

## **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. The members of the Committee shall be appointed or reappointed at the Organizational Meeting of the Board of Directors (the "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.
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. 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 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;
  - c) 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; and
  - d) location of meetings to be determined by the Committee with consideration to periodically holding the meeting at a select manufacturing location.

## C. COMMITTEE OPERATION

1. The Committee shall, with respect to:

### **Responsible Care:**

- a) Review and report to the Board, at least annually, on the effectiveness of programs in place to ensure the Corporation carries out all of its operations in accordance with the Guiding Principles of Responsible Care.

### **Environment:**

- a) review and report to the Board, at least annually, on the effectiveness of programs in place to administer the Corporation's environmental programs in the context of legal, competitive and operational considerations;
- b) receive periodically, reports on the nature and extent of the Corporation's compliance with applicable environmental policies and legislation, the nature and extent of non-compliance together with the reasons therefore, the Corporation's plan and timetable to correct deficiencies and report to the Board on the status of such matters;
- c) receive, periodically, reports on proposed environmental legislation or regulations which may have an impact on the Corporation's activities;
- d) review periodically with management and legal counsel any civil or criminal environmental proceeding, claim or other contingency that could have a material effect on the Corporation; and
- e) review such other environmental matters as from time to time the Committee may consider suitable or the Board may specifically direct.

### **Health and Safety (includes Occupational Health and Industrial Hygiene):**

- a) review and report to the Board, at least annually, on the effectiveness of programs in place to administer the Corporation's occupational health and safety programs in the context of legal, competitive and operational considerations;
- b) receive periodically, reports on the nature and extent of compliance with occupational health and safety policies and applicable legislation as well as the nature and extent of non-compliance together with the reasons therefore, and report to the Board on the status of such matters;
- c) review and report to the Board, at least annually, on the Corporation's state of readiness to respond at an operational level, to crisis situations;
- d) review such other occupational health and safety or crisis management matters as time to time the Committee may consider suitable or the Board may specifically direct; and
- e) receive periodically, reports on proposed health and safety legislation or regulations which may have an impact on the Corporation's activities.

### **Process Safety**

- a) review and report to the Board, at least annually, on the effectiveness of programs in place to administer the Corporation's process safety programs in the context of legal, competitive and operational considerations;
- b) receive periodically, reports on the nature and extent of compliance with process safety policies and applicable legislation as well as the nature and extent of non-compliance together with the reasons therefore, and report to the Board on the status of such matters; and
- c) review such other occupational health and safety or crisis management matters as time to time the Committee may consider suitable or the Board may specifically direct.

### **Physical Security**

- a) review and advise the Board on the policies and practices of the Corporation relating to Security;
- b) receive periodically, reports on the nature and the extent of compliance with Security policy and practices as well as the nature and extent of non-compliance together with the reasons therefore, and report to the Board on the status of such matters;
- c) review and report to the Board, at least annually, on the Corporation's state of readiness to respond to Security related situations;
- d) receive periodically, reports on country and national security status for locations where we have significant presence;
- e) review such other Security management matters as from time to time the Committee may consider suitable or the Board may specifically direct; and
- f) receive periodically, reports on proposed Security legislation or regulations which may have an impact on the Corporation's activities.

### **Committee Good Governance:**

- a) report to the Board after each Committee meeting with respect to its activities with such recommendations as are deemed desirable under the circumstances;
- b) 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; and
- c) review its mandate annually, conduct a self-assessment as to the performance of its mandate and report to the Board with such recommendations as are deemed desirable under the circumstances.

Following each Committee meeting, the Committee will meet in-camera if the Chair considers such a session to be appropriate.

## **D. COMMITTEE SUPPORT**

1. The President and CEO will utilize the Executive Leadership Team to provide support to the Responsible Care Committee. The Executive Leadership Team will:
  - a) establish and administer an environmental compliance program and occupational health and safety policies and standards that will as a minimum require all Company-operated facilities to meet the Responsible Care Ethic & Principles for Sustainability;
  - b) meet to review and provide oversight of the Responsible Care program and performance, semi-annually or more frequently, as necessary;
  - c) 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;
  - d) 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
  - e) 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.