



SAFETY, ENVIRONMENT & CORPORATE RESPONSIBILITY COMMITTEE

TERMS OF REFERENCE

Approved by the Board of Directors

March 15, 2018

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A. SCOPE

These Terms of Reference have been established to guide the Safety, Environment, and Corporate Responsibility Committee in meeting its responsibilities. For the purpose of this item, the following naming conventions are used:

Safety Refers to issues related to well-being and the avoidance of harm. This is in service of ensuring that employees, contractors, and customers are protected from the hazards and risks of electricity; are free from disease (i.e. *Health*); and that employees are supported in maintaining their physical and mental wellness.

Environment Refers to issues related to the surroundings in which SaskPower operates including air, water, land, natural resources, flora, fauna, humans and their interaction.

Corporate Responsibility Refers to issues related to *Sustainability, Corporate Citizenship, Stewardship, and Corporate Social Responsibility* in service of achieving ethical governance.

B. OBJECTIVE

In order to assist the Board of Directors (Board) in meeting its responsibilities, the Committee shall guide management in strengthening the Corporation's performance and communication on matters that pertain to safety, environment, and corporate responsibility.

C. CONSTITUTION

1. The Committee shall be comprised of a minimum of three (3) directors.
2. The members of the Committee shall be appointed by resolution of the Board. Each member of the Committee shall continue to be a Committee member until a successor is appointed, unless the member resigns, is removed by resolution of the Board or otherwise ceases to be a director of the Corporation.
3. Where a vacancy occurs at any time in the Committee membership, it may be

filled by the Board, and shall be filled by the Board if the membership of the Committee is less than three (3) directors as a result of the vacancy.

4. The Board, or in the event of its failure to do so, the Committee, shall appoint a Chair from among the Committee members.
5. If the Committee Chair is not available to attend the meeting, when possible in advance of the meeting, the Committee Chair will designate one of the Committee members for the role of Acting Chair. If the Committee Chair is not present for a meeting and no member is designated in advance, the Acting Chair of the meeting shall be chosen by the Committee from among the members present. The Committee will formally appoint the Acting Chair at the beginning of the meeting.
6. The Chair (including any Acting Chair) presiding at any meeting of the Committee shall have a vote in all matters considered by the Committee. In the event of a tie, the matter shall be referred to the Board as a whole for decision.
7. The Corporate Secretary to the Board shall serve as the Secretary to the Committee.

D. MEETINGS

The time and place of meetings of the Committee and the procedures at such meetings shall be determined from time to time by the members of the Committee, provided that:

1. a quorum for meetings shall be a majority of the Committee members, present either in person or by telephone or other telecommunications device that permits all members participating in the meeting to speak to and hear each other;
2. the Committee shall meet at least four (4) times per year;
3. the Chair shall, in conjunction with management, establish the agenda for the meeting.
4. reasonable notice shall be given in writing, by e-mail or by facsimile to each member of the Committee and the Agenda and associated material shall be sent to each member of the Committee prior to the time for such meeting, preferably seven (7) days before the meeting;

6. a member may, in any manner, waive a notice of 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. a meeting of the Committee may be called by the Secretary of the Committee on the direction of the Chair of the Committee, the Chair of the Board or President and CEO or by any two (2) members of the Committee; and
7. the President and CEO or designate may be present at meetings of the Committee; the Committee shall at all times have the right to determine who, in addition to the President and CEO or designate, will be present at any part of the meetings of the Committee, and shall conduct in-camera sessions as required.

E. MINUTES AND REPORTING RESPONSIBILITY

1. All recommendations, decisions and directives of the Committee shall be recorded by the Secretary in the minutes of the meeting.
2. A draft copy of the minutes of each meeting, as approved by the Committee Chair, shall be circulated to the Committee, the Board and the President and CEO prior to the next following Committee and Board meetings respectively. Following approval of the minutes of the meeting by the Committee as a whole, if substantive revisions have been made to the draft minutes, the minutes approved by the Committee shall be circulated to the Committee and to the Board.
3. The Committee Chair shall ensure a written or verbal report of the meeting is presented to the next meeting of the Board.

F. SCOPE, DUTIES AND RESPONSIBILITIES

The Committee shall have the following specific functions, duties and responsibilities.

General

1. Ensure that stakeholder concerns are considered in the establishment of the Corporation's long-term priorities.
2. Review the Corporation's strategic initiatives for safety, environment and corporate responsibility matters.
3. Review, monitor and report to the Board trends, current and emerging public policy issues and relevant scientific research reported by management in matters of safety, environment and corporate responsibility as they may impact or require improvements of the Corporation's operations.
4. Review and report to the Board appropriate policies and actions arising from the Committee's review and monitoring activities.
5. Recommend changes to the Committee's composition, where appropriate, to ensure the committee includes safety, environmental and corporate responsibility expertise.
6. Recommend training for Board members on topics of safety, environmental management and corporate responsibility to the Governance/Human Resources Committee.
7. Review and recommend annually any environment and safety measure (and its components) used in the Balanced Scorecard and/or Performance Holdback measure.

Safety and Environment

8. Review and report to the Board the Corporation's maintenance of safety and environmental policies, standards, processes and procedures in the conduct of its operations, directed to prevent injury to its employees, the public and the environment.

9. Review, on an annual basis, significant safety and environmental risks and plans to mitigate them on an annual basis or as they emerge.
10. Review and recommend to the Board the Corporation's Health, Safety & Environment Policy.
11. Review, at least quarterly, monitor and report to the Board the Corporation's compliance with current legislative, regulatory and corporate standards for safety and environmental practices.
12. Review any warnings, charges, orders and notices of regulatory agencies in respect of actual or alleged material contraventions of safety and environment legislation and regulatory requirements.
13. Review, semi-annually, a report on public safety..
14. Review and report at least annually or as required to the Board the Corporation's safety and environmental emergency response planning procedures, including emerging threats which could impact business continuity.
15. Monitor changes to applicable legal, regulatory and other requirements and their impacts relative to safety and environment on the operations of the Corporation and on the public, and recommend to the Board appropriate responses and actions of the Corporation.
16. Review the findings of all:
 - (a) safety and environmental facility audits with the Internal Audit Department;
 - (b) ad hoc audits required to verify effective management of actual or potential safety risks; and
 - (c) environmental management system audits with Environment Department;

to ensure there is an effective course of action leading to the resolution of any deficiencies or findings. The Committee will review reports, at least semi-annually on the progress to ensure timely follow-up on any matter remaining unresolved.

17. Monitor and review overall safety and environmental performance through appropriate indicators related to the ongoing operation of the safety management system and environmental management system.
18. Receive, on an annual basis, an update on the responsibilities and liabilities of directors and officers relating to safety and environmental matters.

Corporate Responsibility

19. Review and report to the Board on the Corporation's top corporate responsibility issues, opportunities and stakeholder concerns.
20. Review and recommend to the Board the Corporation's Corporate Responsibility & Sustainability Policy.
21. Review and recommend to the Board long-term corporate responsibility targets for the balanced scorecard that align with the Corporation's corporate responsibility objectives and link to key stakeholder interests.
22. Annually review the Corporation's corporate responsibility report prior to public release.
23. Review and monitor the Corporation's branding strategies as they pertain to corporate responsibility matters.
24. Review the Corporation's major business plans and assess alignment with the Corporate Responsibility & Sustainability Policy.
25. Assess whether management's risk framework is consistent with the Corporate Responsibility & Sustainability Policy, which includes assessing the risk that operations pose to the environment and stakeholders.
26. Monitor and hold management accountable for overall performance in the areas of safety, environment and corporate responsibility.

G. ACCESS TO CORPORATE RECORDS/PERSONNEL

In performing any of its duties and responsibilities, the Committee shall have access to:

1. any and all books and records of the Corporation required for the execution of the Committee's obligations and, as necessary, shall discuss with appropriate Corporate officers and employees such records and other relevant matters; and
2. Corporate officers, external auditors, the Director, Internal Audit, the Provincial Auditor, outside advisors, and outside counsel as necessary.