

## TERMS OF REFERENCE FOR THE HEALTH, SAFETY & ENVIRONMENTAL COMMITTEE

### **I. PURPOSE**

The overall purpose of the Health, Safety and Environmental Committee (the "Committee") is to:

- a) review and approve of environmental policies and monitor activities of the Corporation as they relate to environmental matters;
- b) review and approve of social policies and programs of the Corporation as they relate to social issues affecting communities where the Corporation is conducting its business and activities; and
- c) review and monitor the activities of the Corporation as they relate to compliance with environmental regulations, and the health and safety of employees of the Corporation in the workplace.

### **II. COMPOSITION AND OPERATIONS**

- A.** The Committee shall be comprised of at least 3 directors, all of which shall be independent directors<sup>1</sup>.
- B.** The Committee shall meet at least two times per year.
- C.** The Committee shall operate under the guidelines applicable to all Board committees, which are located in **Tab A-6, Board Guidelines**.

### **III. DUTIES AND RESPONSIBILITIES**

Subject to the powers and duties of the Board, the Committee will:

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<sup>1</sup> See Tab A-6, Board Guidelines for the definition of an independent director.

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### 1. EMPLOYEES' HEALTH AND SAFETY

- A.** review and monitor the health and safety policies and activities of the Corporation on behalf of the Board to ensure compliance with applicable laws, legislation and policies as they relate to the Corporation's employees in the workplace;
- B.** recommend actions for developing policies, programs and procedures to ensure that the principles set out in the Corporation's policies related to the health and safety of its employees in the workplace are being adhered to and achieved;
- C.** review and report to the Board on the sufficiency of resources available for carrying out the actions and activities recommended;
- D.** report on a timely basis and at least annually to the Board on health and safety issues and on the state of compliance with applicable laws and legislation and adherence to the policies of the Corporation; and
- E.** develop a calendar of activities to be undertaken by the Committee for each ensuing year related to employees' health and safety and to submit the calendar in the appropriate format to the Board within a reasonable period of time following each annual general meeting of shareholders.

### 2. ENVIRONMENTAL MATTERS

- A.** review and monitor the environmental policies and activities of the Corporation on behalf of the Board to ensure that the Corporation is in compliance with environmental laws and legislation;
- B.** discuss with management and the independent engineers the quality and acceptability of the Corporation's environmental and safety policies;

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- C.** recommend actions for developing policies, programs and procedures to ensure that the principles set out in the Corporation's Environmental Policy Statement are being adhered to and achieved;
- D.** review environmental compliance issues and environmentally sensitive incidents to determine, on behalf of the Board, that the Corporation is taking all necessary action in respect of those matters and that the Corporation has been duly diligent in carrying out its responsibilities and activities in that regard;
- E.** review and report to the Board on the sufficiency of resources available for carrying out the actions and activities recommended;
- F.** report regularly and on a timely basis to the Board on matters coming before the Committee relating to environmental policies and activities of the Corporation for consideration and the manner of disposition; and
- G.** develop a calendar of activities to be undertaken by the Committee for each ensuing year related to environmental matters and to submit the calendar in the appropriate format to the Board within a reasonable period of time following each annual general meeting of shareholders.

### 3. SOCIAL MATTERS

- A.** review and monitor policies, programs, procedures and activities of the Corporation as they relate to the social issues affecting the communities in which the Corporation conducts its business and activities to ensure compliance with applicable laws, legislation and policies;
- B.** recommend actions for developing social policies, programs, procedures and activities in communities where the Corporation conducts its business to ensure that the principles set out in such policies are being adhered to and achieved;
- C.** review and report to the Board on the sufficiency of resources available for carrying out social policies, programs, procedures and activities recommended;

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- D.** report on a timely basis and at least annually to the Board on the social policies, programs, procedures and activities of the Corporation conducted during the year in such communities and on the state of compliance with applicable laws and legislation; and
  - E.** develop a calendar of activities to be undertaken by the Committee for each ensuing year related to social programs and activities of the Corporation and to submit the calendar in the appropriate format to the Board within a reasonable period of time following each annual general meeting of shareholders.
- IV. ACCOUNTABILITY**
- A.** The Committee Chair has the responsibility to make periodic reports to the Board, as requested, on governance and human resource matters relative to the Company.
  - B.** The Committee shall report its discussions to the Board by maintaining minutes of its meetings and providing an oral report at the next Board meeting.

## **V. COMMITTEE TIMETABLE**

The Health, Safety and Environment Committee shall meet at least twice annually and more frequently as desired or required. The Health, Safety and Environment Committee shall seek to act on the basis of consensus, but an affirmative vote of a majority of Members of the Health, Safety and Environment Committee participating in any meeting of the Health, Safety and Environment Committee shall be sufficient for the adoption of any resolution