

## Corporate Director; Lawyer, Compliance & Governance

### ABOUT PATRICIA

Patricia McLeod is a dynamic leader of strategic change and resilience in complex organizations. She was recognized by WXN as one of Canada's Top 100 Most Powerful Women in 2018 and 2019 and by Women in Finance Canada as Legal Adviser of the Year in 2019.

Patricia has extensive corporate governance experience. She is the Board Chair of Calgary Co-op, a large retailer (revenue ~\$1.25B annually) of grocery, petroleum, liquor, pharmacy, cannabis, and natural foods, leading the Board through strategic decisions such as a change of wholesale supplier, entry into retail cannabis, the acquisition of natural foods and pharmacy businesses, and over \$1B (with development partners) of capital redevelopment projects.

Patricia is also the Board Chair of the Real Estate Council of Alberta, the independent regulator that sets and enforces standards for commercial and residential real estate agents, mortgage brokers and property managers.

Other highlights of Patricia's board work include the oversight of delivery of Calgary's Green Line light rail infrastructure megaproject as well as the consolidation of four crown agencies into a single Alberta Innovates agency. She also served on the Board of First Air during its merger and integration with Canadian North, both 100% Inuit-owned airlines. Patricia has also been the Board Chair of the YWCA of Calgary, the Calgary Film Centre and cSPACE Projects, all having significant real estate and capital projects during her board terms.

Patricia is a former General Counsel, Vice President, and Privacy and Compliance Officer. She held senior leadership roles with energy utilities and electricity retailers, property development, mortgage brokerage, insurance, and financial services companies. Further details of the scope of Patricia's expertise are on page 3.

### SKILLS AND EXPERTISE

Strategic planning, governance, change management, risk management, corporate/commercial law, securities and regulatory compliance, government relations, stakeholder engagement, policy development, innovation, mergers and acquisitions, economic development, ESG, ethics

### INDUSTRY EXPERIENCE

Retail (consumer, electricity), Utilities, Energy, Insurance, Professional Services (Legal), Real Estate, Co-operatives, Aviation, Start-ups, Environmental Waste Management/Recycling, Creative Industries, Film and Television, Infrastructure

### EDUCATION

**Haskayne School of Business**, Private Equity Governance Program (2020)

**Institute of Corporate Directors**, Certified Corporate Director (ICD.D) (2012)

**Society of Corporate Compliance and Ethics**, Certified Compliance & Ethics Professional (CCEP) (2011 – 2017)

**Queen's University, Smith School of Business**, Master's in Business Administration (MBA) (2011)

**University of Alberta**, Bachelor of Laws (LLB) (1994)

**University of Alberta**, Bachelor of Commerce (BCom) (1990)

**Called to the Bar**, Law Society of Alberta (1996) (inactive); Law Society of British Columbia (1995) (inactive)

### GOVERNANCE EXPERIENCE (CURRENT)

**Real Estate Council of Alberta**, (December 2020 – Present) Board Chair, ex officio member of all committees

**Calgary Co-operative Association Ltd**, (April 2016 – Present) Board Chair (2017 – Present), ex officio member of all committees

**Green Line Board**, (December 2020 – Present) Board Director, Member of Budget & Risk Committee, Member of Governance & HR Committee

**MINDD Inc.**, (December 2020 – Present) Board Director

**Alberta Innovates**, (April 2016 – Present) Board Director, Chair of Governance & Human Resources Committee, Member of Audit Committee, Business Planning & Strategy Committee and Executive Committee

**Beverage Container Management Board**, (June 2015 – Present) Board Director, Chair of Governance Committee (2018 – Present), Chair of Depot Viability Committee (2020 – Present), Chair of Compliance Committee (2015 – 2017)

### VOLUNTEER BOARDS & COMMITTEES (CURRENT)

**Calgary Film Center Ltd.**, (May 2014 – Present) Board Chair (2016 – Present), Vice Chair (2014 – 2016)

**Institute of Corporate Directors**, (2016 – 2021) Member of Calgary Chapter Executive Committee, Chair of Director Mentoring Program Committee

**Women Get on Board**, (2017 – Present) Member of Alberta Advisory Council, Mentor for WGOB Mentoring program

**Calgary Foundation**, (September 2018 – Present) Member of Arts & Heritage Grants Advisory Committee

**Mount Royal University, Business & Communications Studies Faculty**, (September 2018 – Present) Member of Leadership Committee, Dean's Advisory Council

**She Leads Foundation**, (October 2018 – Present) Member of Economic Advisory Council of Alberta

**International Women's Forum**, (October 2018 – Present) Member of IWF Calgary Chapter Engagement Committee, Member of IWF National Governance Committee

## **PRIOR BOARDS & VOLUNTEER ROLES**

**Bradley Air Services dba Canadian North (formerly First Air)**, (2017 – 2020); **Air Inuit** (2018 – 2020) (affiliated companies) Board Director, Corporate Secretary, Chair of Human Resources & Compensation Committees, Audit Committee

**cSPACE Projects Inc.**, (2015 – 2019) Board Chair (2015 – 2018), Past Chair (2018 – 2019)

**Alberta Order of Excellence**, Council Member (2015–2017)

**Vibrant Communities Calgary**, (2014 – 2017) Board Director

**YWCA of Calgary**, (2012 – 2016) Board Chair (2014 – 2016), Member Project Committee & Audit Committee (2012 – 2014)

**Calgary Economic Development**, (2010 – 2016) Vice Chair (2014 – 2016), Chair of Governance Committee (2011 – 2014)

**Chestermere Utilities Inc.**, (2015 – 2016) Board Director, Chair of HR & Compensation Committee

**Calgary Chamber of Commerce**, (2013 – 2015) Chair of Municipal Policy Committee

## **PROFESSIONAL EXPERIENCE**

**Senior Legal, Compliance and Governance Advisor**  
(June 2015 – Present)

Providing contracted legal and compliance-related counsel, corporate policy, information and privacy, governance, risk and crisis management, litigation management and law department leadership and performance.

Client examples include:

*Vintri Technologies*, Legal and Governance (Apr - June 2018)

*Western Financial Group Inc.*, Associate General Counsel (July 2016 – August 2017); privacy and cybersecurity compliance consulting (2017 – 2019)

*CareVest Operations Corp.*, General Counsel (July 2015 – July 2016)

**ENMAX Corporation**, Vice President, Corporate Responsibility (2012 – 2015)

Provided leadership and counsel on all matters of regulatory and legal compliance, privacy, corporate responsibility, ethics, and policy governance. Contributed to Board planning activities in corporate responsibility. Established and implemented Code of ethics policy and program.

**AltaLink Management Ltd.**, Associate General Counsel & Compliance Officer (2006 – 2012)

Provided legal counsel and advice on corporate/commercial legal matters, corporate policy, privacy, governance, law department leadership and performance. Led development and implementation of an enterprise-wide compliance program as well as restructuring contract management and procurement services.

**ENMAX Corporation**, Senior Corporate Counsel (2000 – 2004)

Managed large business development transactions and drafting of commercial agreements. Lead counsel on negotiating joint venture agreements for first windfarm in southern Alberta. Negotiated and drafted agreements with regulators, customers, and third-party service providers.

**Lawson Lundell LLP, Miller Thomson LLP, Parlee McLaws LLP, McMillan LLP**  
Securities and Corporate Associate/Articling Student (1994 – 2000)

Legal practice in corporate/commercial legal transactions, governance, and securities law, including due diligence, drafting of legal agreements, public disclosure documents.

## **AWARDS AND HONOURS**

- 2021, BMO Financial & WGOB, Celebrating Women on Boards, Canadian Corporate Director Honouree
- 2019, WXN Top 100 Most Powerful Women in Canada
- 2019, Women in Finance Canada, Legal Advisor of the Year
- 2018, WXN Top 100 Most Powerful Women in Canada
- 2017, Finalist, Women of Inspiration Awards – Authentic Leader
- 2016, Diversity 50 Canadian Board Diversity Council
- 2015, City of Calgary Achievement Award - Community Advocate
- 2014, Appointed as Queen's Counsel by the Lieutenant-Governor of Alberta
- 2011, Valedictorian of Smith School of Business, Queen's University EMBA graduating class

## **SKILLS AND EXPERTISE**

### ***Leadership and Management***

- Board Chair of one of North America's largest cooperative retail organizations (revenue ~\$1.25B annually; listed in 2019 Canada FP500 as the 293<sup>rd</sup> largest company (by revenue) in Canada)
- Board Chair of restructured regulatory board of the real estate industry in Alberta
- Board Chair of three not-for-profit organizations during major capital construction projects, funded by a combination of public funds and donations
- Management of legal, compliance and corporate sustainability departments including lawyers, and compliance, privacy, and sustainability analysts

### ***Significant Commercial Transactions and Mergers***

- Governance oversight of delivery of a mega light rail transit infrastructure project, capital budget ~\$5.5 billion (Board member of Green Line)
- Consolidation of 4 crown corporations into one integrated agency (Board member of Alberta Innovates)
- Merger of First Air and Canadian North, having revenues at closing of ~\$450M annually, 1,500 employees (Board member of First Air)
- Acquisition of Community Natural Foods (3 retail locations, ~300 employees) (Board Chair of Calgary Coop)
- Legal negotiation and documentation of waste facility acquisitions (values \$500K to \$35M) (legal counsel)
- Legal negotiation and documentation of joint venture between regulated transmission utilities of transmission infrastructure (2012 capital budget of ~\$620M) (Associate General Counsel)
- Legal negotiations and documentation to spin out dark fibre assets from ENMAX Corporation creating ENMAX Envision Inc. (senior legal counsel)

### ***Strategic Planning and Change Management***

- Wholesale supplier change in retail grocer leading to transformational change in strategy and financial sustainability (Board Chair of Calgary Co-op)
- Supported development of Alberta Research and Innovation Framework and strategic initiatives post consolidation (Board member of Alberta Innovates)
- Focused corporation strategic planning process to include long term corporate sustainability metrics and measures for success (VP, Corporate Responsibility)
- Contributor to Calgary's 10-year Economic Strategy (Vice Chair, Calgary Economic Development; Board Chair, CFCL)
- Reallocated substantial land assets to reduce capital maintenance expenses and create long-term working capital (Board Chair of YWCA of Calgary)
- Construction and operational transition of purpose-built film studio facilities in Calgary and restoration of a flagship heritage site for multi-tenant creative entrepreneurs' workspaces (Board Chair of CFCL & cSPACE Projects)

### ***Governance***

- Committee Chair and member of multiple Governance Committees having accountability for director recruitment, committee structure, board policies, succession planning, shareholder communications
- Drafted corporate governance policies for multiple boards including committee terms of reference and code of conduct and conflict of interest policies
- Corporate Secretary of 2 privately held corporations

### ***Corporate Culture and Human Resources***

- Committee Chair of multiple Human Resources and Compensation Committees, accountable for oversight of CEO performance, including hiring and onboarding of CEOs, setting performance objectives, approval of compensation philosophy, executive compensation review and oversight of human resources policies, development of ESG and diversity, equity, and inclusion policies
- Senior inhouse legal advisor on numerous employment legal matters, including executive agreements, employment termination, performance management, union issues/grievances

### ***Finance and Audit***

- Member of multiple Finance & Audit Committees, accountable for oversight of external audit process, internal audit, operating and capital budget review, enterprise risk management, insurance reviews
- Management of operating and capital legal and compliance budgets (VP and General Counsel roles)

### ***Regulatory, Compliance and Enterprise Risk Management***

- Member of industry/regulator advisory committee to support the development of electric industry reliability policies and standards by the AESO
- Created an organizational enterprise-wide compliance program to implement and monitor regulatory and legal compliance obligations
- Reorganization of regulated exempt securities dealer and mortgage investment corporations to align with regulatory oversight requirements
- Supported implementation of enterprise risk management program for Calgary Co-op (Board chair)

### ***Government Policy and Relations***

- Board director of multiple provincial and municipal crown agencies and delegated authorities, engagement with provincial ministries includes Jobs, Economy and Innovation, Service Alberta, Environment and Parks, Energy, Health, Municipal Affairs, Infrastructure
- Council member She Leads Economic Council of Alberta, a non-partisan, executive level economic advisory group

## SPEAKING ENGAGEMENTS

- **Optimizing Your Board Performance** (breakout session moderator), Blake Cassels & Graydon LLP, March 2021
- **Virtual Meetings & Governance in a Post Pandemic World** (panelist), Institute of Corporate Directors, Winnipeg MB, March 2021
- **Transitions in Enterprise Risk since Covid19** (panelist), CPA Canada Audit Committee Conference, December 2020
- **Energy Sector Panel – Transition to Net Zero** (panelist), CPA Canada, November 2020
- **Issues in Governance** (panelist), Institute of Corporate Directors DEP Program, October & November 2018, October 2019, October 2020
- **Managing the Impacts of Covid19 at the Board** (panelist), MNP webinar, June 2020
- **Leadership through Crisis** (panelist), Haskayne School of Business, University of Calgary, June 2020
- **The Board's Role in M&A Transactions** (panelist), co-sponsored WGOB & Gowlings WLG, October 2019
- **Leadership & Member Engagement for Cooperatives** (panelist), Ontario Cooperatives Leadership Conference, October 2019
- **Women in Leadership** (panelist), Ignite Growth Summit, May 2019
- **General Counsels on Boards** (panelist), co-sponsored WGOB & Blake Cassels & Graydon LLP, October 2018, May & November 2019
- **Privacy and Cyber Security Compliance** (keynote speaker), Feb, Oct & Nov 2017, April & May 2018, May 2019
- **Women in Leadership** (panelist), Success for Women Conference, November 2018
- **Intra-board Collaboration** (panelist), Alberta Real Estate Council Conference, May 2018
- **Recent Issues in Corporate Governance** (panelist), Canadian Venture Capital Association, February 2018
- **Leadership in Community** (keynote speaker), Best of Calgary Community Day, May 2017
- **Lawyers Serving on a Non-Profit Board** (panelist), Canadian Bar Association/Canadian Corporate Counsel Association, April 2017
- **Board Governance of Alberta Crown Agencies, Boards and Commissions** (moderator), Institute of Corporate Directors, Calgary AB Chapter, March 2017
- **Governance & Role of the Board of Directors in Not-for-Profits** (panelist), Institute of Corporate Directors Calgary AB, April 2016
- **Upmanship: Corporate Responsibility Overview** (panelist), EthicsCan, June 2015
- **Introduction to Corporate Governance and Board Practices** (speaker), Canadian Board Diversity Council, October 2014
- **Issues in Privacy and Security for Corporations** (panelist), Privacy & Access Council of Canada, October 2014
- **Leading in a Changing Environment: Ethics and Integrity in Corporations** (speaker), Women in Leadership Conference April 2014