

**HAROLD H. MacKAY, O.C., S.O.M., Q.C.**

Harold H. MacKay of Regina, Saskatchewan is a corporate director and governance advisor, an arbitrator and lawyer, and a contributor to Canadian public policy.

**Governance Advisor and Corporate Director**

- (a) Governance advisor to public and private for-profit companies, industry associations, governments and government-owned corporations and not-for-profit bodies.
  - Fellow of the Institute of Corporate Directors (2013)
- (b) In the public sector, he is presently a director of the Capital Markets Authority Implementation Organization

He has also served as a director of:

- Bank of Canada (1995 - 1997 and 1999 - 2002)
  - Lead Director (1999 - 2002)
  - Executive Committee
  - Governance Committee (Chair)
  - Audit Committee
  - Planning and Budget Committee
  - Human Resources and Compensation Committee
  - Special Committee (2000) to recommend the appointment of the Governor (Chair)
- Federal Business Development Bank (now Business Development Bank of Canada) (1975 - 1985)
  - Chairman of the Board (1981 - 1985)
  - Executive Committee
  - Audit Committee
  - Investment Banking Committee
  - Trustees of the Pension Fund
- (c) In the private sector, Mr. MacKay has been a director of the following companies:
  - The Toronto-Dominion Bank (2004 – 2016), a Canadian chartered bank listed on the TSX and the NYSE
    - Risk Committee (Chair)
    - Corporate Governance Committee

- Domtar Corporation (NYSE), a manufacturer of uncoated free sheet paper and personal care products (2007-2014)
  - non-executive Board Chair
  - Nominating and Governance Committee (Chair)
  
- The Mosaic Company (NYSE), an international mining and fertilizer company (2004-2013)
  - Corporate Governance and Nominating Committee (Chair)
  - Special Committee to oversee spin-off of controlling shareholder interest (Chair)
  
- Canada Life Financial Corporation (TSX), an international insurer (2000 – 2002)
  - Corporate Governance Committee
  - Pension Committee
  
- IPSCO Inc. (TSX/NASDAQ and NYSE), a North American steel and pipe producer (1993 – 1999)
  - Audit Committee
  
- Merfin International Ltd. (TSE), an air-laid paper manufacturer (1994 – 1996)
  - Compensation Committee
  
- The Vigoro Corporation (NYSE), a fertilizer company (1994 – 1996)
  - Environmental and Public Policy Committee
  - Audit Committee
  
- IMC Global Inc. (NYSE), a fertilizer company (1996 – 2004)
  - Nominating and Governance Committee (Chair)
  - Environmental, Health and Safety Committee
  - Audit Committee
  
- Uranerz Exploration and Mining Limited (the Canadian subsidiary of a major German utility and resource consortium), a uranium and gold explorer and developer (1984 – 1995)
  - Audit Committee

**Legal Practice**

Mr. MacKay was until May, 2018 counsel to MLT Aikins LLP, a major Western Canadian law firm:

- Managing Partner (1989 - 1996)
- Chairman (1997 - 2003)

Mr. MacKay's legal practice concentrated on aspects of business and resource law, including:

- the representation of widely-held corporations, Crown corporations, private companies and not-for-profit organizations, both in Canada and abroad
- advising national and international companies in the mining, oil and gas, forestry and manufacturing sectors
- industrial and resource project development

He has also assisted clients in managing their interests in significant litigation and regulatory proceedings in Canada and the United States.

### **Alternative Dispute Resolution**

Mr. MacKay is actively involved in alternative dispute resolution processes, including both mediation and arbitration.

As an arbitrator, he has acted:

- as sole arbitrator and as a member of arbitration panels (including as Chair)
- in domestic and international commercial arbitration proceedings, with a focus on energy matters
- in private sector disputes including:
  - questions of contract interpretation, force majeure claims and the determination of liability and remedies for contract breach
  - oil and gas and mineral pricing proceedings
  - the reset of royalties and other amounts payable under long term commercial agreements
  - the revision of contract escalation formulae
  - the resolution of accounting and other financial disputes
- in a public sector issue relating to Canada's federal-provincial fiscal arrangements

He is cited in the Canadian Legal Lexpert Directory as “Consistently Recommended” in respect of international commercial arbitration matters and is a member of the Western Canada Commercial Arbitration Society, [www.wccas.ca](http://www.wccas.ca). More detailed information on ADR experience and references are available on request.

### **Public Policy**

Mr. MacKay has extensive experience in public policy issues.

- Author, Saskatchewan Post-Secondary Education Report (1996)
- Chair, Task Force on the Future of the Canadian Financial Services Sector (1997-1998)
- Clifford Clark Visiting Economist, Department of Finance of Canada (2002-2004)
- Vice-Chair, Wise Persons' Committee on Securities Regulation (2003)
- Past Chair, Saskatchewan Institute of Public Policy
- Policy Fellow in the Johnson Shoyama Graduate School of Public Policy

### **National and Provincial Service**

- Past governor of the Donner Canadian Foundation, a philanthropic foundation
- Past president of Ranch Ehrlo Society, a non-profit corporation working with emotionally disturbed children
- Founding Co-chair of the Provincial Action Committee on the Economy in Saskatchewan
- Past Governor of the Council for Canadian Unity
- Chair of a corporate fundraising campaign for the construction of the First Nations University of Canada campus
- Member, Levene Graduate School of Business Advisory Board to the Dean
- Trustee, Government House Foundation

## **Professional**

- Past chairman of the Saskatchewan Branch of the Canadian Bar Association and a member of the CBA Council
- Former governor of the Canadian Tax Foundation

## **Awards and Recognitions**

- Queen's Counsel (1980)
- University of Saskatchewan Alumni Award of Achievement (2000) in recognition of contribution to the legal profession, the community and the University
- Officer of the Order of Canada (2002)
- Doctor of Laws (*honoris causa*) at the University of Regina (2002)
- Canadian Bar Association, Saskatchewan Branch, Distinguished Service Award (2006)
- Saskatchewan Order of Merit (2009)
- Peter Lougheed Award for Leadership in Public Policy (2013)

## **Education**

- Bachelor of Arts (economics and political science) with great distinction from the University of Saskatchewan (1960)
- Bachelor of Laws from Dalhousie University (1963):
  - Dalhousie University Medal in Law

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