



## COMPENSATION COMMITTEE – CHARTER (ECC)

### 1.0 Purpose

The purpose of the Compensation Committee is to assist the Board of Directors in its oversight responsibilities relating to:

1. the compensation,
2. evaluation, and
3. succession of Officers and other executive personnel; and
4. the Corporation's health and safety policies and practices.

### 2.0 Role and Responsibility

The Compensation Committee shall perform the functions customarily performed by compensation committees and any other functions assigned by the Board of Directors. In particular, the Compensation Committee shall have the following duties and responsibilities:

#### 2.1 Officers

1. Consider and recommend for approval by the Board of Directors the appointment of the Chief Executive Officer and all other Officers of the Corporation.
2. Review with the Chief Executive Officer management's assessment of existing management resources and plans for ensuring that qualified personnel will be available as required for succession to Officers and other management personnel, and to report on this matter to the Board of Directors at least once each year.
3. Review and assess annually, in conjunction with the Board of Directors, the performance of the Chief Executive Officer against pre-set specific corporate and individual goals and objectives approved by the Compensation Committee.
4. Review with the Chief Executive Officer the annual performance assessments of all other Officers, and to report annually to the Board of Directors on these assessments.

#### 2.2 Compensation

1. Oversee and recommend for approval by the Board of Directors the Corporation's executive compensation policy and to specifically consider and recommend annually for approval by the independent directors of the Board of Directors all forms of compensation for the Chief Executive Officer.
2. Review the Corporation's annual report on executive compensation for inclusion in the Corporation's public disclosure documents, in accordance with applicable rules and regulations.
3. Review with the Chief Executive Officer any proposed major changes in organization or personnel.
4. Review any proposed major changes in the Corporation's benefit plans except for the Corporation's pension plans, and recommend for approval any change requiring Board of Directors action.



### **3.0 Evaluation of the Compensation Committee and Report to Board of Directors**

1. The Compensation Committee shall evaluate and review with the Corporate Governance Committee of the Board of Directors, on an annual basis, the performance of the Compensation Committee.
2. The Compensation Committee shall review and discuss with the Corporate Governance Committee of the Board of Directors, on an annual basis, the appropriateness of the Compensation Committee charter.
3. The Compensation Committee shall report to the Board of Directors periodically on the Compensation Committee's activities.

### **4.0 Outside Advisors**

The Compensation Committee shall have the authority to engage outside counsel and other outside advisors as it deems appropriate to assist the Compensation Committee in the performance of its functions. The Corporation shall provide appropriate funding for such advisors as determined by the Compensation Committee.

### **5.0 Membership**

The Compensation Committee shall consist of such number of directors, in no event to be less than three, as the Board of Directors may from time to time by resolution determine. Each member of the Compensation Committee shall be independent of the Corporation as determined by the Board of Directors, in accordance with applicable laws, rules and regulations.

### **6.0 Compensation Committee Chair**

The Chair of the Compensation Committee shall be appointed by the Board of Directors. The Chair of the Compensation Committee leads the Compensation Committee in all aspects of its work and is responsible to effectively manage the affairs of the Compensation Committee and ensure that it is properly organized and functions efficiently. More specifically, the Chair of the Compensation Committee shall:

1. Provide leadership to enable the Compensation Committee to act effectively in carrying out its duties and responsibilities as described elsewhere in this charter and as otherwise may be appropriate;
2. In consultation with the Board Chair and the Chief Executive Officer, ensure that there is an effective relationship between management and the members of the Compensation Committee;
3. Chair meetings of the Compensation Committee;
4. In consultation with the Chief Executive Officer, the Corporate Secretary and the Board Chair, determine the frequency, dates and locations of meetings of the Compensation Committee;
5. In consultation with the Chief Executive Officer, the Corporate Secretary and, as required, other Officers, review the meeting agendas to ensure all required business is brought before the Compensation Committee to enable it to efficiently carry out its duties and responsibilities;
6. Ensure, in consultation with the Board Chair, that all items requiring the Compensation Committee's approval are appropriately tabled;
7. Ensure the proper flow of information to the Compensation Committee and review, with the Chief Executive Officer, the Corporate Secretary and, as required, other Officers, the adequacy and timing of materials in support of management's proposals;



8. Report to the Board of Directors on the matters reviewed by, and on any decisions or recommendations of, the Compensation Committee at the next meeting of the Board of Directors following any meeting of the Compensation Committee; and
9. Carry out any special assignments or any functions as requested by the Board of Directors.

#### **7.0 Term**

The members of the Compensation Committee shall be appointed or changed by resolution of the Board of Directors to hold office from the time of their appointment until the next annual general meeting of the shareholders or until their successors are so appointed.

#### **8.0 Procedures for Meetings**

The Compensation Committee shall fix its own procedure at meetings and for the calling of meetings. The Compensation Committee shall meet in executive session in the absence of management, at each regularly scheduled meeting.

#### **9.0 Quorum and Voting**

Unless otherwise determined from time to time by resolution of the Board of Directors, two members of the Compensation Committee shall constitute a quorum for the transaction of business at a meeting. For any meeting(s) at which the Compensation Committee Chair is absent, the Chair of the meeting shall be the person present who shall be decided upon by all members present. At a meeting, any question shall be decided by a majority of the votes cast by the Compensation Committee members, except where only two members are present, in which case any question shall be decided unanimously.

#### **10.0 Secretary**

Unless otherwise determined by resolution of the Board of Directors, the Corporate Secretary of the Corporation or his/her delegate shall be the Secretary of the Compensation Committee.

#### **11.0 Vacancies**

Vacancies at any time occurring shall be filled by resolution of the Board of Directors.

#### **12.0 Records**

The Compensation Committee shall keep such records as it may deem necessary of its proceedings and shall report regularly its activities and recommendations to the Board of Directors as appropriate.