

**APPENDIX J – BOARD, CHAIR AND COMMITTEE EVALUATION
QUESTIONNAIRE**

A. Introduction

All Directors are asked to complete the attached questionnaire as part of an assessment of overall Board and committee performance.

B. Overall Objective

The overall objective of the Board evaluation is to improve the effectiveness and efficiency of the Board of YNG.

C. Guidelines

- i) The evaluation is built around the Terms of Reference for the Board.
- ii) The evaluation is confidential and responses are not attributable.
- iii) The evaluation looks at how the Board and Committees are operating as a whole.
- iv) There are two major sections to the evaluation:
 - (a) The Board evaluation (including an evaluation of the Board Chair);
and
 - (b) Committee evaluation
- i) The Corporate Governance Committee is responsible for establishing and implementing the evaluation process.

The evaluation will be carried out every two years.
- iii) The results will be consolidated by an independent resource. Confidentiality is important to ensure frank and open responses to the questions.
- iv) Each director is asked to submit their questionnaire identifying himself/herself on the evaluation form. This allows for the person consolidating the results to clarify any points.
- v) Once the results are consolidated, a report will be made to the Corporate Governance Committee. The report shall include an executive summary, recommendations and a tabulation of the results on a non attributed basis.
- vi) The Corporate Governance Committee will then report to the full Board regarding the evaluation results and its recommendations.

PART ONE – THE BOARD

Strongly Disagree Strongly Agree Unsure/
Don't Know

Name: _____

I. Board of Directors Organization

A. The Board is effectively organized as to:

- | | | | | | | | |
|---|---|---|---|---|---|---|----|
| i) The appropriate number of Directors. | 1 | 2 | 3 | 4 | 5 | 6 | DK |
| ii) The right balance of skills, experiences and backgrounds. | 1 | 2 | 3 | 4 | 5 | 6 | DK |
| iii) The appropriate diversity. | 1 | 2 | 3 | 4 | 5 | 6 | DK |

B. The Board has appropriate input to the process of selecting potential Directors. 1 2 3 4 5 6 DK

C. Board meetings are organized properly in:

- | | | | | | | | |
|-----------------------------|---|---|---|---|---|---|----|
| i) number of meetings. | 1 | 2 | 3 | 4 | 5 | 6 | DK |
| ii) timing of meetings. | 1 | 2 | 3 | 4 | 5 | 6 | DK |
| iii) locations of meetings. | 1 | 2 | 3 | 4 | 5 | 6 | DK |

D. Time at Board meetings is used effectively. 1 2 3 4 5 6 DK

E. Board members have the opportunity to provide input to the meeting agendas. 1 2 3 4 5 6 DK

F. There are agenda items that should appear on a regular basis that are not currently being included. 1 2 3 4 5 6 DK

G. Directors receive adequate material in advance of Board meeting. 1 2 3 4 5 6 DK

H. The Terms of Reference are clear and appropriate for the: 1 2 3 4 5 6 DK

i) Board. 1 2 3 4 5 6 DK

ii) Directors. 1 2 3 4 5 6 DK

I. Both the amount and method of Director compensation is satisfactory. 1 2 3 4 5 6 DK

J. The Board regularly assesses the effectiveness of the: 1 2 3 4 5 6 DK

i) Board. 1 2 3 4 5 6 DK

ii) Board Chair. 1 2 3 4 5 6 DK

iii) Committees. 1 2 3 4 5 6 DK

iv) Provides directors with a forum for self-evaluation. 1 2 3 4 5 6 DK

II. Board Chair

A. The terms of reference for the Board Chair are clear and appropriate. 1 2 3 4 5 6 DK

B. What suggestions or comments do you have regarding the performance of the Board Chair?

III. Management

A. The President's Terms of Reference are clear and appropriate. 1 2 3 4 5 6 DK

B. The Board reviews the President's performance annually against Board approved objectives. 1 2 3 4 5 6 DK

C. The President's evaluation process is satisfactory. 1 2 3 4 5 6 DK

D. The process for reviewing and establishing management compensation levels is satisfactory. 1 2 3 4 5 6 DK

E. The Board ensures succession planning programs are in place, including programs to train and develop management. 1 2 3 4 5 6 DK

F. The Management succession planning process is satisfactory. 1 2 3 4 5 6 DK

G. The Board has sufficient exposure to and knowledge of senior high potential employees in the organization. 1 2 3 4 5 6 DK

IV. Strategy Determination

A. Management adequately develops strategic, operating and capital plans for the Board's consideration and review. 1 2 3 4 5 6 DK

B. I am satisfied with the strategic planning process. 1 2 3 4 5 6 DK

C. The strategic, operating and capital plans are achievable. 1 2 3 4 5 6 DK

D. YNG achieves its objectives through its strategic, operating and capital plans. 1 2 3 4 5 6 DK

E. The Board approves material divestitures and acquisitions. 1 2 3 4 5 6 DK

V. Monitoring and Acting

A. The Board monitors YNG's progress towards its goals, and revises and alters its direction, through management, in light of changing circumstances. 1 2 3 4 5 6 DK

B. The Board takes reasonable steps to ensure the implementation and integrity of YNG's internal control and management information systems. 1 2 3 4 5 6 DK

C. The Board ensures management identifies the principle risks to YNG's business and ensures management implements appropriate systems to manage these risks. 1 2 3 4 5 6 DK

D. The Board is provided with current information on problem areas. 1 2 3 4 5 6 DK

E.	The Board takes appropriate action when circumstances so warrant it.	1	2	3	4	5	6	DK
----	--	---	---	---	---	---	---	----

F.	The Board has, or it is provided with, the proper tools and knowledge to fulfill its responsibilities.	1	2	3	4	5	6	DK
----	--	---	---	---	---	---	---	----

G.	The Board monitors operational and financial results.	1	2	3	4	5	6	DK
----	---	---	---	---	---	---	---	----

H.	The Board approves annual financial statements, and approves release thereof by management.	1	2	3	4	5	6	DK
----	---	---	---	---	---	---	---	----

I.	The Board approves financings, issue of debt securities, listing of securities, issue of commercial paper, and related prospectuses and trust indentures.	1	2	3	4	5	6	DK
----	---	---	---	---	---	---	---	----

J.	The Board approves commitments that may have a material impact on YNG.	1	2	3	4	5	6	DK
----	--	---	---	---	---	---	---	----

VI. Policies and Procedures

A.	The Board ensures that YNG operates at all times within applicable laws and regulations, and to the	1	2	3	4	5	6	DK
----	---	---	---	---	---	---	---	----

highest ethical, legal and moral standards.

- B. The Board reviews significant new corporate policies or material amendments to existing policies. 1 2 3 4 5 6 DK
-
-

VII. Reporting to Stakeholders

- A. The Board is satisfied the financial performance of YNG is adequately reported to security holders and regulators on a timely and regular basis. 1 2 3 4 5 6 DK
-
-

- B. The financial results are reported fairly and in accordance with generally accepted accounting standards. 1 2 3 4 5 6 DK
-
-

- C. Developments that have a significant and material impact on the value of YNG's assets are reported in a timely fashion. 1 2 3 4 5 6 DK
-
-

- D. The annual reporting process to shareholders and others is satisfactory. 1 2 3 4 5 6 DK
-
-

VIII. Legal Requirements

- A. Management annually confirms that all legal requirements have been met, and documents and 1 2 3 4 5 6 DK

records have been properly prepared, approved and maintained.

IX. Board Summary

A. On a scale of 1 to 10 (1 being unacceptable, 10 being excellent), using your own personal criteria, please rate Board performance for the past year.

B. Are there ways of enhancing Board performance?

PART TWO – COMMITTEE EVALUATION

Name: _____

Strongly Disagree Strongly Agree Unsure/
Don't Know

I. General

A. The Board has the appropriate Committees 1 2 3 4 5 6 DK

B. The process for an annual review of the Committee Terms of Reference is satisfactory. 1 2 3 4 5 6 DK

C. Do you have any general comments about any of the current committees of the Board on which you do not sit? 1 2 3 4 5 6 DK

II. Specific Committees

Name the Board Committee(s) on which you are a member: 1 2 3 4 5 6 DK

Committee Name: _____

A. The Committee Terms of Reference continue to be appropriate. 1 2 3 4 5 6 DK

B. Committee meetings are organized properly in number, timing and location. 1 2 3 4 5 6 DK

C. The Committee is effective in carrying out its mandate. 1 2 3 4 5 6 DK

D. The Committee members receive adequate material in advance of Committee meetings, in sufficient time and detail to permit members to effectively consider issues to be dealt with. 1 2 3 4 5 6 DK

E. The Committee is confronting important, meaningful issues. 1 2 3 4 5 6 DK

F. The Committee is able to make collective judgments about important matters. 1 2 3 4 5 6 DK

G. The Committee has laid out a full year's agenda. 1 2 3 4 5 6 DK

H. The Committee's composition is appropriate. 1 2 3 4 5 6 DK

I. The Committee allocates the right amount of time for its work. 1 2 3 4 5 6 DK

J. I am able to make a significant contribution to this Committee. 1 2 3 4 5 6 DK

K. What suggestions do you have about how to improve the effectiveness of the Committee?
