

PUBLIC POLICY COMMITTEE MANDATE

1. A committee of the directors to be known as the Public Policy Committee (herein referred to as the "Committee") is hereby established.
2. The Committee and shall be comprised of a minimum of three (3) directors, none of whom shall be an officer of the Corporation.
3. The members of the Committee shall be appointed or reappointed at the Organizational Meeting of the Board of Directors ('Board') immediately following 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.
4. The Board or, in the event of its failure to do so, the members of the Committee, shall appoint a Chairman from amongst their number. If the Chairman of the Committee is not present at any meeting of the Committee, the Chairman 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.
5. 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) 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;
 - b) the Committee shall meet at least semi-annually; and
 - c) notice of the time and place of every meeting shall be given in writing or facsimile 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.
6. Following each Committee meeting, the Committee will meet in-camera if the Chair considers such a session to be appropriate.

7. The Committee shall, with respect to:

(i) Public Policy and Public Affairs endeavours of the Corporation:

- a) Review and advise the Board on public policy and public affairs issues affecting the Corporation;
- b) Review and advise the Board relating to the integration of public policy and public affairs considerations with the Corporation's activities;
- c) Review and advise the Board relating to relevant public policy and public affairs legislative initiatives and trends which may have an impact on the Corporation's activities;
- d) Review and advise the Board on the policies of the Corporation relating to political donations;
- e) Review and advise the Board on the policies and programs to create a strong, cohesive, sustained and positive corporate reputation and brand to stakeholders;
- f) Review and advise the Board on the Corporation's efforts to develop and maintain useful relationships with governments, especially regarding legislative and regulatory matters;
- g) Review and advise the Board on emergent issues that may have a significant impact on the public perception of the Corporation;
- h) Review, periodically, the Corporation's crisis communications plan as part of the corporate crisis management plan.
- i) Review and advise the Board on the policies and practices of the Corporation relating to social investment;
- j) Receive, periodically, reports on the nature and extent of compliance with the Social Responsibility policy, and application of the practices that support it; and
- k) Review such other Social Responsibility matters as from time to time the Committee may consider suitable or the Board may specifically direct.

8. Report to the Board after each Committee meeting with respect to its activities with such recommendations as are deemed desirable under the circumstances.
9. Review significant legislative initiatives and public policy trends in each of the jurisdictions in which the Corporation has operations and assess the legal consequences thereof for directors and officers.
10. Annually review the Committee's mandate, conduct a self-assessment as to the performance against its mandate and report to the Board with such recommendations as are deemed desirable under the circumstances.
11. The President and CEO will utilize the Executive Leadership Team to provide support to the Public Policy Committee. The Executive Leadership Team will:
 - a) Administer programs, policies and standards that will, as a minimum, maintain the Corporation's corporate brand, identify and manage public policy issues as they arise and require all of the Company-operated facilities to meet Responsible Care "Guiding Principles" and Codes of Practice as they relate to Public Policy;
 - b) Monitor emergent public policy and public affairs issues and the extent to which those issues may impact upon the Corporation;
 - c) Ensure that management programs are in place to monitor performance, audit current practice, train employees, share experience and best practice with respect to safeguarding the Corporate brand;
 - d) Administer reputation management policies and programs designed to create a strong, cohesive, sustained and positive brand to the public;
 - e) Manage the Corporation's relationships with governments, especially regarding legislative and regulatory matters;
 - f) Meet as part of a Responsible Care and Public Policy Stewardship Review, semi-annually or more frequently, as necessary;
 - g) Administer the policies of the Corporation relating to political donations; and
 - h) Monitor proposed public policy legislation or regulations which may have an impact on the Corporation's activities.