



**SAFETY AND CORPORATE SOCIAL RESPONSIBILITY
COMMITTEE
TERMS OF REFERENCE**

Reviewed by the Safety and Corporate Social Responsibility Committee – May 17, 2011
Reviewed by the Governance Committee – September 15, 2011
Approved by the Board of Directors – November 18, 2011

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1. OBJECTIVE

The objective of the Safety and Corporate Social Responsibility Committee (the “Committee”) shall be to:

- 1.1 Assist the Corporation in making it a corporate leader in corporate social responsibility initiatives. The Corporation considers corporate social responsibility (“CSR”) to include the following:
 - (a) conducting business in a socially responsible, ethical and transparent manner;
 - (b) protecting the environment and the safety of all individuals affected by our activities, including our employees, contractors and the public;
 - (c) listening and responding to community or stakeholder concerns;
 - (d) supporting human rights within the Corporation’s sphere of influence; and
 - (e) engaging, learning from, respecting and supporting the communities and culture with which we work.
- 1.2 Ensure the Corporation is proactively addressing CSR issues; and
- 1.3 Ensure the Corporation is making CSR a part of the Corporation’s vision, values and practices.

2. CONSTITUTION

- 2.1 The Committee shall be comprised of a minimum of three (3) members of the Board.
 - 2.2 The Committee members shall be appointed by resolution of the Board. Each member shall continue as a member until a successor is appointed, unless the member resigns, or is removed by resolution of the Board or otherwise ceases to be a member of the Board.
 - 2.3 Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board, and shall be filled by the Board if the membership of the Committee is less than three (3) members as a result of the vacancy.
 - 2.4 The Board, or in the event of its failure to do so, the Committee, shall appoint a Chair from among the Committee members. If the Chair of the Committee is not
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present at any meeting of the Committee, the Chair of the meeting shall be chosen by the Committee from among the members present.

- 2.5 The Chair presiding at any meeting of the Committee shall have a vote in all matters considered by the Committee. In the event of a tie the motion is defeated.
- 2.6 The Secretary to the Board, shall serve as Secretary to the Committee. If the Secretary is not present at any meeting of the Committee, the Committee may appoint an acting Secretary to perform the functions of the Secretary at that meeting.
- 2.7 The Committee shall assist with deliberations required for the fulfilment of the Board's mandate and those specific responsibilities and duties assigned to the Committee; however, unless specifically stated otherwise, the Committee shall act in advisory capacity only, recommending decisions to the Board for approval.

3. DUTIES AND RESPONSIBILITIES

3.1 Corporate Social Responsibility:

The Committee shall have the following duties and responsibilities respecting CSR:

- 3.1.1 Review and monitor the Corporate Safety Program, including the adequacy of resources provided to deliver the Program and ensure a safe workplace.
 - 3.1.2 Review and monitor the Corporate Environmental Strategy, the environmental management system and the adequacy of the resources to fulfill the Strategy.
 - 3.1.3 Ensure the adequacy and effectiveness of the Corporation's internal controls and systems in relation to CSR risks including but not limited to environment, greenhouse gas emissions, health and safety, stakeholder relations, Aboriginal relations, community investment and human rights matters.
 - 3.1.4 Review and report to the Board significant changes to Corporate CSR policies, procedures and practices and provide advice to the Board regarding the methods of communicating CSR and environment, health and safety policies.
 - 3.1.5 Review, at least annually, monitor and report to the Board, the Corporation's compliance with current legislative, regulatory and corporate standards for environmental, health and safety practices and matters.
 - 3.1.6 Review and monitor the impact of proposed legislation in matters of CSR including but not limited to matters of safety, health and environment on the operations of the Corporation, and recommend where significant, to the Board an appropriate response to the proposals.
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- 3.1.7 Review, monitor and where significant, report to the Board best practices, trends, new technologies and current emerging public policy issues in CSR matters.
- 3.1.8 Ensure that the Corporation has in place adequate emergency response and business continuity procedures.
- 3.1.9 Make recommendations to the Board regarding the development and use of CSR auditing processes and review the findings of all safety, health and environmental audits as well as any other CSR auditing processes performed on the Corporation and ensure there is an appropriate course of action in place.
- 3.1.10 Review and report to the Board on the Corporation's annual environment report.
- 3.1.11 Review and report to the Board on CSR, safety, health and environment incidents.
- 3.1.12 Monitor corporate contributions for compliance with the Community Investments Policy.
- 3.1.13 Review and monitor the Corporation's branding strategies regarding CSR and the Corporation's efforts to maintain and enhance its reputation in CSR matters.

3.2 General Governance:

The Committee shall have the following general duties and responsibilities to:

- 3.2.1 Adopt an Annual Work Plan to ensure that duties and responsibilities listed in the Terms of Reference are scheduled to be achieved;
- 3.2.2 Provide formal evaluation in writing on the performance of the Committee on a bi-annual basis.
- 3.2.3 Review annually, in conjunction with the Governance Committee, and report to the Board on the adequacy of the Committee's Terms of Reference; and
- 3.2.4 Produce and provide to the Board an annual evaluation of the Committee, which shall compare the effectiveness of the Committee with the requirements of these Terms of Reference, including the Annual Work Plan.

4. MEETINGS

- 4.1 The Committee shall meet a minimum of four (4) times a year, preferably quarterly.
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- 4.2 A meeting of the Committee may be called by the Chair of the Committee, the Chair of the Board or President and Chief Executive Officer of the Corporation or by any two (2) members of the Committee.
- 4.3 A quorum for meetings shall be three (3) directors present in person or by telephone or other telecommunications device that permits all persons participating in the meeting to speak and hear one another.
- 4.4 Reasonable notice, preferably (7) days before the meeting, shall be given in writing, by e-mail or by facsimile communication to each member of the Committee.
- 4.5 The Agenda and associated material shall be sent to each member of the Committee prior, preferably seven (7) days, to the time for such meeting.
- 4.6 A director may in any manner waive a notice of meeting, and attendance of a director at the meeting is a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not properly called.
- 4.7 The Committee shall have the right to determine who shall and shall not be present at any part of the meetings of the Committee, and may hold in camera sessions.

5. MINUTES AND REPORTING RESPONSIBILITIES

- 5.1 An outline of material proceedings and deliberations addressed by the Committee, and all recommendations, decisions and directives of the Committee shall be recorded by the Secretary in the minutes of the meeting.
- 5.2 A draft copy of the minutes of such meeting, approved by the Committee Chair, shall be circulated to the Committee prior to the next Committee meeting where practicable, for approval by the Committee. A Committee member may request that the minutes be revised to include specific deliberations. Following approval of the minutes of the meeting by the Committee as a whole, if substantive revisions have been made to the draft minutes, the minutes approved by the Committee shall be re-circulated to the Committee.
- 5.3 Approved minutes shall be circulated to the Board prior to the next regular Board meeting.
- 5.4 A report of the Committee meeting shall be made at the next regular meeting of the Board. Reports to the Board may take the form of an oral or written report by the Chair of the Committee, or any other member of the Committee designated by the Committee to make the report.
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6. SUPPORT TO THE COMMITTEE

- 6.1 The Committee shall identify, through the Office of the President and Chief Executive Officer, or designate, the kind and frequency of information required by the Committee.
- 6.2 The Committee shall have access to any and all books and records of the Corporation required for the execution of the Committee's obligations and, as necessary, shall discuss with appropriate corporate officers and employees, coordinated through the Office of the President and Chief Executive Officer, such records and other relevant matters.
- 6.3 The Committee shall have the authority to retain external advisors, experts or consultants, in order to properly discharge its duties and responsibilities.

7. CONFIDENTIALITY

- 7.1 All deliberations of the Committee, and all records, material and information pertaining to the Corporation obtained by a member of the Committee, shall be considered confidential. Committee members shall maintain the confidentiality of such deliberations, and shall safeguard such records, material and information from improper access.