

## EMERSON ADVISORY

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The Globe and Mail  
444 Front Street West,  
Toronto, Ontario, M5V 2S9

Attention: The Editors

### SNC-LAVALIN INC.

Gwyn Morgan was a director of SNC-Lavalin from 2005 and Chairman of the Board from 2007 until 2013. Mr. Morgan succeeded John Cleghorn, formerly of the Royal Bank, who served as Chairman of SNC's Board from 2002-2007. When the numerous breaches of SNC's Code of Ethics were first publicly disclosed in early 2012, SNC had been led for 10 years by applauded members of Canada's highest corporate echelon.

The board of directors is responsible and accountable for the company's governance. The chairman of the board is responsible and accountable for the board's conduct and the fulfillment of the board's duties and standard of care.

Mr. Morgan's "lessons learned" article (*The Globe and Mail, ROB, July 27, 2013*) is weak, defensive and unpersuasive. The 'lessons' Mr. Morgan conveys are from Corporate Governance 101. It is unconvincing that he only learned these lessons from knowledge of alleged defalcations by long-time senior executive officers of SNC's management.

Mr. Morgan is directly on point when he cites the most important 'lesson' he learned: corporate culture has to be built upon a bedrock of strong ethical values that penetrate every level of the company. What Mr. Morgan did not learn was that the Chairman of the Board and the board, as the leadership of the company, are responsible for assuring that the company they direct and supervise has established the right corporate culture and management they appoint practices strong ethical values.

Yours very truly,

**Garfield Emerson,**  
Toronto