

Corporate Governance Committee report

Committee members

John Manley (Chair)	✓
Lisa de Wilde	✓
Mary Jo Haddad ¹	✓
Kathy Kinloch	✓
100% independent	✓

4

meetings in 2020

100% attendance

At each meeting, the Committee holds an in-camera session without management present.

2020 Committee highlights

Diversity and director search

- Updated the Board diversity policy to confirm the importance of diversity and the attributes the Board is seeking for its composition, which now includes separate diversity targets of having: at least two directors who represent a visible minority or are Indigenous by the annual meeting in 2023; and women and men each represent at least one-third of independent directors
- Currently 45 per cent of our independent directors are women, and one of our new director nominees is a woman.

Director search

- Hazel and Sean, as new nominees, will further strengthen our Board by bringing expertise and experience in corporate social responsibility, human resources management and executive compensation, finance and accounting, governance, international experience and senior executive leadership.

Independent review of the Board and our evaluation process

- Engaged Deloitte LLP to conduct an independent and comprehensive assessment of the effectiveness and performance of the Board, our committees, each committee chair and the Board Chair, as well as a peer assessment
- Developed, and will monitor the implementation of, an action plan to prioritize items identified during the evaluation process
- Updated the director skills matrix to include new skill attributes of corporate social responsibility, corporate development and international experience to reflect the importance of having ESG-related expertise on our Board and to reflect the changing nature of the Company's business.

Commitment to best practices in corporate governance

- Conducted an annual assessment of the independence and financial literacy of directors and made recommendations to the Board, which made the final determinations
- Recommended to the Board approval of an increase in the equity ownership target for all non-management directors from 3 times the annual retainer to 3.5 times the annual retainer
- Received quarterly updates on changing laws, rules and regulations in both Canada and the United States, corporate governance initiatives taken by Canadian and U.S. securities regulators and other stakeholders, and emerging best practices and their implications for the Company, with a particular focus on the impact of COVID-19 on directors' fiduciary duties and obligations
- Reviewed quarterly reports on corporate social responsibility and environmental risk management updates, as well as an annual review and recommendation to the Board of the sustainability report
- Evaluated the adequacy of our say-on-pay policy and shareholder engagement practices
- Reviewed and reported on shareholder communications received in the Board inbox on a quarterly basis, as well as any correspondence from the Board or committees sent in response to such communications
- In connection with TELUS International's initial public offering (IPO), reviewed management's proposed governance framework and TELUS shareholder protections with respect to oversight of TELUS International governance practices and standards and post-IPO governance and operational relationship with TELUS.

¹ Mary Jo became a member of the Corporate Governance Committee on July 30, 2020.

Corporate Governance Committee report (continued)

Board and committee succession planning

- Recommended changes to committee membership to give the following directors the opportunity to serve on different committees and to be exposed to different facets of the Company. After the May 2020 annual meeting, Marc Parent stepped down from the Audit Committee to rejoin the Pension Committee, and John Manley left the Pension Committee to rejoin the Compensation Committee. In July 2020, Mary Jo joined the Corporate Governance Committee
- Continued to work with an external recruitment specialist to assist with the directors' recruitment process and review and update the evergreen list of director candidates, based on the prioritized list of skills and attributes. As a result of this work, the Committee oversaw the recruitment of Hazel Claxton and Sean Willy, who are nominated for election at this meeting
- Conducted an annual review of the succession planning process for the Chair and committee chairs.

Signed, the members of the Corporate Governance Committee



John Manley (Chair)



Lisa de Wilde



Mary Jo Haddad



Kathy Kinloch