

Directors' On-Boarding & Training Policy

VIA Rail Canada Inc.

IN BRIEF:

- This policy applies to: *All present Directors of VIA Rail Canada Inc. (hereinafter "VIA Rail").*
- Under the authority of: *Legal Services*
- Summary: *This policy provides guidelines with regards to Directors' training and related compensation (including reimbursement of expenses incurred while attending training sessions).*
- In place since: *2012/11/19*
- Revised on: *2017/11/24*

COMMITMENT

VIA Rail is committed to offering the Members of its Board of Directors all the support and training necessary in order for them to perform their duties to the best of their abilities. Some training should be mandatory for each and every newly appointed Member while some further education on a particular subject might be beneficial to the efficiency of the Board of Directors.

GOAL AND OBJECTIVES

The objective of this Policy is to provide new Directors with a better understanding of VIA Rail's business activities and of the organization in general. It also encourages new Directors to acquire the basic necessary knowledge and skills required to act as a Director of a Crown Corporation. Finally, it promotes continuing professional development for all Directors.

GUIDING PRINCIPLES

Recently appointed Directors should:

- (a) complete the Directors' Orientation Program within a 3 months period from the beginning of their mandate;
- (b) complete the Mandatory Training as soon as possible according to the schedule of the Canada School of Public Service;
- (c) read the on-boarding package prior to their first Board of Directors' meeting;

- (d) attend, if deemed appropriate, Diligent Boardbooks Training prior to their first Board of Directors' meeting;
- (e) be assigned, if deemed appropriate, by the Chairperson of the Board of Directors, to a mentor (Director) upon appointment; and
- (f) assist to all Committees' meetings at their first Board of Directors' meeting.

Additionally, to promote a better understanding of VIA Rail's business activities, products and services, Directors who wish to experience the Western Long Haul, Eastern Long Haul and Regional Trains, can make use of the Corporation's rail pass program and reserve free sleeper accommodations in all classes of service, except *Prestige* Sleeper class, notwithstanding the usual required occupancy of the sleeper unit.

A discounted fare, representing the difference between what the Corporation's rail pass permits and the price of the *Prestige* Sleeper class, shall be offered to newly appointed Board members and their spouse who wish to experience this class of service available on the Western Long Haul. Such offer is open for a 12-month period following Directors' appointment by the Governor-in-Council.

Directors' Training is divided into four categories:

- (a) Directors' Orientation Program, provided by VIA Rail (see Appendix A);
- (b) Mandatory Training, provided to Public Servants by Canada School of Public Service (see Appendix B);
- (c) Certification, provided by different organizations, where the Director receives recognition for his / her training (e.g. Attestation, Diploma); and
- (d) Conference / Training, on an often very specific subject provided by different organizations (dispensed over a short period of time, e.g. few hours or 1-2 days).

Certification, conference and training other than mandatory training may be followed at the discretion of the Director, subject to the authorization of the Chairperson of the Governance, Risk & Strategy Committee to obtain financial contribution of VIA Rail. Each Director can expect an allocation of \$5,000 for Conference/training activities over a three (3) year term, subject to (i) availability of funds, (ii) the Director not being registered in a certification program funded by the Corporation, and; (iii) authorization of the Chairperson of the Governance, Risk & Strategy Committee.

VIA Rail's total annual budget for all Director's conference/training activities and certification is \$20 000. However, should mandatory training be required, the budget may be exceed.

Expenses incurred to attend Training should be compensated as follows*:

	Orientation Program	Mandatory	Certification	Conference/ Training
Registration Fees	NONE	VIA	VIA up to 50%	VIA
Expenses~	VIA	VIA	Director	VIA
Director's Compensation to attend	Per Diem	Per Diem	NONE	NONE

*No per diem payable for reading of on-boarding package

~ Reasonable out-of-pocket expenses as defined in the *Directors' Compensation and Expenses Policy*

VIA : Paid by Corporation

Director : Paid by Director

NONE : No Director fee payable to the Director

Excluded from Registration fees are membership dues payable to a professional order or association such as a law society, insurance brokers association, director's college or institute, accountant's professional order or association, etc.

The Registration fees for a Board of Director's certification will be covered in accordance with this policy, up to \$4,000 per year/ per director, with a maximum of \$8,000 per director/ per certification program, subject to (i) availability of funds, (ii) -the Director's accreditation further to the completion of the certification program will offer a continued benefit to the Corporation, and; (iii) the authorization of the Chairperson of the Governance, Risk & Strategy Committee.

Reimbursement of expenses for conferences/training and certification will be made according to the *Directors' Compensation and Expenses Policy*.

WHERE TO SEEK CLARIFICATION

Should the Directors wish to discuss this policy, please contact the Chairperson of the Board of Directors, the Chairperson of the Governance, Risk and Strategy Committee or the Corporate Secretary.

Appendix A

Directors' Orientation Program

MEETINGS

New Directors should meet with the following key members of the organization:

- Chairperson of the Board of Directors (1h);
- Officers;
 - President and Chief Executive Officer (2h);
 - Chief Legal & Risk Management Officer and Corporate Secretary (1h);
 - Chief Financial Officer (1h);
 - Chief Asset Management Officer (1h);
 - Chief Commercial Officer (1h);
 - Chief Human Resources Officer (1h);
 - Chief Transportation & Safety Officer (1h);
 - Chief, Mechanical & Maintenance Officer (1h); and
 - Chief Business Transformation Officer (1h).

TOURS

New Directors should be given the opportunity to visit the following facilities:

- Maintenance Facility (Toronto, Montreal or Winnipeg);
 - Meeting with the Facility's director (2h);
- Train Station;
 - Meeting with the Station's director (1h);
- Company Headquarters (Montreal); and
- Train Travel (Along with a Chief).

COURSES

New Directors should attend the following courses provided by Canada School of Public Service:

- Orientation for Crown Corporation Directors (Z156); and
TBD
- Financial Literacy for Directors of Crown Corporations (Z116).
Online – Self-paced