

Board Diversity Policy

Purpose

The Board Diversity Policy ('the Policy') sets out the approach to diversity on the Board of Directors of MacDonald, Dettwiler and Associates Ltd. ('the Board').

Scope of Application

The Policy applies to the Board. It does not apply to diversity in relation to employees of the MDA, which is covered by MDA's Employment Equity policy.

Policy Statement

The Board recognizes and embraces the benefits of having a diverse Board, and sees increasing diversity at Board level as an essential element in maintaining a competitive advantage. A truly diverse Board will include and make good use of differences in the skills, regional and industry experience, background, race, gender and other distinctions between Directors. These differences will be considered in determining the optimum composition of the Board and when possible should be balanced appropriately. All Board appointments are made on merit, in the context of the skills, experience, independence and knowledge which the Board as a whole requires to be effective.

The Governance and Nominating Committee ('the Committee') reviews and assesses Board composition on behalf of the Board and recommends the appointment of new Directors. The Committee also oversees the conduct of the annual review of Board effectiveness.

In reviewing Board composition, the Committee will consider the benefits of all aspects of diversity including, but not limited to, those described above, in order to enable it to discharge its duties and responsibilities effectively.

In identifying suitable candidates for appointment to the Board, the Committee will consider candidates on merit against objective criteria and with due regard for the benefits of diversity on the Board.

As part of the annual performance evaluation of the effectiveness of the Board, Board Committees and individual Directors, the Committee will consider the balance of skills, experience, independence and knowledge of MDA on the Board and the diversity representation of the Board, including gender, how the Board works together as a unit, and other factors relevant to its effectiveness.

Measurable Objectives

The Board does not have a target number or target percentage of women on the Board, as candidates for the Board are selected based on merit and targets would be unduly restrictive or would reduce flexibility. However, the Board is committed to an identification and nomination process that will identify qualified female candidates.

Monitoring and Reporting

The Committee will report annually in the corporate governance section of the MDA's Management Information Circular on the process it has used in relation to Board appointments.

Review of the Policy

The Committee will review the Policy annually, which will include an assessment of the effectiveness of the Policy. The Committee will discuss any revisions that may be required and recommend any such revisions to the Board for approval.

Date approved: February 24, 2016

Date last revised: February 24, 2016