

ENMAX Audit Committee - Board Member Profiles



2018 Meeting Attendance:

Meetings Attended: 20

Meetings Held: 20

Attendance Record: 100%

Board Chair, Greg Melchin, **FCPA**, FCA

Calgary, AB

Age 65 | Director since 2008

Independent

Financially Literate

Ex-Officio Member:

Audit Committee

Governance Committee

Safety & Human Resources Committee

Areas of Expertise:

- Community Building and Leadership
- Corporate Governance/Legal
- Energy Sector
- Financial
- Political and/or Government
- Risk Management

Public Board Memberships:

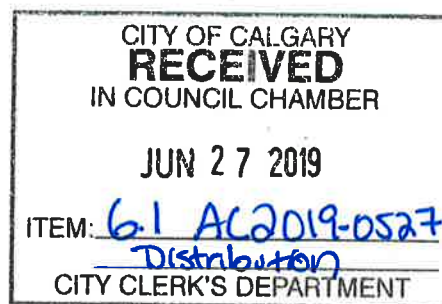
Baytex Energy Corporation

Total Energy Services Inc.

Greg Melchin joined the ENMAX Board in 2008 and assumed the role of Board Chair in 2011. He is a director of two publicly traded companies, Baytex Energy Corporation and Total Energy Services Inc. Greg previously served as Chair of PPP Canada, a federal Crown corporation and as a director on the board of STARS.

Greg was a Member of the Legislative Assembly ("MLA") of Alberta (Calgary-North West Constituency) from 1997 to 2008. Among his many positions within the Government of Alberta, Greg was Minister of Energy, Minister of Seniors and Community Supports and Minister of Revenue. Prior to his position as MLA, he served in various management positions for 20 years in the Calgary business community, including Chief Financial Officer and Vice President of Finance.

Greg holds a Bachelor of Science (Accounting), a Fellow Chartered Accountant designation from the Institute of Chartered Accountants of Alberta and an ICD.D designation from the Institute of Corporate Directors.



**2018 Meeting Attendance:**

Meetings Attended: 16

Meetings Held: 16

Attendance Record: 100%

Charles Ruigrok

Calgary, AB

Age 62 | Director since 2010

Independent**Financially Literate****Committee Memberships:**

Audit Committee (Chair)

Safety & Human Resources Committee

Areas of Expertise:

- Community Building and Leadership
- Corporate Governance/Legal
- Electricity Utility Sector
- Energy Sector
- Environmental
- Financial
- Human Resources
- Political and/or Government
- Project Management, Engineering or Construction
- Risk Management

Public Board Memberships:

None

Charles Ruigrok joined the ENMAX Board in 2010 and he is currently the Chair of the Audit Committee. He served as Interim President and CEO from February 2011 to April 2012. He is currently a director of Soane Energy LLC.

Charles has over 35 years of experience in the energy industry. Charles previously held the position CEO of Syncrude Canada Ltd. He also spent 26 years at Imperial Oil where he held various senior executive positions, including Vice President of Oil Sands Development and Research.

Charles is a past director of Syncrude Canada Ltd, Rainbow Pipeline Company, Progas Limited, the Alberta Chamber of Resources, and Petroleum Technology Alliance Canada. He also served as a member of the Board of Governors of the Canadian Association of Petroleum Producers.

Charles holds a Bachelor of Science (Civil Engineering), a Master of Engineering (Civil Engineering) and an ICD.D designation from the Institute of Corporate Directors. He is also a member of Professional Engineers Ontario.



Neil Camarta

2018 Meeting Attendance:

Meetings Attended: 11

Meetings Held: 16

Attendance Record: 69%

Calgary, AB

Age 65 | Director since 2011

Independent

Financially Literate

Committee Memberships:

Audit Committee

Safety & Human Resources Committee

Areas of Expertise:

- Corporate Governance/Legal
- Environmental
- Human Resources
- Political and/or Government
- Project Management, Engineering or Construction
- Risk Management

Public Board Memberships:

None

Neil Camarta joined the ENMAX Board in November 2011. He is a co-founder and director on the boards of Western Hydrogen, Field Upgrading, the FSHD Canada Foundation and Facio-Therapies. Neil was previously a director on the boards of STARS and Mindfuel.

Neil has over 20 years of experience in the energy sector. Previously, he held positions as: Executive Vice President – Natural Gas at Suncor Energy Inc., leader of the Athabasca Oil Sands Project at Shell Canada Limited, and Senior Vice President of Petro-Canada's oil sands business.

Neil holds a Bachelor of Science (Chemical Engineering).



Laura Formusa

2018 Meeting Attendance:

Meetings Attended: 16

Meetings Held: 16

Attendance Record: 100%

Toronto, ON

Age 64 | Director since 2017

Independent

Financially Literate

Committee Memberships:

Audit Committee

Safety & Human Resources Committee
(Chair)

Areas of Expertise:

- Community Building and Leadership
- Corporate Governance/Legal
- Electricity Utility Sector
- Energy Sector
- Environmental
- Financial
- Human Resources
- Political and/or Government
- Project Management, Engineering or Construction
- Retail Industry
- Risk Management
- Technology

Public Board Memberships:

None

Laura Formusa joined the ENMAX Board in 2017 and is the Chair of the Safety & Human Resources Committee. She is a director of the following companies: 407 International Inc., Equitable Life Insurance Company of Canada, the Institute for Clinical Evaluative Sciences and Tantalus Systems Corp. Laura served on the Board of Governors of York University. She was previously a director of DHX Media Ltd., the Canadian Electricity Association and the Banting Research Foundation.

Laura has over 30 years of experience in the utilities industry. She served as Vice President, General Counsel and Corporate Secretary of Hydro One Inc. (formerly Ontario Hydro) and later, President and Chief Executive Officer from 2007 until her retirement at the end of 2012.

Laura was named to the Women's Executive Network's Canada's Most Powerful Women Top 100 and is inducted into Canada's Most Powerful Women Hall of Fame. She is also a founding member of the Women of Energy group, which seeks to advance women's issues and to create critical networking opportunities for high potential women in the energy sector.

Laura holds a Bachelor of Laws and an ICD.D designation from the Institute of Corporate Directors.

**2018 Meeting Attendance:**

Meetings Attended: 15

Meetings Held: 15

Attendance Record: 100%

Eric Markell

Bellevue, WA

Age 67 | Director since 2016

Independent

Financially Literate**Committee Memberships:**

Audit Committee

Governance Committee

Areas of Expertise:

- Commodities/Wholesale Electricity Trading
- Community Building and Leadership
- Corporate Governance/Legal
- Electricity Utility Sector
- Energy Sector
- Environmental
- Financial
- Political and/or Governmental
- Project Management, Engineering or Construction
- Risk Management

Public Board Memberships:

None

Eric Markell joined the ENMAX Board in 2016. Eric is a director of The Hudson Renewable Energy Institute in New York and a member of the Board of Governors of the United States Eventing Association.

Eric has over 35 years of experience in the utility and power industry which includes experience in corporate finance, accounting, regulatory relations and rate-making, asset acquisition, generation operation and construction, project finance and project development.

Before joining ENMAX, Eric held various senior executive positions, including Chief Financial Officer, Chief Resource Officer and Chief Strategy Officer of Puget Energy Inc. and Puget Sound Energy. In addition, Eric served as Vice President and Chief Financial Officer of United American Energy Corp. Eric is also a past Treasurer and Controller of Central Hudson Gas & Electric Corporation and the past Vice President and Treasurer of the New York State Energy Research & Development Authority.

Eric holds a Bachelor of Economics and a Master of Public Administration.

**2018 Meeting Attendance:**

Meetings Attended: 14

Meetings Held: 15

Attendance Record: 93%

Elise Rees, FCPA, FCA

Vancouver, BC

Age 60 | Director since 2016

Independent**Financially Literate****Committee Memberships:**

Audit Committee

Governance Committee

Areas of Expertise:

- Community Building and Leadership
- Corporate Governance/Legal
- Energy Sector
- Financial
- Human Resources
- Retail Industry
- Risk Management

Public Board Memberships:

Great Panther Silver Ltd.

Elise Rees joined the ENMAX Board in 2016. She is a director of a publicly traded company, Great Panther Mining Limited. In addition, Elise sits as a director of Westland Insurance Group Limited and the Greater Vancouver Board of Trade, as well as several not-for-profit organizations. Elise is also a member of the executive of the BC Chapter of the Institute of Corporate Directors.

Elise has over 35 years of experience in public accounting. She spent 18 years as a partner with Ernst & Young, LLP and 14 years focused on acquisitions, mergers and corporate restructuring. Elise has also been the global client-coordinating partner for services to the BC Credit Union Industry.

Elise has been recognized for her leadership and accomplishments over her career. She was awarded the Influential Woman in Business Award in 2007 and the Ernst & Young Rosemarie Meschi Award for Advancing Gender Diversity in 2007. In addition, Elise has been recognized for her leadership with the designation of Fellow Chartered Professional Accountant and Fellow Chartered Accountant in 2010 and she received the Community Builder Award from Association of Women in Finance in 2012. She was also recognized as a Top 100 Most Powerful Women in Canada by the Women's Executive Network in 2015.

Elise holds a Bachelor of Arts (Hons) and an ICD.D designation from the Institute of Corporate Directors.

**2018 Meeting Attendance:**

Meetings Attended: 15

Meetings Held: 15

Attendance Record: 100%

Richard Shaw

Calgary, AB

Age 73 | Director since 2011

Independent

Financially Literate

Committee Memberships:

Audit Committee

Governance Committee (Chair)

Areas of Expertise:

- Community Building and Leadership
- Corporate Governance/Legal
- Electricity Utility Sector
- Energy Sector
- Financial
- Human Resources

Public Board Memberships:

Inter Pipeline Ltd.

Richard Shaw joined the ENMAX Board in 2011 and is currently the Chair of the Governance Committee. He is also Board Chair of a publicly listed company, Inter Pipeline Ltd.

Richard was a senior partner of the Business Law Group of McCarthy Tétrault LLP in Calgary for more than 35 years. He continues a legal advisory practice through his professional corporation pertaining to corporate governance, boards of directors, independent and special committees, director and officer liabilities, indemnification and insurance and executive compensation. Richard has extensive experience with respect to corporate governance practices in Canada, having served as a director on the national board of the Institute of Corporate Directors and the chair of its Calgary Chapter. He is a former lecturer in the Director Education and Executive MBA Programs at the Haskayne School of Business at the University of Calgary and past Chair of the Board of Governors of Mount Royal University.

Richard recently completed his term on the Alberta Securities Commission where he served as lead independent member and Chair of the Governance Committee. In addition, Richard was awarded Queen's Counsel in 1992.

Richard holds a Bachelor of Science, a Bachelor of Laws and an ICD.D designation from the Institute of Corporate Directors.

Governance Structure

The Board consists of nine directors and includes ENMAX's President & CEO. Directors are elected by the Shareholder at an annual shareholder meeting. The Board is chaired by Greg Melchin, an independent Director, and he assigns responsibility to ENMAX's three Committees: the Audit Committee, the Governance Committee and the Safety & Human Resources Committee ("SHRC"), to maintain an effective balance of duties and use of resources.

The mandates of the Board, each Committee, individual Directors and those in Board leadership roles can be found on our website under [Corporate Governance - ENMAX Corporation Board, Committee, and Policy Information](#).

Director Independence

Independent Directors bring a fundamental benefit to a corporation – objectivity. Having a majority of independent Directors helps provide assurance that decisions are made in the best interests of ENMAX. The Governance Committee and the Board review the independence status of the Directors annually to ensure that the Board is composed of a majority of Directors who can provide independent, varied and experienced perspectives. The independence of potential Board nominees is also reviewed when considering nominations.

Directors' independence is determined in accordance with National Instrument 52-110 – Audit Committees. A Director is considered independent only when she or he has no direct or indirect material relationship with ENMAX. Board members must provide information about their business and other relationships with ENMAX or our employees. They must also advise the Board if there are any material changes to their circumstances or relationships that could affect the assessment of independence.

The only non-independent Director on the Board is Gianna Manes, President & CEO of ENMAX.

Audit Committee

ENMAX's Audit Committee consists of seven Directors and is chaired by Charles Ruigrok, who is an independent Director.

The Board ensures that financial expertise resides in the Audit Committee. Members must be financially literate or become financially literate within a reasonable period after appointment. Financial literacy is determined in accordance with National Instrument 52-110 – Audit Committees. Members of the Audit Committee must have the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by ENMAX's financial statements. In addition, the Audit Committee Mandate requires that at least one member of the Audit Committee have accounting or related financial management expertise.

Currently, all Audit Committee members are financially literate. Audit Committee members demonstrate financial literacy through previous senior executive and leadership experience, work in the financial sector and/or through extensive directorship experience.

Audit Committee

Charles Ruigrok (Chair)
Neil Camarta
Laura Formusa
Eric Markell
Elise Rees
Richard Shaw
Greg Melchin (Ex-Officio)

Governance Committee

Richard Shaw (Chair)
Eric Markell
Elise Rees
Kathleen Sendall
Greg Melchin (Ex-Officio)

Safety & Human Resources Committee

Laura Formusa (Chair)
Neil Camarta
Charles Ruigrok
Kathleen Sendall
Greg Melchin (Ex-Officio)