

## **Terms of Reference for the Environmental, Health and Safety Committee**

### **I. Purpose**

The purpose of the Environmental Health and Safety Committee (“the Committee”) is to assist the Board in the discharge of its responsibilities by reviewing the policies and processes established by management which are designed to implement the Environmental Policy and the Health and Safety Policy of the Corporation.

### **II. Composition and Terms of Office**

- A. Following each annual meeting of shareholders of the Corporation, the Board shall appoint a committee of directors, to be named the Environmental Health and Safety Committee which shall be composed of not fewer than three directors. A majority of Committee members shall not be inside directors<sup>1</sup>.
- B. The Committee Chair shall be appointed by the Board and shall not be an inside director.
- C. The Committee Chair shall:
  - (i) provide leadership to the Committee by reinforcing and monitoring the achievement of the Committee’s objectives;
  - (ii) coordinate the agenda, information packages and related events for committee meetings with the appropriate members of management;
  - (iii) chair Committee meetings.
- D. Any Committee member may be removed or replaced at any time by the Board and shall cease to be a member upon ceasing to be a director of the Corporation. Each member shall hold office until the close of the next annual meeting of shareholders of the Corporation or until the member resigns or is replaced, whichever first occurs.

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<sup>1</sup> An **inside director** is defined as an officer or employee of the Corporation or any of its subsidiaries.

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- E. The Committee shall have full power and authority to act so long as there shall remain a quorum in office.
- F. The Committee shall meet at least four times per year. Additional meetings may be held as deemed necessary by the Committee Chair or as requested by any member.
- G. A quorum for the transaction of business at all meetings of the Committee shall be a majority of the members then in office. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chair shall have a second casting vote.
- H. The senior operational officers shall attend all regular meetings of the Committee and shall act as special advisors to the Committee. The Secretary of the Corporation shall act as Secretary to the Committee, or such other position as may be designated by the Chair, and such other officers of the Corporation and its subsidiaries shall attend as determined by the Committee.
- I. The Committee shall keep regular minutes of proceedings and shall cause them to be recorded in books kept for that purpose, and shall report the same to the Board at such times as the Board may from time to time require.

### **III. Duties and Responsibilities**

- A. For greater certainty the Committee shall have authority and shall be required to:
  - (i) establish principles of environment, health and safety stewardship for the Corporation consistent with the Environmental and Health and Safety Policies (the “Policies”) of the Corporation;
  - (ii) monitor the compliance by the Corporation with those principles of stewardship and with the Policies themselves;
  - (iii) recommend to the Board practices and procedures which may be conducive to the fulfillment of the objectives of the Policies;

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- (iv) report to the Board at least quarterly upon matters within the terms of reference of the Committee;
  - (v) review the Corporation's methods of communicating environment, health and safety policies and procedures;
  - (vi) review the risks related to environment issues, including an evaluation of the cost benefit associated with those risks; and
  - (vii) review directors' duties and responsibilities related to environmental, health and safety matters.
- B. The Committee shall have the right to:
- (i) examine such records and interview and secure the support and assistance of such employees and officers of the Corporation and its subsidiaries as it deems necessary to discharge its terms of reference; and
  - (ii) furnish such recommendations to the boards of directors of subsidiary companies as it deems appropriate with respect to environment, health and safety matters.
- C. The Committee shall have such other powers and duties as delegated to it by the Board.

### **IV. Accountability**

- A. The Committee shall report to the Board at each regular meeting all such action it has taken since the previous report.
- B. The Committee is empowered to investigate any environment, health or safety activity of the Corporation. The Committee may retain persons having special expertise to assist it in fulfilling its responsibilities.

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- C. The Committee is authorized to request the presence at any meeting, but without voting rights, of a representative from the external advisors, senior management, legal counsel or anyone else it considers to be able to contribute substantively to the subject of the meeting and assist in the discussion and consideration of the business of the Committee, including directors, officers and employees of the Corporation.

### **V. Committee Timetable**

The timetable on the following page outlines the Committee's schedule of activities for the following year.