
Corporate Social Responsibility, Environment, Health and Safety Committee Terms of Reference

A) PURPOSE

The purpose of the Corporate Social Responsibility, Environment, Health and Safety Committee (the "Committee") is to oversee and counsel the Corporation in respect of its conduct with regard to its Corporate and Societal obligations and its reputation as a responsible corporate citizen. This shall include the Corporation's standards, policies, management systems, and performance relating to the environmental responsibility, sustainability, occupational health, safety and overall business conduct. Corporate social responsibility includes the general commitment areas of sustainable value creation, business conduct, equality rights, employment equity, labour practices, environment, occupational health and safety, privacy, official languages, stakeholder engagement, socio-economic and community development and any other area that could impact the goodwill, image, reputation or brand of the Corporation.

B) DUTIES AND RESPONSIBILITIES

Subject to the powers and duties of the Board, the Board assigns to the Committee the following duties and responsibilities to be performed by the Committee on behalf of the Board:

Oversight

- (1) to review the environment, health, and safety performance and overall business conduct of the company including the identification of the principle risks in respect of the environment, and health and safety in the Corporation's business and oversee the appropriate systems to manage such risks;
- (2) to review and advise the Board in respect of business sustainability matters, in particular in relation to climate change, community development, stakeholder interests and stakeholder management, societal trends, including the means to better integrate sustainable practices into the Corporation's business;
- (3) to review and recommend the appropriate environment, sustainability, health and safety policies and related practices, assessments, compliance and reporting requirements for the Corporation in light of changing requirements;
- (4) to monitor the effectiveness of management systems in place within the Corporation to ensure compliance with environment, health and safety policies and related practices of the Corporation and all applicable regulatory requirements and review reports on the status of compliance with the foregoing including any material non-compliance;
- (5) ensure that the Corporation monitors trends and reviews current and emerging issues, including regulatory issues, in the corporate social responsibility, environmental and health and safety fields, and evaluate their impact on the Corporation;
- (6) review and advise the Board in respect of the development and projection of the Corporation's image to stakeholders in respect of Corporate Social Responsibility;
- (7) review annually the Corporation's Corporate Social Responsibility Report;

- (8) as the need arises, conduct or authorize investigations into any matters within the Committee's scope of responsibilities and for that purpose, with the prior approval of the Corporate Governance and Nominating Committee, retain independent advisors or others to assist it in the conduct of any investigation if required;

General

- (9) Meetings of the Committee:

- a) meet regularly, not less than two times a year, and at such other times as may be requested by the Chairperson.
 - b) the Chairperson of the Committee shall set the agenda and the annual Timeline ("Workplan") which shall then be circulated among the Committee members. Ordinarily the Chairperson will set the agenda in consultation with the Senior Vice-President Corporate Social Responsibility;
 - c) the President and Chief Executive Officer, the Senior Vice-President Corporate Social Responsibility and Senior Vice-President Operations shall have direct access to the Committee and shall receive notice of and may attend all meetings of the Committee, except where the Committee meets in camera with members of Senior Management or only with members of the Committee;
- (10) periodically review these Terms of Reference to ensure they continue to be appropriate and, as deemed necessary, make recommendations to the Board for improvement; and
- (11) perform such other functions as may be assigned by the Board.

Revised: October 15, 2009