

## **Board of Directors Policy**

*Last Updated: August 2022*

### **INTENT**

The intent of this policy is to provide governing procedures, guidelines and expectations to those individuals acting as Directors on Bitcoin Well's Board of Directors. The Board of Directors holds a substantial amount of responsibility over Bitcoin Well and its direction. For this reason, board members are required to adhere to the following guidelines and Standards.

### **GENERAL GUIDELINES**

#### **Qualifications**

Members of the Board of Directors must meet the following qualifications.

- Board members must have capacity in their schedule to serve on the Board.
- Board members must have shown substantial leadership in their specific field.

#### **Makeup and Expectations of the Board**

- It is expected that all board members will remain on the Board of Directors for a full board term and attend a minimum of four (4) meetings per year.
- The Board of Directors will be made up of a minimum of three (3) members with a diversity of skill sets as outlined in the Board of Directors Skills Matrix.
- A minimum of two (2) members will be independent as defined by National Instrument 52-110.
- Board composition will ensure compliance with Canadian residency requirements.

#### **Board of Directors Meetings**

*Frequency* - Meetings shall be held at a frequency of once every quarter and there shall be at least four meetings every calendar year.

*Annual schedule* - The Board shall set a schedule of meeting dates for the next full calendar year by the last meeting of the current year.

*Quorum* - At least half of the members must be present. Members who will not be able to attend a meeting should notify the chair or secretary of the Board of Directors in advance, so that the

meeting can be rescheduled if a quorum is not available. Only Board of Directors members and officially invited guests may attend meetings.

*Agendas* - An agenda is to be prepared or approved by the Chair for distribution by the secretary at least five (5) days prior to the meeting. Anyone who would like to contribute information or suggestions to the Board of Directors must do so at least one week prior to the meeting.

*Minutes and records* - Minutes of meetings provide a written record of the activities of the Board of Directors and can track the progress of action on recommendations the Board has made. A copy of the minutes should be kept in the Board of Directors' digital minute book.

*Distribution list* - The secretary shall circulate minutes and copies of any pertinent reports or information to the following:

- Board of Directors' permanent file;
- Every member of the Board of Directors;
- President & CEO of Bitcoin Well;
- CFO of Bitcoin Well (as appropriate).

### **Confidentiality of Information**

Members of the Board of Directors are required to keep confidential any financial details or other sensitive information they receive. This means paying strict attention to the security of Board records. In order for the Board to function properly, all parties must retain confidentiality and trust that no improper use will be made of the information received.

### **Consensus**

Consensus will be the guiding principle in every debate as members strive to reach practical and feasible solutions that have, as their ultimate goal, the wellbeing and security of the organization.

### **Conflict Resolution**

The Chair will endeavour to ensure their respective members work cooperatively at all times, and if necessary, will address unacceptable behaviour. At times, however, the Board may face issues that polarize members, such that consensus is impossible to achieve. Outside professionals can be consulted for their input to help resolve the concern. A formal recommendation outlining the opposing views of members can be submitted to the Chair to be formally resolved by him/her. After the Chair gives his/her formal response, the issue should not be debated further within the Board unless the circumstances that started the conflict change significantly.