

Directors' Competencies Policy

VIA Rail Canada Inc.

IN BRIEF:

- **This policy applies to:** *All Present and Future Directors of VIA Rail Canada Inc. (hereinafter "VIA Rail").*
- **Under the authority of:** *Legal Services*
- **Summary:** *This policy provides guidelines for the evaluation of the skills, knowledge and experience possessed by Directors on VIA Rail's Board of Directors.*
- **In place since :** *2013/07/31*
- **Revised on:** *2014/08/27*

COMMITMENT

Being a Crown Corporation, VIA Rail's activities are under constant scrutiny. As such, and in order to ensure the Board of Directors' maximum efficiency, the Board of Directors should be comprised of individuals who possess a strong mix and balance of skills, knowledge and experience that would support the achievement of VIA Rail's vision and strategic objectives.

GOAL AND OBJECTIVES

The purpose of the evaluation of each Director's knowledge, skills and experience is to underline the possible "weaknesses", from a practical point of view, of VIA Rail's Board of Directors and thus, allow Members of the Board of Directors to receive further training, if necessary to perform their duties to the fullest extent possible.

THE BOARD AS A "TEAM" SHOULD STRIVE TO POSSESS THESE COMPETENCIES:

(Competencies are listed in no particular order)

- Corporate governance experience and comprehensive understanding of Board governance, policies and procedures;
- Knowledge and understanding of the transportation industry, including rail and other modes, tourism/hospitality, other related sectors;
- Knowledge of the Canadian political environment and public policy, how to promote effective government relations;
- Experience in the implementation of value and revenue creation strategies;

- Legal experience, comprehensive understanding of legal framework, legal aspects of issues, labour relations;
- Financial perspective, direct financial experience including accounting, auditing, investment advice, banking;
- Human Resources, performance management practices, succession planning, health and safety;
- Marketing, strong customer and service focus, knowledge of emerging market and industry trends;
- Public relations and communications, knowledge of public relations and communications issues in the context of a Crown corporation or similar setting;
- Engineering, or similar ability, to bring technical knowledge directly related to VIA Rail's operations;
- Real estate, management of real estate properties;
- Experience in risk management, including safety and security;
- Knowledge and understanding of Information technologies;
- Knowledge of the Canadian environment, the diversity of communities (including First Nations communities) and constituents served by VIA Rail across the country;
- Experience in the public service environment, or comparable understanding-commitment to public service goals; and
- Knowledge of Canada's official languages.

SCOPE / APPLICATION

Upon appointment to the Board of Directors, every Director should have his or her competencies assessed and reported in the Board Skills Matrix.

Directors' competencies should be graded as follows:

BOARD COMPETENCY ASSESSMENT SCORING GUIDELINES

0	None	Does not possess the skills or experience.
1	Basic	Has some understanding of the skill or a limited experience.
2	Competent	Has a good understanding and experience and is able to contribute to Board discussions.
3	Expert	Has significant understanding and experience (may have certified credentials) and can provide direction to the organization and Board on this competency.