

Report of the Lead, Board Relations

Report on Director Attendance, Compensation, and Expenses

For the period from April 1, 2019 to March 31, 2020

Action:

For Information only.

Executive Summary:

The purpose of this report is to provide the annual meeting attendance record of directors and provide an update on Director Compensation and Expense Reimbursement, as required in this Committee's Workplan.

Attendance

Attendance at Board meetings is considered one measure of the commitment and contribution of an individual director to corporate governance at an organization. ATB Financial directors are expected to attend Board meetings and all committee meetings in which they serve. Consistent with Canadian Securities Administrators National Instrument 58-101 *Disclosure of Corporate Governance Practices* and best practices of corporate governance and disclosure in the financial services area, the ATB Financial Board is voluntarily disclosing the attendance record of each director for the fiscal year April 1, 2019 to March 31, 2020.

Attendance at Board and Committee meetings for the fiscal year April 1, 2019 to March 31, 2020 is listed based upon meetings in which minutes were recorded for that fiscal year. Attendance by directors does not disclose participation in other organization events they are requested to attend.

Director Attendance Record

Director (Total Number of Meetings)	Board (4) ¹ (Special Board)* (3)	Audit (4)	Gov (4)	HR (4)	Risk(5) (Special Risk)* (9)	Attendance Percentage ² (Special Board)* ³
Joan Hertz (Chair)	4/4 2/2*	4/4	4/4	1/1	5/5 9/9*	100% 100%*
Diane Brickner ⁴	3/3 2/3*	3/3	n/a	3/3	n/a	100% 92%
James (Jim) Carter	4/4 3/3*	n/a	n/a	3/4	4/5 8/9*	88% 88%*
Jim Drinkwater	5/5 3/3*	4/4	n/a	n/a	5/5 9/9*	100% 100%*
Wendy Henkelman	5/5 3/3*	4/4	n/a	4/4	n/a	100% 100%*
Barry James	5/5 3/3*	4/4	1/1 ⁵	n/a	5/5 9/9*	100% 100%*
Patrick Lor	3/4 3/3*	n/a	2/4	n/a	4/4 9/9*	86% 89%*
Colette Miller ⁶	1/1 1/1*	1/1	n/a	1/1	n/a	100% 100%*
Manjit Minhas	4/4 1/3*	n/a	2/4	3/4	n/a	75% 67%*
Mary Ellen Neilson	5/5 3/3*	n/a	4/4	1/1 ⁷	5/5 9/9*	100% 100%
Robert Pearce	4/4 3/3*	4/4	n/a	n/a	5/5 9/9*	100% 100%*
Diane Pettie	4/4 3/3*	n/a	4/4	4/4	n/a	100% 100%*
Todd Pruden	4/4 3/3*	n/a	4/4	4/4	n/a	100% 100%*

¹ The Board meetings took place on two consecutive days but are each counted as one meeting for the purpose of this report.

² The attendance percentage is calculated based upon the total of all regularly scheduled Board and Committee meetings possible for each applicable director for the fiscal year. The Chair of the Board may attend all Committee meetings but this percentage is calculated using Board meetings only.

³ The attendance percentage is calculated based upon the total of all regularly scheduled Board and Committee meetings plus any special meetings that were not scheduled in advance.

⁴ Diane Brickner was appointed to the Board on July 2nd, 2019.

Compensation

Remuneration of Board members was set by Order in Council 69/2004 and has not changed since 2004. Annual compensation paid to individual directors who served as directors during fiscal year 2019 is set out below. Compensation includes:

1. Fees for Board meeting attendance;
2. Fees for attendance at the Board Retreat and other Board Business Meetings, the purpose of which is to conduct the business of the Board or advance the business of ATB Financial but for which meetings were not included in the attendance records disclosed above (including ad hoc Selection Committee meetings, orientation and other ATB Financial sponsored events for which directors were requested by the Chair of the Board to attend);
3. Fees for Subsidiary Board meeting attendance;
4. Annual retainers;
5. Chair retainers; and
6. Travel and meeting preparation fees.

Compensation is disclosed for the period April 1, 2019 to March 31, 2020.

Director Compensation Table

Director name	Annual retainer	Board Chair retainer	Investor Services Board and committee chair retainer	ATB meeting fees	Investor Services Board meeting fees	Total
Joan Hertz	\$15,000	\$15,000		\$30,500	\$6,100	\$66,600
Diane Brickner ¹	\$11,250			\$15,900		\$27,150
Jim Carter	\$15,000		\$2,000	\$21,900	\$3,300	\$42,200
Jim Drinkwater ²	\$15,000		\$2,000	\$23,800	\$6,600	\$47,400
Wendy Henkelman	\$15,000		\$2,000	\$23,700		\$40,700
Barry James	\$15,000		\$2,000	\$26,000		\$43,000
Patrick Lor	\$15,000			\$21,900		\$36,900
Colette Miller ^{3,4}	\$3,750			\$5,900	\$1,400	\$11,050
Manjit Minhas	\$15,000			\$12,800		\$27,800

Mary Ellen Neilson ⁵	\$15,000		\$26,700	\$5,600	\$47,300
Rob Pearce	\$15,000		\$24,500		\$39,500
Diane Pettie	\$15,000	\$2,000	\$23,700		\$40,700
Todd Pruden	\$15,000		\$20,000		\$35,000
Total					\$505,300

1. Diane Brickner joined the board on July 2, 2019.
2. Jim Drinkwater chaired the ATBIS meeting for February 2020 and was given an honorarium.
3. Colette Miller's term expired on June 15, 2019.
4. Colette Miller attended the Investor Services Board meeting in May 2019 at the request of the Board Chair.

Total compensation for Fiscal Year 2020 was \$505,300.