



Charter of Directors Expectations

All directors are expected to understand their responsibilities and adhere to the highest possible standards of performance. They should act honestly, in good faith and in the best interests of PavCo. They should avoid conflicts of interest and maintain confidentiality on corporate matters. They should act diligently in reading materials that have been sent to them in advance of meetings, and attend meetings. They should prepare relevant questions for meetings and openly discuss matters at meetings.

PavCo should provide directors with relevant documents prior to meetings, and the directors should spend sufficient time to discuss matters that come to the board before making any decisions.

Directors are expected to:

- Understand their fiduciary duty and duty of care to PavCo
 - Understand the roles and responsibilities of being a director of PavCo
 - Understand the role of being a director vs a member of management of PavCo
 - Understand that as a director he/she acts as a member of a Board and has no direct powers to act unilaterally on behalf of PavCo
 - Follow standards of behaviour regarding
 - Communication and interaction with other directors and management
 - Preparation for, and attendance at Board Meetings
 - The director shall review all material sent to him/her in advance of the meeting, and when necessary follow up on any items that need clarification prior to the meeting
 - Attend all meetings wherever possible, and be available to attend the entire meeting. If unable to attend any meeting, become familiar with the proceedings of that meeting so as to remain fully informed of the actions of the Board
 - Fully participate in the meetings
 - Confidentiality
 - Demonstrate the highest ethical standards, comply with the “Standards of Ethical Conduct for Directors of PavCo”, and sign the Disclosure Statement annually, or when circumstances require.
 - Commit to be informed about PavCo and its operating environment.
 - Take the necessary steps to become familiar with senior management and their duties
 - Take steps to obtain information on the events industry
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- Participate with the Board in their strategic planning and decision making process
- Take part in meaningful discussions and be willing to challenge any decisions made by the Board if necessary
- Commit to represent PavCo as a whole, and be a good ambassador for PavCo. Commit to acting in the best interests of PavCo, and not any other special interest group or organization that the director may represent, personally or through other interests
- Commit to director assessment
- Commit to orientation and ongoing education
- Commit to disclose director attendance and compensation