITION

As at March 31, 2019, the Board of STARS Service had 20 Directors.

TOTAL INDEPENDENCE

The Board believes that independent directors bring assurance to our stakeholders that decisions are being made in the best interests of the organization. The independence of the Board is reviewed on an annual basis, and the Board takes into account the independence of potential nominee directors during the succession planning process. Board members are also expected to immediately inform the organization when they may have a potential conflict of interest.

100% of our Directors are independent. STARS defines a director as independent if he or she does not have a direct or indirect material relationship with STARS. The Board believes 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

Both the Chair and the Co-Chair of the STARS Board are independent, non-executive Chairs of the Board who are responsible for leading the Board. To maintain total independence, the Chief Executive Officer is not a member of the Board.

BOARD PROCESSES

NOMINATION OF DIRECTORS

The Governance and Nominating Committee continually reviews the recruitment criteria for candidates to be considered for nomination to the Board. The objective of this review is to ensure that the composition of the Board provides the best mix of skills and experience to guide the long term strategy and ongoing operations and community service of the organization. This review takes into account diversity of background, skills and experience.

These skills include, but are not limited to, executive/management, financial, government relations, human resources, medical, agriculture, aviation, legal, oil and gas and utilities / equipment. For purposes of board composition, diversity includes, but is not limited to, business experience, geography, age, gender, ethnicity, and aboriginal status. In particular, the board should include an appropriate number of women directors.

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

The Governance and Nominating Committee, seeks input from the Board as to potential nominees, and then together with the Chair and Co-Chair, identifies potential nominees, screens their qualifications, and makes recommendations for interviewing, consideration as nominees, and eventual nomination to the Board. The Board is ultimately responsible for recommending suitable candidates for election to the Board by the voting members at the Annual General Meeting. Input is also sought from the President and CEO.

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 Board 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 Board.

As per the By-laws under which the organization operates, a director's term is three years. Under normal circumstances, the maximum number of terms is two. It has been agreed by the Board 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 discretion of the Board.

A CULTURE OF ETHICAL CONDUCT

A strong culture of ethical conduct is central to STARS. Our Board expects 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 Board reviews and approves 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.

The Board also annually receives and reviews the STARS Whistleblower Policy.

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 Chair and Vice-Chair, 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.

ONGOING DIRECTOR EDUCATION

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

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 STARS BASES ARE ALWAYS ENCOURAGED.

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

GOVERNANCE BEST PRACTICES

Our governance best practices include:

- separation of duties between the Board and management and between the Chair and Co-Chair of the Board, and the President and Chief Executive Officer;
- regularly scheduled in-camera sessions for our Board and Board Committee meetings;
- in-camera sessions with our auditor with only Audit & Finance Committee members present; and
- a formalized annual work plan calendar for Board and Board Committee meetings.

The Board carries 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, Chair and Co-Chair, and members of the Board of Directors. The Board annually reviews board terms and the skills, qualifications and characteristics required for future directors. Risk assessment is inherent and integrated into board strategic planning and management planning and execution practices.

EXPECTATIONS OF 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 Board and our Board Committees hold in-camera meetings without management present at every regularly scheduled meeting. The Chair and the Co-Chair 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 meetings, 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 is encouraged to communicate his or her views to the Chair or Co-Chair, 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 2018/2019 (April 1, 2018 to March 31, 2019) is as follows:

Board of Directors	4
Audit and Finance Committee	4
Governance and Nominating Committee	5
Human Resources and Compensation Committee	4
Safety and Risk Management Committee	4
Foundation Committee	4

BOARD COMMITTEES

The Board of Directors of STARS Service has four Standing Committees and one ‘ad hoc’ Committee that assists the Board in fulfilling its mandate.

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

Four Standing Committees assist the Board in its stewardship role:

- Governance and Nominating Committee
- Audit and Finance Committee
- Human Resources and Compensation Committee
- 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 Committee.

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

STARS also has a Foundation Committee that is an “ad hoc” committee, established for the purposes of the Fleet Renewal Capital Campaign Project.

GOVERNANCE AND NOMINATING COMMITTEE

Members: | Mark Fitzgerald
 | Michael Guttormson (Chair)
 | Kyle Jeworski
 | Sean McBurney

The purpose of the Committee is to assist the Board in carrying out their responsibilities by reviewing and monitoring Board governance. The Governance and Nominating Committee’s responsibilities include making recommendations to the Board 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
- Nomination process for recruitment for Directors and Committees (members and Chairs)
- Distinction between governance process vs. management and operations
- Conflict resolution
- Annual Board effectiveness evaluation process
- Monitoring of Board effectiveness as a whole
- Board orientation
- Review of By-laws every five years, or as required

The Governance and Nominating Committee is also responsible for ensuring that an evaluation of the Board’s performance and effectiveness is carried out

and results are reported back to the Board. The assessment examines the effectiveness of the Board as a whole and specifically reviews areas that the Board and/or management believe could be improved to ensure the continued effectiveness of the Board in the execution of its responsibilities. The Board Chairs are responsible to address individual director issues.

AUDIT AND FINANCE COMMITTEE

Members: | Mona Hale
| Michael Hoffort
| Kent Kaufield (Chair)
| Helen Kasdorf
| Stuart Lee

The purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities with respect to financial accountability, reporting, adequacy of internal controls, financial risk, 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 Board, and making recommendations to the Board on investment policy and overall strategy.

The Committee also 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:
 - Financial Statements
 - Auditor and associated fees
 - investment policy and overall strategy
 - cash investments outside of management's authority

STARS defines a financial expert as one that must: 1) understand 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.

SAFETY AND RISK COMMITTEE

- Members:** | Dr. Mary Brindle
 | Michael Hoffort
 | Mike Marsh
 | Dr. Adrian Robertson
 | Ben Voss (Chair)

The purpose of the Safety & Risk Management Committee is to assist the Board in carrying out its 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
- Clinical, patient, operational and aviation safety matters
- Cyber security
- Internal controls
- Occupational Health and Safety
- Processes to ensure Safety Policies and Controls are in place, which includes Privacy and Legal matters
- Risk identification and mitigation (Enterprise Risk Management)

HUMAN RESOURCES AND COMPENSATION COMMITTEE

- Members:** | Tasha Giroux
 | Sean McBurney
 | Mark Porter (Chair)
 | Myron Stadnyk
 | Ben Voss

The purpose of the Committee is to assist the Board in carrying out its 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:

- 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

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 not-for-profit organizations, and by periodic independent consultation. The Committee's conclusions for compensation for the President and Chief Executive Officer are reviewed with the Board of Directors and are recommended to the Board of Directors for approval.

The volunteer members of the organization's Board of Directors are not reimbursed for their service on the STARS Board or Committees.

FOUNDATION COMMITTEE (AD HOC)

Members: | Michael Guttormson
| Mona Hale
| Doug Ramsay
| Lionel Robins (Chair)
| Scott Saxberg

The purpose of the Committee is to assist the Board in carrying out its responsibilities by making recommendations to the Board relative to all aspects of the Capital Campaign as it relates to the aircraft fleet replacement project for STARS.

SKILLS AND EXPERTISE

The Board and the Governance and Nominating Committee review the experience, qualifications and skills of our directors once a year, to ensure that the composition of the Board 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. In addition to the skills matrix, a chart representing geographical diversity has also been included as STARS believes in the importance of having geographical diversity on the Board, in order to effectively represent all stakeholders in all jurisdictions in which we operate.

Skills Matrix	Executive / Management	Financial	Government Relations	Human Resources	Medical	Agriculture	Aviation	Legal	Oil and Gas	Utilities / Equipment
Dr. Mary Brindle					■					
Dino DeLuca	■						■	■		
Mark Fitzgerald	■	■	■						■	
Tasha Giroux	■	■		■						
Michael Guttormson								■		
Mona Hale	■	■								■
Michael Hoffort	■	■	■			■				
Kyle Jeworski	■	■	■			■				
Helen Kasdorf	■	■	■	■						
Kent Kaufield		■								
Stuart Lee	■	■	■							■
Mike Marsh	■	■	■							■
Sean McBurney				■						
Mark Porter	■			■						
Doug Ramsay	■	■	■						■	
Dr. Adrian Robertson			■		■					
Lionel Robins	■									
Scott Saxberg	■	■	■						■	
Myron Stadnyk	■	■	■						■	
Ben Voss	■		■	■		■	■			

Geographical Diversity	Calgary	Edmonton	Grade Prairie	Regina	Saskatoon	Winnipeg	Other
Dr. Mary Brindle	■						
Dino DeLuca	■						
Mark Fitzgerald	■						
Tasha Giroux		■					
Michael Guttormson						■	
Mona Hale		■					
Michael Hoffort				■			
Kyle Jeworski				■			
Helen Kasdorf						■	
Kent Kaufield	■						
Stuart Lee		■					
Mike Marsh				■			
Sean McBurney							■
Mark Porter	■						
Doug Ramsay	■						
Dr. Adrian Robertson						■	
Lionel Robins			■				
Scott Saxberg	■						
Myron Stadnyk	■						
Ben Voss					■		

DIRECTOR PROFILES



Dr. Mary Brindle
Pediatric General Surgeon,
Alberta Children’s Hospital

Board Committee Memberships:
Safety & Risk Management Committee

Term Ends:
2024

Dr. Brindle is a pediatric surgeon at Alberta Children’s Hospital. She completed her BA at Yale University, MD at Dalhousie University, her General Surgery residency at UBC, her pediatric surgery fellowship at the Hospital for Sick Children, and her MPH at Harvard School of Public Health. Dr. Brindle is currently the Associate Department Head of Surgery and Director of the EQUIS Health Systems research platform. Dr. Brindle is the Cumming School of Medicine Surgical Research Chair and leads several large projects to improve surgical systems internationally. She has previously acted as the co-lead of pediatric trauma in Southern Alberta and works with the strategic care networks as well as a number of quality improvement programs throughout Alberta Health Services.



Dino DeLuca
Chief Operating Officer,
Triwest Capital Partners

Board Committee Memberships:
Co-Chair of the Board of Directors

Term Ends:
2020

Mr. DeLuca joined TriWest Capital Partners in November 2015 as Chief Operating Officer. As COO, Dino is responsible for and oversees a wide variety of areas within TriWest including finance, investor reporting, governance functions and administration, as well as supporting the transaction and investment teams. Prior to joining TriWest, Dino was Senior Partner at Burnet, Duckworth & Palmer LLP, a leading Calgary based law firm. His law practice was focused on commercial transactions (including private M&A), banking and equipment finance. He also had a significant role in the management of BD&P as a Member of the Executive Committee, Partnership Admission Committee and Business Development Committee. Dino has been recognized with several honours throughout his distinguished legal career, including being named one of the “Best Lawyers in Canada” continuously since 2006. Mr. DeLuca holds

degrees in Mining Engineering and Law from Queen's University and he was called to the Alberta Bar in 1988.



Mark Fitzgerald
President & CEO
PETRONAS Canada

Board Committee Memberships:
Governance & Nominating Committee

Term Ends:
2024

Mr. Fitzgerald was appointed President and CEO of Progress Energy Canada Ltd. in November 2016. Previously, he held the role of Senior Vice President, Production & Development. He has more than 29 years of experience in the oil and gas industry, and has held senior executive roles in production, development, operations, strategy and corporate development. His background includes time with large, integrated producers across North America as well as the junior oil and gas sector in western Canada. Mark is the Chairman of the Board of Governors at the Canadian Association of Petroleum Producers (CAPP). He is also a founding Board member for Classroom Champions, and previously sat on the Board for the Edge School Foundation, a unique learning community where students can pursue academic excellence while striving to reach their full athletic potential.



Tasha Giroux
Regional Vice-President,
Business Financial Services, Alberta and Territories,
RBC

Board Committee Memberships:
Human Resources & Compensation Committee

Term Ends:
2024

Tasha Giroux is the Regional Vice President for Business Financial Services in Alberta & Territories for the Royal Bank of Canada. After 25 years with the Royal Bank of Canada, Tasha brings to STARS in-depth experience and understanding of financial services, business management and performance, and superior client service. She's held a range of leadership roles, most recently as Regional Operating Officer for RBC's Alberta and Territories market. Tasha holds an MBA from Dalhousie University, a Certificate in Human Resources Management from University of Winnipeg and her Personal Financial Planner designation. She is an active community volunteer sitting on multiple advisory committee with not for profit board experience.



Michael Guttormson

Vice President and General Counsel
James Richardson & Sons, Limited

Board Committee Memberships:

Chair of Governance & Nominating Committee
Foundation Committee

Term Ends:

2022

Michael Guttormson is Vice-President, General Counsel and Secretary of James Richardson & Sons, Limited, a position which he has held since 2004. Prior to joining JRSL, Michael practiced corporate, commercial and securities law at Aikins, MacAulay & Thorvaldson for 15 years following his graduation from the University of Manitoba's Faculty of Law. Michael serves on the Boards of Directors of a number of JRSL's subsidiaries, including Tundra Oil & Gas Limited, Tundra Energy Marketing Limited, Richardson Financial Group Limited and Lombard Realty Limited. Michael is involved in the community through organizations such as the United Way, the Assiniboine Park Conservancy and the annual Mike Keane Hockey Classic. Michael and his wife, Peggy, have three sons.



Mona Hale

Senior Vice President, Global Commercial and
Financial Performance Management
Finning International

Board Committee Memberships:

Audit & Finance Committee and Foundation
Committee

Term Ends:

2021

Mona is the Senior Vice President of Finance for Finning Canada. Finning Canada sells, services, and rents mainly Caterpillar mobile equipment and engines in British Columbia, Alberta, Saskatchewan, Yukon, Northwest Territories, and a portion of Nunavut. In an effort to support and promote diversity at Finning Canada, she is co-chair of the regional Diversity and Inclusion program and a member of the global Diversity team. Prior to joining Finning Canada in early 2011, Mona worked in Mining and Telecommunications industries in various senior level positions in finance and operations. Ms. Hale is a Fellow Chartered Accountant and holds a Bachelor of Commerce degree from the University of Alberta. Mona serves on the Board of Fortis Alberta, is a member of the International Women's Forum and is the Past President of the Edmonton Chapter of the Financial Executives International and former Chair

of the United Way Alberta Capital Region. Mona is a past recipient of the YWCA Women of Distinction business award.



Michael Hoffort

President and Chief Executive Officer
Farm Credit Canada

Board Committee Memberships:

Audit & Finance Committee
Safety & Risk Management Committee

Term Ends:

2019

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. 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.



Kyle Jeworski

President & CEO
Viterra

Board Committee Memberships:

Governance & Nominating Committee

Term Ends:

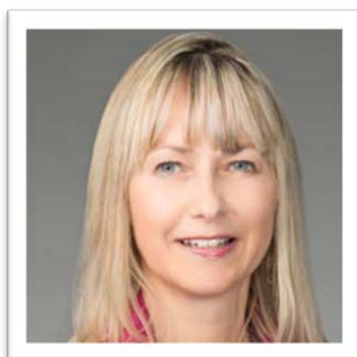
2024

Kyle Jeworski leads Viterra, Canada’s industry leader, overseeing the company’s corporate strategy and vision, extensive asset network and diverse team of employees across North America. Through his leadership the company is firmly focused on operational excellence, and has made significant investments in new builds, acquisitions and capacity expansions. He is also dedicated to making targeted investments in innovation through technology and process improvements to support the company’s ongoing mission to connect more customers to more places. The company also

continues to make sizable industry and community investments for the benefit of its stakeholders.

Kyle has been with the company for over twenty years, and has had the opportunity to lead major change initiatives during his tenure. Previously, he served as Vice President, Grain Merchandising and Transportation and led the growth of the Viterra's market share in Western Canada. He has been instrumental in growing Viterra's presence through expansions, acquisitions and integration efforts across North America, Australia, Europe and Asia. Throughout his career he has been an advocate of the agricultural industry and its importance in feeding an ever growing world.

A firm believer in the value of collaboration and giving back, Kyle continues to lend his industry and business expertise to the people and communities around him. He sits on numerous panels, working groups and board including the National Grain and Feed Association and the Prince Rupert Grain Board. He also serves on the Hospitals of Regina Foundation Board and is a Member of Leaders Council at the Hill and Levene Schools of Business, University of Regina.



Helen Kasdorf

SVP and Chief Financial Officer, Canada
Canada Life

Board Committee Memberships:

Audit & Finance Committee

Term Ends:

2023

Helen Kasdorf is the Senior Vice President and Chief Financial Officer for Great West Life. Prior to her current role, she held the roles of Assistant Vice-President Treasury & Capital Management, Vice-President, IS Financial Management, Senior Vice-President & Chief Internal Auditor, as well as Senior Vice-President, Corporate Resources. Ms. Kasdorf also served as an accountant with Deloitte & Touche.

Helen Kasdorf graduated from the University of Manitoba with a Bachelor of Commerce Degree with Honours and is a Chartered Accountant.

In 2009, Ms. Kasdorf received a Community Service Award by the Institute of Chartered Accountants in Manitoba, driven by her not for profit involvement, including organizations such as Crosstown Credit Union, the Mennonite Church of Canada, as well as a wide variety of children's schools, churches, and others.



Kent Kaufield

Managing Partner, Energy and Alberta
Ernst & Young, LLP

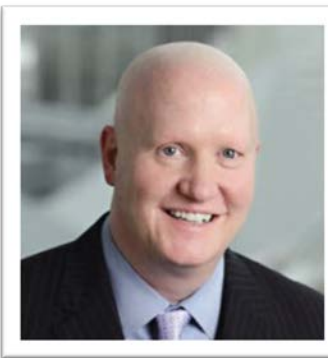
Board Committee Memberships:

Chair of Audit & Finance Committee

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.



Stuart Lee

President and Chief Executive Officer
EPCOR

Board Committee Memberships:

Audit & Finance Committee

Term Ends:

2021

Stuart Lee became President & Chief Executive Officer of EPCOR Utilities Inc. in September 2015. He is responsible for the strategic direction and growth of the company, and achieving operational excellence across its power and water businesses in Canada and the U.S. southwest. Stuart is a seasoned business executive with extensive financial and commercial expertise. Before joining EPCOR, Stuart spent six years with Capital Power Corporation, most recently as the Senior Vice President of Corporate Development and Commercial Services. From 2009 to 2011, Stuart was President and Director of Capital Power Income LP, a publicly traded subsidiary of Capital Power Corporation. This was a \$2 billion enterprise value business with 20 plants across North America. Stuart holds a Bachelor of Commerce from the University of Alberta and is a chartered accountant. In addition to STARS, he serves on the Audit Committee for the University of Alberta and recently completed a term with the Board of Directors of Edmonton's Citadel Theatre.



Mike Marsh

President and Chief Executive Officer
SaskPower

Board Committee Memberships:

Safety & Risk Management Committee

Term Ends:

2023

Mike Marsh joined SaskPower in 1991, serving as President and CEO since April 2015. Mr. Marsh has held several positions with SaskPower including Manager of Business and Financial Planning, Vice-President of Transmission and Distribution, Vice-President of Operations and Chief Operations Officer, responsible for all operational areas including Power Production, Transmission Services and Distribution Services. Mr. Marsh attended the University of Saskatchewan, where he earned a Bachelor of Science in Mechanical Engineering. He later studied at Queen’s School of Business and obtained a Master of Business Administration. He is a member of the Association of Professional Engineers and Geoscientists of Saskatchewan (APEGS). Mr. Marsh is a Board member of the Canadian Electricity Association (CEA), and is Past Chair of the CEA Transmission Council. He has also held positions on the CEA Distribution Council and Occupational Health and Safety Task Group. In 2016, Mr. Marsh received the Industry Leader of the Year Award from Electricity Human Resources Canada. He is also a Past President of Canadian Progress Club – Regina Centre Chapter, an organization offering financial assistance to charities supporting children and wellness.



Sean McBurney

Senior Client Partner
Korn/Ferry International

Board Committee Memberships:

Governance & Nominating Committee
Human Resources & Compensation Committee

Term Ends:

2019

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 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. Mr. McBurney also volunteers as ex-officio member of the Junior Achievement Calgary Business Hall of Fame Laureate Selection.



Mark Porter

EVP, People and Culture
WestJet

Board Committee Memberships:

Chair of Human Resources & Compensation
Committee

Term Ends:

2023

Mark Porter joined WestJet on October 26, 2015 as Executive Vice-President, People and Culture. Prior thereto, he served in several leadership positions, including an aircraft engineer at Bombardier, Chief People Officer of Molson Canada, and serving for almost a decade as senior vice-president of human resources with Shaw Communications. Mr. Porter was proud to sit on the volunteer board for Outward Bound Canada for many years. Outward Bound helps underprivileged kids with self-development, leadership and unlocking their true potential.



Doug Ramsay

Vice-Chairman and Founder
Calfrac

Board Committee Memberships:

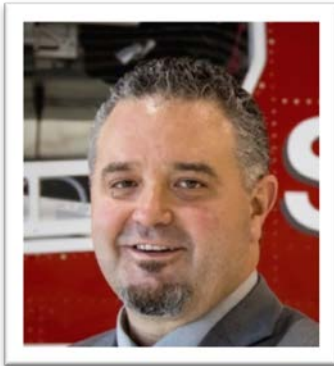
Co-Chair of the Board of Directors
Foundation Committee

Term Ends:

2022

Doug Ramsay is a founder of Calfrac Well Services Ltd. and retired as Chief Executive Officer of that company in December of 2013, a position he had held since the company's inception in September of 1999. Mr. Ramsay has been a member of the board of directors of Calfrac Well Services Ltd. since September of 1999, and has also served as Vice Chairman of the board of directors since January 2014. Doug has an extensive background in the oil and natural gas industry, having served as the President of Canadian Fracmaster Ltd. from 1992 to 1994, and a member of that company's board of directors during such period. Mr. Ramsay was inducted into the Canadian

Petroleum Hall of Fame in 2012 and the Calgary Business Hall of Fame in 2015. Mr. Ramsay currently serves on the boards of Tesco Corporation, Tervita Corporation and is a past board member of SAIT. In 2012, STARS unveiled the Susan Ramsay Advanced Skills Institute, in recognition of Doug and Susan Ramsay's \$2 million donation towards crew training.



Dr. Adrian Robertson

Assistant Professor of Medicine
University of Manitoba

Board Committee Memberships:

Safety & Risk Management Committee

Term Ends:

2023

Adrian is an Assistant Professor of Medicine, at the University of Manitoba, based at the Winnipeg Health Sciences Centre. Dr. Robertson provides medical coverage and leadership in Critical Care, Total Parenteral Nutrition, Ethics and Organ Donation. As the Medical Director for the Manitoba Organ Donation Organization- Gift of Life, Adrian leads a dedicated team of physicians and nurses committed to practice change and improved organ donation. Adrian is the former EMS Provincial Medical Director for Manitoba, where he oversaw Air and Ground EMS during two floods and the H1N1 outbreak.



Lionel Robins

Independent Entrepreneur

Board Committee Memberships:

Chair of Foundation Committee

Term Ends:

2020

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 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.



Scott Saxberg

Corporate Director

Board Committee Memberships:

Foundation Committee

Term Ends:

2019

Scott Saxberg is the founder and former President & Chief Executive Officer of Crescent Point Energy. 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 and the CAPP Saskatchewan Executive Policy Group. Mr. Saxberg holds a Bachelor of Science degree in mechanical engineering from the University of Manitoba.



Myron Stadnyk

President and Chief Executive Officer
ARC Resources

Board Committee Memberships:

Human Resources & Compensation Committee

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 also 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, Board Chair of the University of Saskatchewan Engineering Advancement Trust and is on the Board of Prairie Sky.



Ben Voss

President and CEO
Morris Industries

Board Committee Memberships:

Chair of Safety & Risk Management Committee
Human Resources & Compensation Committee

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 are located in Saskatoon with manufacturing facilities in Yorkton, Saskatchewan and Minnesota, Manitoba. 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 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.

FOR MORE INFORMATION

For further information about the STARS Board of Directors, please contact STARS’ Corporate Secretary, Katie Kassam at kkassam@stars.ca.