

## **BOARD OF DIRECTORS**

### **Governance and Corporate Responsibility Committee**

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#### **MEMBERSHIP**

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The Committee will consist of no fewer than three directors.

Qualifications of members: The Committee will be comprised entirely of independent directors and at least one member will serve concurrently on the Audit Committee.

Appointment and removal of members: By the Board of Directors, considering the recommendation of the Committee.

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#### **PURPOSE OF THE COMMITTEE**

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The Corporate Governance Committee takes a leadership role in shaping the governance of the corporation and provides oversight and direction regarding the functioning and operation of the Board of Directors.

The Committee also provides oversight on management succession, the Company's sustainability strategy and performance, environmental and safety issues at the Company, ethics and business conduct of the Company, its political activities, and human resources practices.

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#### **GOALS AND RESPONSIBILITIES**

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To carry out its responsibilities, the Committee will:

#### **BOARD OF DIRECTORS FUNCTIONING AND OPERATIONS**

1. Recommend to the Board the Director candidate to be elected as Chairman of the Board in the shareholders' best interest from time to time.
2. Determine criteria for selecting new directors, including the skills that would be advantageous to add to the Board of Directors and the appropriate mix of internal and external directors, and ethnicity and gender of Directors.
3. Identify persons qualified to become Directors, recommend candidates to the Board of Directors to be elected at the next annual meeting of the shareholders.
4. As appropriate and in the sole discretion of the Committee, retain a search firm to assist in identifying director candidates and approve the firm's fees and other retention terms.
5. Develop and recommend to the Board of Directors a set of corporate governance principles applicable to the Company.
6. Review the charters of all the committees of the Board of Directors for appropriate distribution of responsibilities and oversight of issues. Recommend Committee assignments to the Board of Directors.
7. Manage the process of the evaluation of the Board of Directors.
8. Assess the effectiveness of the Committee, including the adequacy of the Committee's charter, at least annually and recommend any proposed changes to the Board of Directors for approval.

#### **MANAGEMENT SUCCESSION**

1. Manage the process that the Board of Directors uses in evaluation of the CEO.
2. Review management succession processes.
3. Manage the process the Board of Directors uses in selecting persons to be appointed as the Company CEO.

## **GOALS AND RESPONSIBILITIES – *continued***

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### **SUSTAINABILITY**

1. Provide oversight and direction on the Company’s sustainability strategy, including but not limited to matters relating to climate change.
2. Review annually the Company’s sustainability performance and progress towards goals and report the Committee’s findings to the Board of Directors.

### **ENVIRONMENTAL AND SAFETY**

1. Provide oversight and policy direction on environmental and safety policies and practices.
2. Review the implementation of Company safety programs and trends.
3. Review the environmental performance of the Company as it affects employees, communities, vendors and customers.
4. Refer to and work with the Audit Committee on environmental compliance issues that could have a material financial effect on the Company.

### **ETHICS AND BUSINESS CONDUCT**

1. Provide oversight of the Company’s programs for ethics and business conduct.
2. Review processes for administering the Company’s code of conduct and compliance program.
3. Review, at least annually, Company ethics and business conduct practices, trends, and issues and report the Committee’s findings to the Board of Directors.
4. Refer to and work with the Audit Committee regarding any issues of ethics, business conduct or compliance that could have a material financial effect on the Company.

### **POLITICAL ACTIVITIES**

Provide oversight of the Company’s political activities and advocacy including, political fundraising and contributions.

### **HUMAN RESOURCES PRACTICES**

1. Provide oversight and policy direction on diversity and employee satisfaction.
2. Review results and trends of the Company-wide employee satisfaction survey and Employee Issue Resolution process.
3. Review Company diversity and equal opportunity programs, trends, and issues.

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## **STRUCTURE AND OPERATIONS**

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The Board of Directors will appoint the chair of the Committee.

The Committee will meet at such times as it determines to be necessary or appropriate, but no fewer than three times per year.

The Committee will report to the Board of Directors with regard to actions taken.

A representative of management will function as Committee support and be a liaison with management. The role of the management liaison will be to:

1. Work with Committee Chair and the CEO to establish an agenda for each meeting.
2. Prepare briefing and pre-meeting reading materials for Committee members.
3. Arrange for appropriate persons to present agenda items at Committee meetings or to be present for discussions with the Committee.