

SCHEDULE "D"

MASTER AGREEMENT MANAGEMENT GROUP

Principles:

- Governance structure designed to foster and support an ongoing collaborative relationship between DNS and DHW
- Agile and flexible structure with ability to adjust as the system evolves
- Ensure accountability and transparency in contract management
- Intended to be in alignment with the MOA attached as Schedule "F".

Master Agreement Management Group (MAMG)

- Per the MOA attached as Schedule "F", the Group will meet to review and revise these Terms of Reference
 - Mandate guidelines pending review and revision:
 - To oversee the implementation and operation of the Master Agreement
 - To discuss any implementation issues arising from the Master Agreement
 - To establish working groups and engage contractors and/or consultants as required to investigate issues of importance to the ongoing implementation and oversight of the Master Agreement
 - To receive reports on Master Agreement initiatives, including:
 - DHW to provide quarterly financials on the Agreement
 - DHW and DNS to provide reports on the performance of programs (uptake; outcomes; etc.)
- Decisions of the MAMG shall be:
 - In the first instance by consensus.
 - If consensus is not reached on an issue, then by majority.
 - In the event that a majority decision cannot be reached, then a ninth member will, at the request of either Party, be appointed by the co-chairs for resolution of the issue. The Parties must agree on the ninth member.
 - The ninth member will chair those portions of the MAMG meeting(s) which involve consideration of the unresolved issue, will decide how best to conduct the meeting(s) and to resolve the issue, and will have all powers granted pursuant to the *Commercial Arbitration Act*. This is not intended to be a formal arbitration. There shall be no legal counsel and no calling of evidence. The rules of natural justice do not necessarily apply, except in the discretion of the ninth member.
 - The decision of the MAMG reached through this process shall be final and binding on all Parties.
 - In the event that the Parties have a dispute with respect to the interpretation or application of an MAMG decision, or that either Party has a dispute with respect to the conduct of the other Party regarding the interpretation,

application or administration of this Agreement, the dispute shall be resolved pursuant to this MAMG decision-making process.

- Standing Committees:
 - MAMG may agree to establish standing committees as necessary.

- Composition and frequency of MAMG meetings:
 - To be composed of 4 DNS representatives and 4 DHW representatives.
 - To meet at least quarterly.
 - DHW to continue to prepare agendas and meeting materials in consultation with DNS.