



2021

REPORT OF THE JUDGES

EXCELLENCE IN GOVERNANCE AWARDS / PRIX D'EXCELLENCE EN GOUVERNANCE

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Report of the Judges

INTRODUCTION

2021 marks the eighth year of the *Excellence in Governance Awards* (EGAs). Governance Professionals of Canada (GPC) created the Excellence in Governance Awards program in 2013 to recognize and celebrate the important contribution that governance professionals and their organizations make in terms of governance best practices.

The EGAs highlight the critical role that good governance plays in enhancing the value of Canadian organizations, and in contributing to the competitiveness of the Canadian market economy, which in turn builds and sustains stakeholder value.

These awards represent an important recognition for the Canadian corporate governance community. It also offers a unique opportunity to tell the success stories behind the individuals and organizations that commit to good governance.

This report is intended to provide insight into some of the accomplishments that have set the winners apart, and to impart the judges' rationale behind selecting this year's winning organizations. It is our hope that this report will serve as a useful reference for the practices that the EGA judges felt were deserving of recognition.

We also hope that this report will provide a benchmark for good governance and will encourage Canadian organizations to continue to be innovative and to push their governance practices forward.

Congratulations to the 2021 winners!



Lynn Beauregard
President, GPC



Geoffrey d. Creighton
Chair, Final EGA Judging Panel

EGA Sponsors

PRESENTING SPONSOR AND OFFICIAL PARTNER



AWARD SPONSORS

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Shortlisted Companies by Category

BOARD/DIRECTOR EFFECTIVENESS

Sponsored by:



DIVERSITY, EQUITY & INCLUSION

Sponsored by:



Shortlisted companies:



Canada Revenue Agency
Agence du revenu
du Canada



Shortlisted companies:



EXECUTIVE COMPENSATION

Sponsored by:



GOVERNANCE OFFICE MATTERS

Sponsored by:



Shortlisted companies:



Shortlisted companies:



RISK MANAGEMENT

Sponsored by:



STRATEGY

Sponsored by:



Shortlisted companies:



Shortlisted companies:



SUSTAINABILITY/ESG

Sponsored by:



Shortlisted companies:



Judges



GPC would like to acknowledge the contribution of the Canadian Corporate Counsel Association (CCCA) to the shortlist judging for the Excellence in Governance Awards.

SHORTLIST JUDGES:



Leanne Hull

Associate General Counsel and
Director of Employment, Pension
and Compensation Law, Legal and
Regulatory Compliance
BMO Financial Group



Stephen Rotstein

Director, Global and Domestic Affairs
Ontario Securities Commission
(OSC)



Wendy King

Senior Vice President, Risk, ESG,
General Counsel and Corporate
Secretary
Capstone Mining Corp.



Coro Strandberg

President
Strandberg Consulting Inc.



Denis Lavoie

Director, Risks Insurance and Claims
VIA Rail Canada Inc.



Alena Thouin

Director, CU/Prudential
Financial Regulatory Authority of
Ontario (FSRA)



Jamie Patterson

Associate Corporate Counsel
SaskTel



Terri Uhrich

Senior Counsel
Affinity Credit Union

FINAL JUDGING PANEL:

The EGA final judging panel is composed of seasoned and well-respected governance thought-leaders from across Canada. GPC has carefully selected the judges to ensure representation from all aspects of the governance community including shareholder representatives, regulatory experts, leading academics and practitioners.

JUDGING PANEL:



Geoff Creighton
Chief Executive Officer
In-House Counsel Worldwide (ICW)



Neil Puddicombe
Associate General Counsel, Bank
Board Governance & Assistant
Corporate Secretary
BMO Financial Group



Gigi Dawe
Director, Corporate Oversight and
Governance
Chartered Professional Accountants of
Canada (CPA)



Paul Schneider
Head of Corporate Governance,
Total Fund Management
Ontario Teachers' Pension Plan
(OTPP)



Matt Fullbrook
Governance Advisor
Fullbrook Board Effectiveness Inc.



Elizabeth Watson
Chief Executive Officer and Founder
Watson Inc.



Sylvia Groves
President
Governance Studio

HONORARY JUDGE:



Peter Dey
Chairman
Paradigm Capital Inc.

Board/Director Effectiveness



WINNER: MERIDIAN CREDIT UNION

JUDGES' COMMENTS:

With a highly comprehensive approach, Meridian sets out to innovate and differentiate itself in board and director effectiveness. The judges selected Meridian for their leading practices in board orientation and education, agenda development, individual requirements and board duties.

By splitting their director development into two categories, Meridian is successfully able to increase their focus and frequency of internal and external education. Meridian's *Director Education and Continuing Development Policy* introduces robust board orientation and board education processes. Meridian continues to enhance director education by building a library of asynchronous sessions, introducing a focused deep dive of Line of Business reviews and conducting quarterly education sessions, including joint education with subsidiary boards. With a dedicated development budget, Meridian's goal is to nurture the board skills and expertise beyond the financial services industry.

Meridian crafted a fresh approach to board reporting by undertaking a Board Reporting 1.0 project, including a Board policy review, to streamline and ensure consistency amongst board-level policies. Guidelines for in-camera meetings and presentations were implemented to maximize generative discussion, and to ensure board reports presented more value than simply recycling management reports. Moreover, agendas are reviewed through an extensive development process with all stakeholders and restructured to adapt to virtual meetings and address screen fatigue.

Furthermore, Meridian introduced new processes that increased the threshold of director qualifications. These processes established minimum aptitude requirements and timeframes for directors to reach in all mandated competency areas. Through board refreshment, Meridian has also been able to achieve greater diversity, including gender parity, and two directors from racialized communications. Additionally, Meridian improved its Director Candidate Application Package and enhanced its Candidate interview process to attract a more diverse pool of candidates and further benchmark the incumbent's expertise against the market.

Board duties have also been revitalized through the development of a Risk Map, intended to assign the responsibility of risks to the Board or a committee. In addition, oversight of culture, strategy and technology were also reviewed, revised and amended by the Board and committees to effectively and strategically divide the accountability. Meridian's quarterly all-chair's meeting are also used to emphasize and address elevated and emerging risks, and review overlapping areas of oversight.

The judges commend Meridian for their emphasis on creating excellent practices that improve the board and director experience and effectiveness.

Diversity, Equity & Inclusion



WINNER: HSBC BANK CANADA

JUDGES' COMMENTS:

At HSBC Bank Canada, there is a clear commitment to diversity, equity and inclusion (DE&I). In the 40 years that HSBC Bank Canada has been present in Canada, the organization has witnessed tremendous development and success in the area of DE&I. HSBC has achieved a highly international workforce and a visible minority rate of 43% amongst their employees by attracting, developing and retaining highly qualified, diverse and talented individuals. HSBC's determination did not stop there as the organization currently continues to push and improve their DE&I efforts through multiple ongoing initiatives.

As a member of 30% Club Canada and signatory to the BlackNorth CEO Pledge, HSBC has excelled in board diversity, having retained a gender balanced Board of Directors since 2013, alongside a management team comprised of two-thirds female majority. HSBC Bank Canada's focus on diversity and nourishment of female talent has been proven evident with the appointment of their second successive female President and CEO, marking it a first milestone for any Canadian bank.

The Board of Directors conducted a Diversity and Inclusion Deep Dive in 2020 to examine their diversity and inclusion obligations and review their historical strategy, which aided in the development of strategies to further improve workforce diversity. HSBC has revised their Board Diversity and Inclusion Policy to define diversity, target visible minorities and gender balance, and put greater weight on the Board's commitment to an inclusive culture in the boardroom. Another leading example is the organization's 2021 Subsidiary Accountability Framework, which mandates an appropriate balance of skills, diversity, experience and knowledge amongst the board and promotes diversity in its widest sense, including in relation to age, race, gender, social and ethnic backgrounds and geography. Changes have also been made to the director recruitment and director term policy to reflect a more diverse and inclusive board composition on an continuous basis. An external firm is mandated to provide diverse candidates in the independent director recruitment process, and the director term policy has been changed to a strict limit of six years, with any extensions for only a year term at a time. The judges also noted HSBC's innovation to reduce maximum terms to encourage board refreshment. HSBC's active focus at the board level and across the organization is a clear indicator of their ongoing dedication and responsibility to DE&I.

Executive Compensation



WINNER: BMO FINANCIAL GROUP

JUDGES' COMMENTS:

BMO demonstrated leadership and innovation in executive compensation governance when they were faced with a unique opportunity in 2020 to refine its compensation program, decision-making process and disclosure. BMO is on a continuous pathway to evolve and innovate their incentive plan structure, in which they have opened up the dialogue to shareholders and advisors.

BMO welcomed simplicity by introducing clearer language, reducing the length of their executive compensation disclosure, and expanding the use of diagrams. Though a complex area in itself, the judges appreciated BMO's effort and use of simpler languages and diagrams to explain the compensation program and decisions. The restructured Compensation Discussion and Analysis (CD&A) also addressed critical topics of diversity, equity and inclusion (DE&I) and environmental, social and governance (ESG). BMO also tied in a three-year Total Shareholder Return modifier and linked the funding to ESG metrics. By creating a single variable compensation pool and one set of performance metrics, executives are motivated and rewarded to achieve results and behaviours in alignment with that of the organization.

BMO demonstrates resiliency by not only including annual governance processes in the executive program, but also the discretion of the HR Committee in decision-making, supported by additional meetings and analyses, to deal with aberrant occasions. Specifically, the Committee introduced a strategic objective in 2020 to track management's response to the pandemic and reduced the calculated multiplier. A strong suit of BMO's executive compensation program is the constant discretion and application of robust governance processes and reviews. The judges gave a nod to BMO in this category for their successful approach to balancing shareholder interested and broader social and environmental impact. By aligning, fortifying and simplifying their plan, BMO has been able to excel in executive compensation governance.

Governance Office Matters



WINNER: ATB FINANCIAL

JUDGES' COMMENTS:

ATB Financial's governance team is on a continuous pathway to innovate their governance processes. By redefining the Board's delegation of authority, and improving the knowledge transfer, transparency, and collaboration with other departments, ATB Financial is creating new ways to enable the Board to deliver their greatest value. The judges were impressed by ATB Financial's objectives to clarify, produce better board materials, and improve efficiency.

The ATB Financial's governance team puts a focus on nurturing inter-departmental relationships by collectively reviewing key materials and coordinating meetings between committee chairs and senior executives. In collaboration with the governance team, ATB Financial's risk department delegated and moved various policies to management committees, while retaining board oversight vis-à-vis umbrella policies. ATB Financial restructured the governance team to include a strategic partner from the CEO's office and introduced the use of a collaborative document to delegate responsibilities. With remote work in effect, streamlining these processes have reduced overlap, gaps and inconsistencies within the governance workforce.

Innovated by the governance team, a monthly newsletter is used to inform directors of key developments across all departments, resulting in a well-aligned and informed board. With regular feedback, informal and formal touchpoints, the Board is well in-tune with the functions of the governance team. These changes and innovations have led to the efficient use of the limited time in the boardroom and shifted the Board's focus on more vital matters.

The judges applaud ATB Financial for the simple, yet impactful innovations that positively affected the functioning of the board. Equipped with regular reporting, and comprehensive and clear materials, the Board is better enabled to produce greater value and development. The judges commend ATB Financial for actively monitoring their efforts and outcomes through specific measurable results, such as shorter materials and agendas.

With the ability to enrich and empower the organization through its governance processes and symbiotic relationships, ATB Financial has made itself a notable winner in this category.

Risk Management



WINNER: ARTHRITIS SOCIETY

JUDGES' COMMENTS:

Arthritis Society's ability to understand the critical and ongoing importance of risk management has propelled their organization towards innovation. They developed an Enterprise Risk Management Framework in 2012 to capture risk categories related to legislative compliance, environmental/market risks, internal controls and infrastructure, governance, reputational, and cyber/technology threats. The framework includes a "heat map" to thoroughly identify and evaluate the risks and impact to the organization. Arthritis Society has since revolutionized their Enterprise Risk Management Framework, and created a robust position for itself in the wake of unprecedented risks.

In 2017, Arthritis Society introduced a comprehensive Business Continuity and Disaster Recovery Plan, outlining the accountability, protocols, crisis communication, preventative measures, specific training and constant vigilance in cyber space, and recovery plans in the event of disasters of various impacts and magnitudes. The framework was again updated upon the appointment of a new CEO in early 2020. This proactivity proved to be rewarding as the 2020 COVID-19 pandemic unfolded. Arthritis Society and its Board were pleasantly prepared to handle the repercussions of the pandemic.

The organization immediately shifted to remote work and a virtual environment. Through the Business Continuity Plan, the organization was equipped and ready with up-to-date online systems, digital communications to its members, awareness to cybersecurity, and weekly CEO and Board Chair meetings to ensure full alignment throughout the transition process. Arthritis Society functioned with transparency and attentiveness as a result of preparedness and innovation. The judges examine Arthritis Society's ability to pivot quickly and effortlessly as a sign of outstanding and effective risk management. Arthritis Society's heightened attention to risk, paired with a proactive approach and swift response has led them to their success in this category. distinguished themselves as the winner in this category.

Strategy



WINNER: ONTARIO POWER GENERATION

JUDGES' COMMENTS:

Described by the judges as an impressive and well-structured process, Ontario Power Generation (OPG) demonstrates and implements excellent strategy within its enterprise. OPG dedicates three days to its annual strategy cycle, which involves the full board, enterprise leadership team and the VP Corporate Governance and Corporate Secretary. During the site visits and meetings, the upcoming year's corporate strategic plan is put on the table for discussion. Two hours are also dedicated at every quarterly board meeting to review select issues from the Corporate Strategic Plan and track against its progress.

In achieve greater efficiency and effectiveness, meetings are divided into multiple modules relative to main components, and limited time is spent on each strategic topic. Focusing on one area at a time and limiting the presentation time further allows adequate time for meaningful discussion. OPG ensures accountability and engagement by delegating specific subject areas of the board presentation to the respective executive at both the director and senior manager level. OPG enforces strong communication by repeating feedback to ensure solid alignment and understanding between the board and management. The judges highlight OPG's modular approach to be a comprehensive and value-added strategy.

A considerable amount of time is committed to the discussion, development, and review of the Board agenda to ensure OPG is positioned to productively achieve and implement its Corporate Strategic Plan. OPG closes the knowledge gap by outsourcing experts and equipping the non-technical directors with a one-day session that briefs them on areas that may not be of their expertise. This approach ensures all directors are knowledgeable and best able to participate in the strategy discussion, which in turn enhances the board experience and outcomes. This keeps the Board informed on new and emerging issues and allows for better questions and oversights.

The judges note OPG's strategy to include many excellent and widely applicable innovations. With a clear and robust structure, OPG is evidently committed to exceptional corporate strategy.

Sustainability/ESG



WINNER: ENBRIDGE INC.

JUDGES' COMMENTS:

Enbridge Inc. integrates ambitious and transparent ESG goals into their strategy to reinforce their priorities in the areas of GHG emissions and diversity and inclusion (D&I). Enbridge is determined to achieve net-zero emissions by 2050, along with their enhanced diversity goals that are directly incorporated into incentive compensation for all employees. The judges applaud Enbridge for setting ambitious D&I targets, with a board representation goal of 40% women and 20% racial and ethnic groups, and goals of 40% women and 28% racial and ethnic groups across the workforce by 2025. Enbridge further aims to fully integrate their D&I goals into their structures and processes, as well as focus on awareness, learning, engagement and action plans through the enterprise-wide Inclusion, Diversity, Equity and Accessibility Strategy (IDEAS). Along with a goal to have 100% completion of unconscious bias and anti-racism training by 2021 within the workforce, Enbridge is also rolling out their 2021 Black Equity Plan. Enbridge is a signatory of the CEO Action for Diversity and Inclusion and BlackNorth pledges, along with the 30% Club, and Equal by 30.

Enbridge acknowledges the need for a respectful, constructive, and enduring relationships to foster trust and generate benefits for Indigenous peoples. As such, the Indigenous Peoples Policy and Indigenous Lifecycle Engagement Framework sets out to increase Indigenous representation in the workplace, accomplish enterprise-wide Indigenous awareness training, provide relief and economic opportunities, and engage in the Indigenous community across North America. The judges commend the tremendous effort that Enbridge has placed on these racial and social justice matters.

The judges also note that Enbridge clearly demonstrates a high level of board involvement in the company's sustainability efforts. Governance of ESG risks is shared among Board committees in their respective areas of responsibility. With the appointment of a new Chief Sustainability Officer, Enbridge expanded their ESG team to further advance their sustainability strategies and policies. Climate, Indigenous, ESG and sustainability matters are reported, managed, and accounted for by the Corporate Social Responsibility Committee of the Board. Enbridge upholds transparency by providing stakeholders with clear and verified data on ESG performance.

Describing themselves to be well positioned to be a bridge to the energy future, the judges highlight Enbridge for considering and innovating sustainability beyond climate. Enbridge has unquestionably demonstrated a substantial commitment to sustainability through its D&I efforts at both the board level and across the organization.

Sustainability/ESG



WINNER: TELUS CORPORATION

JUDGES' COMMENTS:

TELUS Corporation is pioneering sustainable business practices as they keep their corporate purpose abreast: to leverage world-leading technology and compassion to drive social change and enable remarkable outcomes. As the only North American telecommunications company and one of only five Canadian companies in the *Dow Jones Sustainability World Index* for five consecutive years, and in the *North American Index* for the past 20 years, TELUS is a noteworthy trailblazer in the area of sustainability.

2021 marked another milestone for TELUS, becoming the first telecommunications company in Canada to set science-based greenhouse gas (GHG) emissions reduction targets, with aims to reduce emissions from business travel, employee commuting, and purchasing and use of goods and services. In conjunction with these targets, TELUS released its Sustainability-Linked Bond Framework (the SLB Framework) in alignment with their financial strategy to strive for an operational net carbon neutrality across all of its global operations by 2030. TELUS' SLB Framework, as described by the judges, is a clear indication of the company's commitment to sustainability.

This initiative has further led to the issuance of \$750 million of sustainability-linked bonds under the SLB Framework, another first of its kind in Canada. This unique initiative utilizes a behaviour-based system, which instead links lower financing costs to independently audited GHG reduction efforts and targets. By incorporating a penalty, TELUS demonstrates a strong determination towards achieving a more sustainable future. The judges noted TELUS' sustainability-linked bond as an innovating approach to sustainability to be one that is unique.

The key roles and contribution of the Board and Corporate Governance team helped to guide and align TELUS' imperatives with their corporate purpose, which led to their many successes. Having two committees on the board with oversight responsibilities on different aspects of sustainability demonstrates that sustainability is not an "add-on", but rather part of the regular operating procedures at TELUS. With their strong determination to drive innovative and sustainable business practices, TELUS sets themselves as a winner in sustainability.

Governance Professional of the Year

Bradley Chisholm **Chief Officer, Strategy and Governance** **BCCNM**

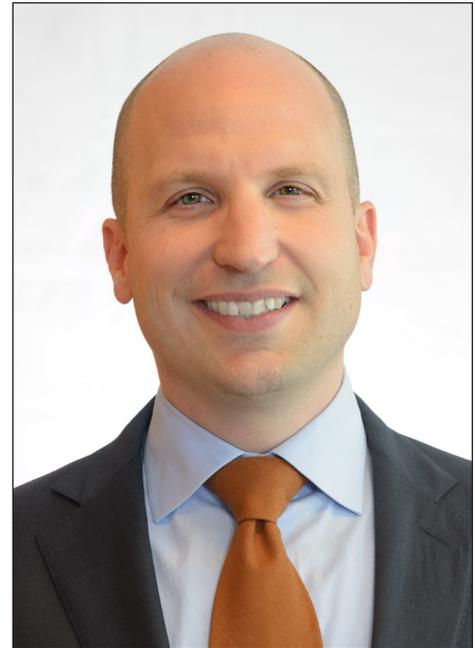
Described as a trailblazer, trusted advisor and influential leader within the industry, the judges felt that Bradley Chisholm is undoubtedly deserving of the Governance Professional of the Year Award.

Bradley utilized his governance expertise to play a fundamental role in the two successful mergers of peer organizations. Bradley went above his responsibility in developing a governance framework to craft trustful and meaningful relationships by encouraging imperative soft skills, such as speaking freely, listening without judgment, and continually readjusting expectations to reach the desired outcome. His ability to create safe spaces has generated greater decisions on more sensitive matters. Bradley demonstrates integrity and commitment to his practice as he openly acknowledges his bias, privilege, and gaps in his own knowledge to actively seek internal and external guidance.

Bradley puts a strong emphasis on values, attributes, lived experience, cultural safety and humility practices required to ensure a diverse and inclusive leadership. These efforts have enabled BCCNM to become a more diverse, equitable and anti-racist organization.

Outside of his mandate, Bradley supports, encourages, and empowers his community by providing coaching and nurturing significant relationships. Additionally, Bradley constructed a foundational governance course, in partnership with the government, as well as a highly demanded and well-received “Chair as Facilitator” course.

Bradley puts forth an innovative and tireless approach to bettering governance, providing great guidance and support, whilst keeping the end goal and public interest at the forefront. GPC and the EGA Judges are proud to present Bradley with the 2021 Governance Professional of the Year Award.



Governance Professional of the Year

Jeremy Trickett

**SVP, Chief Governance Officer, Canada Life
and Great-West Lifeco**

Jeremy Trickett is a governance expert with cross-industry experience gained from top-tier private practice and multinational matrix organizations. He is a strategic and lateral thinker who can unravel intricate legal issues and harmonize governance practices with business strategy.

He applies his powerful leadership and passionate advocacy for good governance to enhance and empower organizations. For one, as his role as Senior Vice-President, Chief Governance Officer and Corporate Secretary at Great-West Lifeco Inc., Jeremy has effortlessly enriched subsidiary governance oversight and delivered an innovate board effectiveness program. In addition, Jeremy plays a key role as advisor to senior management, as well as the executive sponsor of the company's inaugural employee resource group for LGBTQ2+ employees.



Jeremy's achievements and dedication are widely recognized in the governance realm. He regularly engages in many speaking opportunities to offer his expertise, support and insight. He also developed a governance centre of excellence, designed, and implemented a subsidiary governance framework, and successfully addressed significant regulatory governance findings while serving as General Counsel and Corporate Secretary for Canada Life UK. He has done tremendous work to innovate and lead in his roles, as exemplified in his completion of the first ever cross-jurisdictional governance reporting.

Jeremy has been acknowledged for his impeccable work ethic, knowledge, and skills to innovate, lead, and inspire. GPC congratulates Jeremy Trickett for attaining this prestigious recognition.

Peter Dey Governance Achievement Award

Sarah Kaplan, Professor of Strategic Management, Distinguished Professor of Gender and the Economy, Fellow of the Lee-Chin Institute is the 2021 Peter Dey Governance Achievement Award recipient.

The Peter Dey Achievement in Governance Award recognizes an individual who has positively impacted governance and contributed to transforming the way that Canadian companies are governed. Sarah Kaplan is acknowledged as a powerful pioneer in Canadian governance.

Sarah founded the Institute for Gender and the Economy at the University of Toronto, aimed to promote an understanding of gender inequalities and how they can be remedied in the economy and in the world of business. Her MBA course at the Rotman School of Management, "The 360° Corporation," won the Aspen Institute's "Ideas Worth Teaching Award" in 2020. A true groundbreaker, she spearheaded the first national feminist recovery plan globally, "Feminist Economic Recovery Plan for Canada."

She further offers her governance insights at governance associations, academic institutions, corporations, and law firms, and has written a series of leading articles and management pieces on thought-provoking matters in governance. She has also been invited as a witness to the Canadian Senate on the diversity provisions in Bill C-25 regarding corporate board diversity. In recognition of her contributions to stakeholder governance, she was appointed as a Fellow of the Lee Chin Family Institute for Corporate Citizenship at the University of Toronto's Rotman School of Management.

Sarah sends a strong signal to the community that governance can be advanced and improved in many ways and through many perspectives. She continues to transform the way Canadian companies are and will be governed. Sarah is celebrated for her essential contribution to excellence in governance in Canada.



Submit a Nomination for the 2022 Excellence in Governance Awards



NOMINATIONS WILL BE ACCEPTED FROM APRIL 2021 TO JUNE 2022

ELIGIBILITY

The awards are open to all organizations of any sector: private, listed, not-for-profit, government, crown, etc., and head-quartered in Canada. In order for the nomination to be considered, materials submitted in support of the nominations must relate to activities that took place between February 1, 2021 and January 31, 2022.

HOW TO SUBMIT A NOMINATION

Nominations may be submitted in multiple categories, however each submission requires an entry form per category.

If you would like a reminder when the award nominations open, please email awards@gpcanada.org.

About GPC



GPC's mandate is to be the voice of governance professionals in Canada. Its members deal with all matters affecting corporate governance, from board and committee processes, management and structure, disclosure, stakeholder engagement, legal and corporate compliance, as well as issues crucial to boards, their accountability and oversight. As such, GPC strives to provide valuable and timely information on recent changes and developments which affect our members – in all industries and sectors (listed, private, public, crown, not for profit, etc). Our members include professionals with positions such as Corporate Secretary, Corporate and General Counsel, Manager Corporate Governance, VP/Director/Officer Compliance, Risk, Legal or Regulatory Affairs, Associate/Assistant Corporate Secretary and Board Administrator, CEO, CFO, Board Chair, Director, Committee Chairs.

GPC aspires to:

- Influence and promote leading governance practices
- Be a catalyst for establishing the highest standards in corporate governance in Canada
- Promote the recognition and success of Canadian governance professionals

For further information, please contact:



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