

# Governance & Nominating Committee – Meeting Planner



High Arctic Energy Services Inc.

## Governance & Nominating Committee –Meeting Planner

This governance committee (“GC”) meeting planner is aligned to the GC’s Terms of Reference document for use to plan what gets addressed at each Governance & Nominating Committee meeting. For planning purposes, the schedule of Board of Directors meetings is also provided below:

HAES Inc. Board of Directors meetings	Scheduled Meetings			
	Q1 May	Q2 Aug.	Q3 Nov.	Q4 Mar.

Mandate from GC Terms of Reference	ADMIN		SCHEDULED MEETINGS		
	Committee Recommendation	Resolution Required	As required	Q1	Q3
<b>(2) Composition (3) Meetings</b>					
2.4, 3.1 GC Chair approves meeting agenda and any conflicts of interest, confirms quorum.				Q1	Q3
2.4, 3.3 GC Secretary (Corporate CPO) records minutes.				Q1	Q3
3.3 Review and approve minutes of prior meeting.				Q1	Q3
2.1, 2.2, 2.3 Confirm committee is made up of at least three members and not more than six, to be elected annually from among the members of the Board and independent according to the independence standards established by the Board, and all applicable corporate and securities law and stock exchange listing standards.				Q1	Q3
3.3 Report to the Board on the Committee’s activities at next Board meeting (could be achieved through distribution of minutes).			X		
<b>(5) Responsibilities</b>					
<b>Corporate Governance</b>					
1.1, 5.1 (b) Review the Corporation’s Corporate Governance Guidelines and Principles incl the Code of Conduct and Insider Trading Policy and the appropriateness of other corporate governance policies, processes and materials and recommend any changes to the Board.	Y			Q1	
5.1 (b) Oversee the systems for monitoring compliance with the Corporation’s Business Code of Conduct.			X	Q1	
5.1 (c) Review compliance by the Corporation with all applicable regulatory requirements relating to corporate governance. Such review may include third party corporate governance survey results and similar analyses.					Q3

# Governance & Nominating Committee – Meeting Planner



Mandate from GC Terms of Reference	ADMIN		SCHEDULED MEETINGS		
	Committee Recommendation	Resolution Required	As required	Q1	Q3
5.1 (d) Review, as appropriate, corporate governance issues, trends and proposed, new or amended regulatory requirements.			X		Q3
5.1 (e) Oversee the systems for monitoring compliance with the Corporation's Privacy Processes.			X	Q1	
5.1 (e) Review and approve the Corporations approach with respect to privacy legislation.				Q1	
5.1 (f) Review, at least annually, the Committee structure of the Board and the operations (including Committee reporting to the Board and authority to delegate to subcommittees) of such Committees and, as appropriate, recommend to the Board changes to such structure and operations.	Y			Q1	
5.1 (f) Review the mandate of the Board, the Terms of Reference of the Remuneration and Nominating & Governance Committees, and the position descriptions for the CEO and the Chairman of the Remuneration and Nominating & Governance Committees and recommend any changes to the Board.	Y			Q1	
5.1 (f) Review the Terms of Reference of the QHSE, Audit and Mergers & Acquisitions Committees, and the position descriptions for the Chairman of the Board and the Chairman of the QHSE, Audit and Mergers & Acquisitions Committees and recommend any changes to the Board.	Y				Q3
5.1 (g) Advise the Board of Directors with respect to the charters, structure and operations of the various Committees of the Board and qualifications for membership thereon, including policies for removal of members	Y		X		
5.1 (g) In consultation with the Chair of the Board and the Chief Executive Officer of the Corporation ("CEO"), the Committee shall make recommendations to the Board regarding which Directors should serve on the various Committees of the Board of Directors.	Y		X		Q3
5.1 (h) Review any shareholder proposal received by the Corporation and recommend to the Board the Corporation's response.	Y		X		
5.1 (i) Review proposed annual corporate governance disclosure before submission to the Board for approval.	Y	Y			Q3
5.1 (i) Review Corporation's website corporate governance disclosures.	Y				Q3
<b>Director Selection &amp; Oversight</b>					
5.2 Maintain records of existing Director's employment status and external board representations and consider if a conflict has arisen.				Q1	Q3
5.2 (a) i. Review the size of the Board and recommend changes to the composition of the Board. Consider the	Y	Y			Q3

# Governance & Nominating Committee – Meeting Planner



Mandate from GC Terms of Reference	ADMIN		SCHEDULED MEETINGS		
	Committee Recommendation	Resolution Required	As required	Q1	Q3
independence of non-management Directors and independent Directors and report to the Board.					
1.1, 5.2 (a) ii. and iv. Maintain a database of potential candidates and as and when required arrange for each candidate to meet with the Committee, the Chair of the Board and the CEO.			X		
5.2 (a) iii. Implement a procedure to identify, with as much advance notice as practicable, impending vacancies on the Board of Directors, so as to allow sufficient time for recruitment and for introduction of proposed nominees to the existing Board of Directors.			X		
5.2 (a) v. Recommend to the Board all Director nominees for election at the Annual General Meeting, the allocation of Directors to each Board Committee, and nominees for Committee Chairs.	Y	Y			Q3
5.2 and 5.2 (a) vii. Review the competencies, skills, and personal qualities required of the Board in its entirety in order to add value to the Corporation and compare that to the competencies, skills, and personal qualities of current Board members.				Q1	
5.2 and 5.2 b) Oversee the Training and Orientation Policy and the ongoing educational opportunities for all Directors.			X		
5.2 c) Exercise oversight of the processes adopted by the Board of Directors for evaluating (i) the overall performance and workings of the Board of Directors as a whole; (ii) and the performances of individual Directors.			X		
5.2 c) Issue and obtain self-assessment surveys related to the overall performance and workings of the Board of Directors as a whole; and the performances of individual Directors.				Q1	
5.2 c) & 6.1 Issue and obtain self-assessment surveys related to the overall performance and workings of each of the Board Committees.				Q1	
Confirm independence of the Chairman of the Board and that he/she is not also chair of the Remuneration Committee (Remun Committee ToR).			X		
<b>(6) Other</b>					
5.3 The Committee shall also carry out such other duties that may be delegated to it by the Board from time to time.			X		
6.1 Conduct an evaluation of the Corporate Governance and Nominating Committee ToR, including Appendix "A", at least annually, and recommend to the Board of Directors such Committee Charter changes as the Committee deems appropriate.	Y			Q1	

## Governance & Nominating Committee – Meeting Planner



Mandate from GC Terms of Reference	ADMIN		SCHEDULED MEETINGS		
	Committee Recommendation	Resolution Required	As required	Q1	Q3
6.3 Approve all external board appointments undertaken by officers of the Corporation.			X		
6.4 Hold in camera sessions with: <ul style="list-style-type: none"> <li>All officers of the Corporation</li> <li>C-suite and Head of Human Resources</li> </ul>			X		Q3
6.5 Consider and grant (as appropriate) any requested waivers to the Corporation's Business Code of Conduct.			X		
6.6 Monitor legislative updates and consider the need for any changes to the Corporation's policies or practices are necessary as a result.	Y	Y	X		

End of Planner