

# TERMS OF REFERENCE

## Safety & Risk Management Committee

### SCOPE AND MANDATE

The Safety and Risk Management Committee acts solely in an advisory capacity to the Board.

The Safety and Risk Management Committee (“the Committee”) is a Standing Board Committee of the Board of Directors and shall assist the Board in carrying out its responsibilities by:

- monitoring and regularly re-evaluating risk identification and risk management practices.

The Committee shall be provided with reasonable access to resources and documentation relative to their Committee and in accordance with the Westerner Park Privacy of Information Policy.

### ESTABLISHMENT

A Standing Committee of the Board to be known as the Safety & Risk Management Committee was established by the Board of Directors on May 27, 2004.

### REPORTING

The Committee shall regularly report as required or as requested by the Board, and shall bring its recommendations to the Board for its approval. At a minimum, the Committee shall prepare and deliver one annual summary report to the Board, for information.

### COMPOSITION OF COMMITTEE

The Committee shall consist of not more than five (5) members comprised of:

- two (2) Directors, one of whom shall act as Chair; and
- three (3) non-Director members.
- The President shall be an ex-officio voting member of the Committee. The Chief Executive Officer and the Assistant General Manager shall be non-voting members of the Committee.

Appropriate skills and expertise are to be considered in the formation of the Committee.

All members of the must be Shareholders of the Association.

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### APPOINTMENT OF COMMITTEE MEMBERS

Committee membership will be reviewed annually and new members shall be ratified by the Board. The Chair shall serve a two-year term. Directors shall each serve a two-year term, with an option to serve a second consecutive term of two years. Non-directors members shall serve a three-year term, with an option to serve a second consecutive term of three years. All members, with the exception of the Chair, may only serve a third consecutive two-year term under exceptional circumstances and at the pleasure of the Board.

In consultation with the Chair of the Committee, recommendations for membership shall be sourced by the Governance and Nominating Committee and recommended to the Board for approval.

Members of the Committee shall be appointed or re-appointed at a meeting of the Board held each January; provided that any member may be removed or replaced at any time by the Board. In any event, a Director shall cease to be a member of the Committee upon ceasing to be a member of the Board, but may be reappointed as a non-Director member and eligible to serve two consecutive terms in a non-director capacity, should there be committee vacancies.

### VACANCIES

Where vacancies occur at any time in the membership of the Committee, they will be filled through recommendations by the Governance and Nominating Committee, and approved by the Board. The vacancies must be filled by Directors if such vacancies result in less than the five (5) stipulated Directors.

### CHAIR

The Committee shall be chaired by a Director, appointed by the Board, who will act as liaison to the Board. The Committee Chair shall serve a two year term, with an option to serve a second consecutive term of two years, and may serve a third consecutive term only under exceptional circumstances and at the pleasure of the Board of Directors.

If the Chair of the Committee is not present at any meeting of the Committee, one of the other Directors on the Committee shall be chosen by the Committee to preside.

The Chair presiding at any meeting shall have a vote on any resolution presented for approval at any meeting. The Chair does not have a deciding vote in the event of a tie.

### SECRETARY

The Committee shall have a Secretary, who need not be a member of the Committee.

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### COMMITTEE MEETINGS

The Committee shall meet at least semi-annually at the call of the Chair.

In addition, a meeting may be called by the Secretary of the Committee on the direction of the Chair or any two members of the Committee.

Committee meetings may be held in person, by means of telephone or other audio or video conference method.

### NOTICE OF MEETING

Notice of the time and place of every meeting may be given orally, in writing, by facsimile or by other electronic means to each member of the Committee, at least 48 hours prior to the time fixed for such meeting.

A member may, in any manner, waive notice of the meeting. Attendance of a member at a meeting shall constitute waiver of notice.

### QUORUM

Fifty percent of the membership of the Committee, whether present, in person, by telephone or other audio or video conference method, shall constitute a quorum.

The presence of the Ex Officio members shall contribute to the quorum or membership count of the Committee.

A resolution in writing, passed by members of the Committee entitled to vote on that resolution, is as valid as if it had been passed at a meeting of the Committee. A copy of any such resolution in writing shall be kept with the Minutes of the proceedings of the Committee.

### ATTENDANCE AT MEETINGS

The Chief Executive Officer and the Assistant General Manager are expected to attend meetings or portions thereof.

The Committee may, by specific invitation, have other resource persons in attendance.

The Committee shall have the right to determine which non-committee members shall or shall not be present at any time during a meeting of the Committee.

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### MINUTES

Minutes of Committee meetings shall be reviewed by the Chief Executive Officer; and reviewed and approved by the Committee Chair and maintained by the Committee Secretary or designate. The minutes shall be retained with the organization's files at Head Office.

Minutes of Committee meetings shall be sent to all Committee members and are available for all Directors and to the external auditors.

### SPECIFIC RESPONSIBILITIES

- In carrying out its mandate, the Committee shall have the following specific roles and responsibilities, acting in its advisory capacity to the Board:
  - assessing and identifying any areas of risk arising from the ongoing operations of the organization, including liability exposure, legal and insurance exposure; Occupational Health and Safety, environmental risk and/or potential or real risk which may arise from time to time. It is not intended that the Committee operate in areas included within the mandate of the Finance, Investment and Audit Committee.
  - monitoring and ensuring that appropriate controls and policies are in place.
  - annually reviewing of the organization's overall insurance coverage and Directors and Officers Liability Insurance by meeting with the Insurance provider and Chief Executive Officer.
  - reviewing the Association's Premium Review issued by the Workers Compensation Board.
  - advising and consulting with Management and Directors as risk management issues arise.
  - reinforcing Environmental Stewardship of the organization.
  - reinforcing a "Safety" culture of the organization.

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No alteration of the roles and responsibilities of the Safety & Risk Management Committee shall be effective without the approval of the Board.

Reviewed and adopted by the Board of Directors on January 27, 2005.

Reviewed by:

Approved by:

X

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John Harms  
Chief Executive Officer

X

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Wendy Barnes  
President

### REVISIONS

April 27, 2006  
January 24, 2008  
January 22, 2009 (Formatting Only)  
January 28, 2010 (Formatting Only)