

## MAPLE LEAF FOODS BOARD OF DIRECTORS – GOVERNANCE PRACTICES

### HIGHLIGHTS

- Maple Leaf Foods is committed to upholding the highest standards of corporate governance.
- The Company has an experienced and diverse Board that includes a number of Canada's most respected business and governance leaders.
- Of the 13 current directors, 11 are considered independent as defined by applicable securities rules and by the governance guidelines set out by RiskMetrics.
- All Board committees are comprised entirely of independent directors.
- In its annual ranking of corporate boards, the Globe and Mail recently ranked Maple Leaf 31 out of 187 companies for the quality of its governance. Maple Leaf was the top ranking consumer staples company.

### ACTIVE AND ONGOING BOARD RENEWAL PROCESS

- Recognizing changes to the age and composition of the Board, Maple Leaf Foods initiated a renewal process in 2007 led by Purdy Crawford that examined the skills, qualifications and tenure of all directors. Between 2007 and 2009, this renewal process saw three new independent directors appointed to the Maple Leaf Board (see timeline below), as well as two nominees of Ontario Teachers' Pension Plan Board.
- With the changes to its shareholder base in 2010, the Company formed a Shareholder Relations Committee which actively consulted with major shareholders to seek input on changes to governance practices appropriate to the change in the shareholder base.
- Mr. J.P. Olson was identified by the process and was nominated and elected at the April 2011 Annual Meeting. In February 2011, the Board also elected Mr. G.A. Boland to the Board. Mr. Boland is the Chief Executive Officer of West Face Capital, a Toronto-based investment manager. The Company entered into an agreement with West Face which provides, among other things, for reduction of the size of the Board to 10 or 12 by the 2012 Annual Meeting.

### MAPLE LEAF BOARD COMPOSITION & GOVERNANCE TIMELINE

<i>Date</i>	<i>Event</i>
April 24, 2008	Claude Lamoureux joins MLF Board as an independent director
December 18, 2008	John Bragg and Geoff Beattie join MLF Board as independent directors
June 30, 2010	Termination of shareholder agreement with OTPP
October 28, 2010	Resignation of two OTPP directors
November 5, 2010	Board establishes Shareholder Relations Committee
February 2, 2011	Agreement reached with West Face Capital under which Greg Boland is appointed to the Board
April 28, 2011	James Olson, a candidate identified by a global search firm, is elected to the Board
May 13, 2011	The Company mourns the passing of its Chairman, Wallace McCain

### **COMMITTED TO CONTINUOUS IMPROVEMENT AND SUCCESSION PLANNING**

- To ensure it maintains the right mix of skills, experience and tenure, performance assessments are completed for each director bi-annually.
- As part of this process, each director completes a detailed self-assessment and is then interviewed by both the chairman and lead director to review the self-assessment and discuss performance. The lead director compiles the assessments and provides a comprehensive report to the full Board.
- In all, this process is considered a best practice among Canadian corporate boards.

### **CASE STUDY – MAPLE LEAF'S BOARD CONNECT PROGRAM**

- Board members actively engage in hands-on experiences to facilitate meaningful interaction and deeper insights into the business.
- Each year, the “Board Connect” program pairs each director with an operating company president or senior leader in one of our businesses for a day, which provides an open flow of information and builds deeper understanding of the business and industry.
- In 2009/2010, this program saw 100% participation by the Boards of both Maple Leaf and Canada Bread.