

Exhibit C (Supplement S-1 Clearing) – Board and/or Committee Membership

- (1) A description of the requirements applicable to membership on the governing board and significant committees of ICE Clear Canada, Inc.**
- (2) A description of how ICE Clear Canada, Inc. ensures that potential governing board and committee members meet these standards.**

ICE Clear Canada is headed by a Board of Directors whose organization and constitution is governed by the provisions of *The Corporations Act (Manitoba)*. The Manitoba Securities Commission (“MSC”) is the primary regulator of ICE Clear Canada. Prior to designating ICE Clear Canada as a recognized clearinghouse pursuant to section 16 (1) *The Commodity Futures Act C.C.S.M. c. C152 (“CFA”)*, the MSC reviewed the By-laws and Rules (Attachments A-5(1) and A-5(2) to Exhibit A-5) establishing the corporate governance and composition of the Board, to ensure that the Clearinghouse is in compliance with statutory requirements.

Pursuant to the provisions of *The Corporations Act (Manitoba)* and the By-law the Board has control and management of the business of the Clearinghouse, with all required powers. The Board may, and has, delegated authority to the officers of the Clearinghouse pursuant to the By-law, Article 6.

There are seven (7) persons on the Board of Directors of ICE Clear Canada, three (3) of whom are independent directors. The three independent Board members on the ICE Clear Canada Board are Canadian residents with extensive expertise in the areas of banking and finance, law and regulation, and business and corporate governance, respectively.

An individual is “independent” if he or she has no direct or indirect material relationship with the exchange/ clearinghouse.

1. A “material relationship” is a relationship which could, in the view of the exchange’s/clearing house’s board of directors, be reasonably expected to interfere with the exercise of a member’s independent judgment.
2. Despite subsection 1. above, the following individuals are considered to have a material relationship with an exchange/ clearing agency:
 - (a) an individual who is, or has been within the last three years, an employee or executive officer of the exchange/clearinghouse or any of its affiliates;
 - (b) an individual whose immediate family member is, or has been within the last three years, an executive officer of the exchange/clearinghouse or any of its affiliates;
 - (c) an individual who beneficially owns, directly or indirectly, voting securities carrying more than ten per cent of the voting rights attached to all voting securities of the exchange/clearinghouse or any of its affiliates for the time being outstanding;
 - (d) an individual whose immediate family member beneficially owns, directly or indirectly, voting securities carrying more than ten per cent of the voting rights attached to all voting securities of the exchange/ clearinghouse or any of its affiliates for the time being outstanding;
 - (e) an individual who is, or has been within the last three years, an executive officer of a

person or company that beneficially owns, directly or indirectly, voting securities carrying more than ten per cent of the voting rights attached to all voting securities of the exchange/clearinghouse or any of its affiliates for the time being outstanding;
and

(f) an individual who accepts or who received during any 12 month period within the last 3 years, directly or indirectly, any audit, consulting, advisory or other compensatory fee from the exchange/clearinghouse or any of its affiliates, other than as remuneration for acting in his or her capacity as a member of the board of directors or any board committee, or as a part-time chair or vice-chair of the board or any board committee.

3. For the purposes of subsection 2. the indirect acceptance by an individual of any audit, consulting, advisory or other compensatory fee includes acceptance of a fee by
 - (a) an individual's immediate family member; or
 - (b) an entity in which such individual is a partner, a member, an officer such as a managing director occupying a comparable position or an executive officer, or occupies a similar position (except limited partners, non-managing members and those occupying similar positions who, in each case, have no active role in providing services to the entity) and which provides accounting, consulting, legal, investment banking or financial advisory services to the exchange/clearinghouse or any of its affiliates.
4. For the purposes of subsection 2. compensatory fees do not include the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the exchange/clearinghouse if the compensation is not contingent in any way on continued service.
5. For the purposes of subsection 2. an individual appointed to the board of directors or board committee of the exchange/clearinghouse or any of its affiliates or of a person or company referred to in paragraph 2. (e) will not be considered to have a material relationship with the exchange/clearinghouse solely because the individual acts, or has previously acted, as a chair or vice-chair of the board of directors or a board committee.

The Board members adhere to the "Board of Directors Governance Principles" (Attachment A-1(8) to Exhibit A-1) which principles detail the composition of the Board, process for elections, the role, authority, duties and responsibilities of the Board, the processes by which the Board operates in meetings, access to management of the company, communications and security and annual evaluation processes.

As noted earlier in this application at Exhibit A-1, ICE Clear Canada is a wholly owned subsidiary of ICE Futures Canada and is ultimately owned by ICE, Inc. ICE, Inc., as a publicly traded U.S. company, has a Nominating and Corporate Governance Committee. That committee would review any new proposed member for the Board of ICE Clear Canada.¹ The ICE, Inc. Nominating and Corporate Governance Committee has ratified a Policy regarding the Qualification and Nomination of Director Candidate (the "Policy"). The Committee would utilize the principles of the Policy in reviewing any new Board applicants for ICE, Inc.'s subsidiary companies, including ICE Clear Canada.

¹ The current Board members have been serving since 2007.
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The Policy includes direction on;

- The necessary qualifications of Board candidates, which includes: persons who possess personal attributes of leadership, an ethical nature, a contributing nature, independence, interpersonal skills, and effectiveness. In addition, the experience attributes include financial acumen, general business experience, industry knowledge, diversity of views and special or unique business expertise. With respect to independent directors, the committee seeks to ensure a cross section of candidates with unique expertise in areas that the relevant board requires strength in, examples include legal and regulatory, financial and accounting expertise, business development and similar.
- The process to be utilized by the Committee in identifying and evaluating director candidates, which process includes input from committee members, other directors of the company, management of the company and shareholders of the company. Where appropriate, outside consultants and search firms are utilized. Once identified, the candidates are interviewed by the Chairman of the Board, the Chief Executive Officer and one committee member. The full Board is advised and kept updated.
- The evaluation of existing directors, which is performed by the committee on an annual basis.

All new Board members would be subject to detailed screening including a credit review, verification of academic qualifications and employment history, and a review of other information, such as professional memberships and directorships.

As mentioned in Exhibit A-1, The Board has established and will annually review the Charter of the Corporate Governance Committee (Attachment A-1(9)). The Corporate Governance Committee is appointed by the Board and is comprised of three independent board members, and the President of ICE Futures Canada on an ex officio basis. The Corporate Governance Committee is appointed by the Board. The Corporate Governance Committee is directed to:

- review the Board of Directors Governance Principles document at least annually and make recommendations to the Board on any amendments the Committee deems necessary and advisable.
- review the By-laws, Rules, policies and any other relevant documentation pertaining to Conflict of Interest provisions and make such recommendations to the Board as the Committee deems necessary and advisable.
- on at least an annual basis, review and recommend to the Board any amendments to the Company's corporate governance materials, including, if relevant, those documenting the direct lines of responsibilities and accountabilities of management and the board, as the Committee deems necessary and advisable.
- on an annual basis, review the proposed budget of the Company with a view to ensuring that it provides sufficient resources to allow the Company to meet its legal and regulatory obligations and requirements. If the Committee is of the view that the budget requires amendments, it shall request a meeting of the Board in accordance with the relevant provisions in the By-law.
- review and monitor the Company's financial performance and make such recommendations to the Board as the Committee deems necessary and advisable.
- annually review and evaluate the performance of the Committee and propose

- recommendations to the Board, including any revisions to its Charter.
- perform any other activities consistent with its Charter as are necessary or appropriate, or as the Board shall further delegate to the Committee.

In its operations, the Board of ICE Clear Canada adheres to the principles set out in the ICE Clear Canada. Board of Directors Governance Principles, which includes an annual self-evaluation process.

ICE Clear Canada has three committees which are mandated in the Rules at Part A-10. They are; the Clearing Advisory Committee, the Hearing Committee, and the Risk Committee. Both the Risk Committee and the Clearing Advisory Committee are advisory in nature only – they provide information and recommendations to the Board but do not have rule making powers. These committees provide the input and collective knowledge of the stakeholder community, providing valuable insight and advice to the Board.

The Hearing Committee is responsible for disciplinary hearings at first instance. Further details on the role of this committee can be found at Exhibit F-3.

- (3) A description of the ICE Clear Canada's provisions to minimize and resolve conflicts of interest with respect to membership on the governing board and significant committees of the clearing organization.**
- (4) A description of ICE Clear Canada's rules with respect to the disclosure of material non-public information obtained as a result of a member's performance on the governing board or on a significant committee.**

ICE Clear Canada has appropriate conflict of interest provisions for all directors, officers and employees. Article 4.21 of the General By-law deals with Conflict of Interests and applies to the Board and all committees of ICE Clear Canada.

The conflicts of interest provisions require that disclosure of the conflict be made, and prohibit a Board or committee member from participating in such body's deliberations or voting in any manner in a matter in which they have a conflict of interest. The possibility of a significant and/or direct financial position in a matter constitutes a conflict of interest and where a conflict exists, Board and committee members must recuse themselves and not be involved in the deliberation and/or voting on the issue. If the number of withdrawals or recusals prevents a quorum then there is a process for dealing with the matter, including, where necessary, delegation to an ad hoc committee made up of persons who do not have conflicts with the matter under consideration. The minutes of all meetings must document the procedures followed to show compliance with the Article 4.21 of the General By-law.

Article 4.21 reads;

4.21 Conflict of Interest - The following rules apply to the Board and to every committee.

a. For the purpose of this section the following definitions apply:

- (1) "Affiliated Firm" shall mean, with respect to any person, any firm of which such person is a partner, trustee, officer, director or employee or over which such person has control, and any firm which controls, is controlled by or is under common control with**

- such person.
- (2) "Control" shall mean the power to direct or cause the direction of the management or policies of a person, whether through ownership of securities, by contract or otherwise.
- (3) "Disclosure" shall mean: With respect to any particular month or months that are under consideration by the Board or any committee, and any other months which the Board or the committee determines may also be affected, the size of the gross positions held by each member of the Board or the committee and any affiliated firm of such member shall be disclosed in accordance with the following:
- (i) the positions to be disclosed shall include positions in futures or options on Winnipeg Commodity Exchange Inc. (the "Exchange") in such month or months and, if the Board or Committee so determines, positions in the physical commodity (including any by-products or related products that may be hedged by Exchange futures or options) and positions in futures or options in any other month or months or in forward or futures contracts on other exchanges or markets;
 - (ii) the size of positions shall be disclosed by reference to ranges as determined by the Board or the Committee;
 - (iii) disclosure shall be made with respect to the following three categories of account:
 - the personal account of the member (including any account of members of his immediate family);
 - the proprietary accounts of any Affiliated Firm of the member and (to the extent known by the member) any Affiliated Firm of, and individuals associated with, such firm; and
 - the customer accounts (in the aggregate) of any Affiliated Firm of the member and (to the extent known by the member) of any Affiliated Firm of such firm.
- b. Board and committee members are required to avoid deliberating and/or voting on any matters in which they have a conflict of interest position. The possibility of any significant and/or direct financial interest in a matter constitutes a conflict of interest position. Board and committee members must recuse themselves from all matters in which they, or an Affiliated Firm to them, have a conflict and at all times when they are unwilling to provide Disclosure. The decision that any matter is subject to this conflict of interest section may be made by the Chairman of the Board or the Chairman of the committee or by one-third of the Board or committee members present, as the case may be.
- c. All Board members and Committee members are obligated to provide Disclosure or recuse themselves on all issues in which Disclosure is required. In the event that a member refuses to provide Disclosure or recuse himself, that member(s) must withdraw from the room before Disclosure by other members begins and may not be present or participate in the discussions of the matter under consideration. After Disclosure is made the Board shall consider the matter and must excuse all members from the meeting during the Board's or committee's consideration of such matter in the event the said member(s);
- (1) directly or indirectly owns or controls an account that is likely to be directly and materially affected by the Board's or committee's decision;
 - (2) has substantial financial interest in a Clearing Participant that may be directly and materially affected by the Board's or the committee's decision; or
 - (3) has any other interest in the outcome, which a majority of the Board or committee, present and voting, deems to require his disqualification.
- d. If there is no committee quorum then the matter shall be referred to the Board. If there is no Board quorum available to deliberate the matter at issue as a result of the number of persons who have recused themselves or are excused by the Board, the Chairman of the Exchange, or if the Chairman is disqualified, the President or his designate shall appoint an ad hoc committee of five non-conflicted persons to act for the Board in the matter at issue.
- e. The corporation is required to prepare written records to document that the procedures

required by these conflict rules have been followed. Such records will include (a) the names of all members who attended the meeting in person or who otherwise were present by electronic means; (b) the name of any member who voluntarily recused himself or was required to abstain from deliberations and/or voting on a matter and the reason for the recusal or abstention, if stated; and (c) information on the position information that was reviewed for each member (if relevant).

(5) A description of the rules with respect to the disclosure of material non-public information obtained as a result of a member's or other participant's performance on the governing board or significant committee.

In addition to the conflict of interest provisions, all Board members are required to conform to the ICE, Inc. Policies, including the Insider Trading Policy, the Global Disclosure and Corporate Communications Policy, the Global Code of Business Conduct, the Corporate Information and Security Policy, the Global Anti-Bribery Policy, the Global Reporting and Anti-Fraud Policy, the Global Anti-Money Laundering and Sanctions Policy. Copies of these Policies are provided as Attachments C (1) through C (7) to respectively.

These policies all have sections that deal with ensuring that information that is material non-public information, including confidential and proprietary information of ICE and its affiliates, as well as confidential and proprietary information of the participants of ICE Clear Canada is maintained in strict confidence.