

## **RESPONSIBLE CARE COMMITTEE MANDATE**

A Committee of the directors to be known as the "Responsible Care Committee" (hereinafter referred to as the "Committee") is hereby established.

### **A. STRUCTURE**

1. The Committee shall be composed of a minimum of three directors.
2. Committee members shall be appointed or reappointed at the Organizational Meeting of the Board of Directors (the "Board") concurrent with each Annual Meeting of the Shareholders of the Corporation. Each member of the Committee shall continue to be a member thereof until a member's successor is appointed, unless a member shall resign or be removed by the Board or a member shall cease to be a director of the Corporation. 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 directors as a result of the vacancy.
3. The Board or, in the event of its failure to do so, the members of the Committee, shall appoint a Chair from amongst their number and the Chair shall set the agendas for Committee meetings. If the Chair of the Committee is not present at any meeting of the Committee, the Chair of the meeting shall be chosen by the Committee from among the members present. The Committee shall also appoint a Secretary who need not be a director.
4. The Committee may invite such officers, directors and employees of the Company as it may see fit from time to time to attend meetings of the Committee and assist in the discussion and consideration of the duties of the Committee.

### **B. MEETINGS**

1. The Committee shall meet at least semi-annually. The time and place of meetings of the Committee and the procedure at such meetings shall be determined from time to time by the members thereof provided that:
  - a quorum for meetings shall be two members, present in person or by telephone or other telecommunication device that permit all persons participating in the meeting to speak and hear each other;
  - notice of the time and place of every meeting shall be given in writing or electronic communication to each member of the Committee at least 24 hours prior to the time fixed for such meeting provided, however, that a member may in any manner waive a notice of a meeting; and attendance of a member at a meeting is a waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called;

- location of meetings to be determined by the Committee with consideration to periodically holding the meeting at a select manufacturing location.
- 2. The Committee shall report regularly to the Board following each meeting with respect to its activities and such recommendations as the Committee deems appropriate. The report may take the form of an oral report by the Chair or any other member of the Committee designated by the Committee to make such report;
- 3. The Committee shall maintain minutes or other records of its meetings and activities; and
- 4. Following each Committee meeting, the Committee will meet in-camera if the Chair considers such a session to be appropriate.

### **C. RESPONSIBILITIES & DUTIES**

To fulfill its responsibilities and duties the Committee shall:

- monitor and periodically review significant policies and management systems relating to the Responsible Care Ethics & Principles for Sustainability
- monitor and periodically review, with management, the performance of the Corporation and the effectiveness of the management systems in place in relation to health, safety (personal and process), environment, physical security, crisis management & communications, product stewardship, and social responsibility
- periodically report to the Board on the effectiveness of the policies and management systems in place to ensure the Corporation carries out all of its operations in accordance with applicable health, safety (personal and process), environment or physical security legislation and the Responsible Care Ethics & Principles for Sustainability
- in the event of the occurrence of a material health, safety (personal and process), environment or physical security incident or legislative non-compliance, receive and review a report from management detailing the nature of the event and describing the corrective actions being taken
- monitor and periodically review any proposed health, safety (personal and process), environment or physical security legislation that could have a material impact on the Corporation's activities
- review annually, and report to the Board, on the Corporation's state of readiness to respond to "a crisis" covered by the Corporation's Crisis Management Plan
- receive and review with management and legal counsel any civil or criminal environmental proceeding, claim, or other contingency that could have a material effect on the Corporation
- receive periodically, reports on significant legislative initiatives and Responsible Care trends in each of the jurisdictions in which the Corporation has operations as well as, if applicable, an assessment of the legal consequences thereof for directors and officers

The Committee may perform such other functions as the Committee deems necessary or appropriate for the performance of its responsibilities and duties.

#### **D. COMMITTEE SUPPORT**

The President and CEO will utilize the Executive Leadership Team to provide support to the Responsible Care Committee. The Executive Leadership Team will:

- establish and administer an environmental compliance program and health and safety (personnel and process) policies and standards that will as a minimum require all Company-operated facilities to meet the Responsible Care Ethics & Principles for Sustainability;
- meet to review and provide oversight of the Responsible Care program and performance, semi-annually or more frequently, as necessary;
- report to the Committee on the nature and extent of the Corporation's compliance with applicable environmental policies, standards and legislation, the nature and extent of non-compliance, together with the reasons therefore, and the plan and timetable to correct deficiencies;
- report to the Committee on the nature and extent of compliance with occupational, health and safety policies, standards and applicable legislation, as well as the nature and extent of non-compliance, together with the reasons therefore; and
- ensure that programs are in place to monitor performance, audit current practice, train employees, share experience and best practices with respect to safeguarding the environment and occupational health and safety policies and standards.

#### **E. ANNUAL PERFORMANCE EVALUATION**

1. The Committee shall review and evaluate, at least annually, the performance of the Committee including the compliance of the Committee with its mandate.
2. The Committee shall annually review and assess the adequacy of its mandate and recommend to the Board any improvements to the mandate that the Committee considers necessary or desirable.