



Canadian Light Source Inc.
Board of Directors
Health Safety & Environment Committee
Terms of Reference

0.13.1.14 Rev. 2

Date: 2013-05-23

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Approver	_____ HSE Committee Chair	_____

The HSE Committee Terms of Reference were approved at a meeting of the CLSI Board of Directors HSE Committee on March 06, 2013.

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1.0 SCOPE/PURPOSE

The purpose of the Health Safety and Environment (HSE) Committee is to provide oversight for health, safety and environment matters, including oversight of regulatory compliance.

2.0 AUTHORITY

The HSE Committee has the authority to conduct or authorize investigations into any matters related to health, safety and environment. The Committee has authority to retain services necessary to assist in the assessment of health, safety & environmental issues.

3.0 MEMBERSHIP

The HSE Committee includes at least three members and not more than five members of the Board of Directors. The Committee may appoint ex-officio non-voting members to provide additional external expertise.

3.1 INDEPENDENCE AND EXPERTISE

Members will have experience with health, safety and environment issues, including familiarity with regulatory requirements, including the requirements of the CNSC.

A representative of the University of Saskatchewan may be present at the meetings. The co-chairs of the CLS Occupational Health & Safety Committee may attend meetings if requested by the Committee.

3.2 TERM OF OFFICE

Membership will be appointed for a three-year term, renewable for no more than one term. To ensure continuity, terms will be staggered with typically one seat filled each year, as appropriate. Any member may be removed or replaced at any time and shall cease to be a member of the Committee upon ceasing to be a Director.

3.3 COMMITTEE CHAIR

- I. The Committee will be chaired by a Director nominated by the Committee for a three year term.
- II. The Chair of the Committee is responsible for facilitating the effective performance of the Committee. The Chairperson is not an executive of the Corporation in the sense that the Chairperson is not responsible for the management of any aspect of the Corporation's business.

In discharging his/her responsibility, the Chairperson will, from time to time:

- a. provide leadership to the Committee on specific issues,
- b. act as a servant to the Committee in meeting Committee requirements,

- c. in accordance with the direction of the Committee, act as the spokesperson for the Committee.

Without limiting the generality of the responsibility of the Chairperson as described above, the Chairperson shall carry out the following:

Pre-Committee Meeting Matters

- a. Schedule Committee meetings, in consultation with the Chair of the Board of Directors, other Committee members, the Executive Director, or the Corporate Secretary, if and when necessary;
- b. Set the agenda for Committee meetings, in consultation with the Chair of the Board of Directors, other Committee members, the Executive Director, or Corporate Secretary and other members of management as appropriate;
- c. Ensure that Committee members are receiving written information in a timely manner and are exposed to presentations from Management consistent with fulfilling the Terms of Reference of the Committee; and
- d. Allot sufficient time during Committee meetings to discuss fully agenda items of relevance and importance to Directors.

CONDUCT OF COMMITTEE MEETINGS

- a. Know the minimum number of members required to be present to constitute a quorum and if a quorum is present, to declare the meeting properly constituted;
- b. Provide effective Committee leadership, overseeing all aspects of the Committee's direction and administration in fulfilling its Terms of Reference;
- c. Retain, oversee and terminate, in conjunction with the Committee, independent advisors to assist the Committee in its activities or assist an individual member if and when necessary;
- d. Chair all meetings and executive sessions of the Committee;
- e. Ensure that the deliberations and decisions of the committee are appropriately recorded in the minutes;
- f. Communicate with appropriate members of Management in fulfilling the Terms of Reference of the Committee;
- g. Conduct the meeting so as to ascertain the sense or wishes of the members and attain consensus;
- h. Ensure that the Committee meets in non-management executive sessions, as necessary;
- i. Ensure that the culture of the Committee encourages full and constructive participation from all the members; and
- j. Undertake the internal assessment of the performance of the Committee annually.

POST-COMMITTEE MEETING MATTERS

1. Report the results of each Committee on a timely basis as necessary, independent of the next meeting scheduled;
2. Initiate action to implement decisions;

3. Receive a draft of the minutes from the Secretary and indicate changes he or she wishes in order to give his or her approval of the text as submitted; and
4. Provide feedback to Committee members related to their contributions to the Committee.

3.4 COMMITTEE SECRETARY

The Corporate Secretary will act as secretary to the HSE Committee. PROCEDURES

3.5 MEETINGS

i. Schedule of Meetings

The HSE Committee will meet as called by the Chair as required, at least twice annually, with authority to convene additional meetings as circumstances require.

ii. Quorum

No business may be transacted by the Committee except at a meeting of its members at which a quorum is present. A majority of members constitutes a quorum.

iii. Meeting Format and Agenda

The standard meeting procedures are noted below:

- a. The Committee may meet in camera
- b. The Committee may meet separately with management and with external advisors
- c. Meetings may be held in person, by video conference, telephone, or electronic network.
- d. Meeting agendas will be prepared and provided in advance to members, along with appropriate briefing materials.
- e. Minutes will be maintained.

iv. Meeting Attendance

The Committee may invite other officers, directors, CLSI employees or outside resources as it sees fit from time to time. The Committee has the right to determine who shall and shall not be present at any part of the meeting.

3.6 REPORTING

All recommendations, directions, decisions and resolutions of the Committee shall be recorded by the Secretary in the minutes of the meetings of the Committee; such minutes will be circulated to the members of the Committee prior to the next meeting. The deliberations of the Committee will be confidential to the extent legally possible.

The Committee advice to the Board will be in the form of written reports containing recommendations on matters addressed by the Committee. The report will be submitted

at the Board meeting following the Committee meeting. The Board of Directors will have the final authority to accept or reject the recommendations of the Committee.

3.7 CONFIDENTIALLY

At various times, the CLS will supply the Committee with sensitive or confidential information. This material will be marked as confidential and will be treated as such during the meeting. In order to aid in maintaining client confidentiality, the members of the Committee and observers will be required to sign an agreement of confidentiality.

4.0 ROLES AND RESPONSIBILITIES

This Committee reviews all matters related to Health Safety and Environment at CLSI. The Committee is responsible to ensure compliance with related government statutes, regulations, guidelines and other contractual arrangements.

Other roles and responsibilities of the Committee include the following:

- a. To promote and advocate the CLSI Health, Safety and Environmental Management System.
- b. To review and recommend HSE policies proposed by CLSI management.
- c. To review instances of reportable occurrences and non-compliance of regulatory requirements, license conditions, or CLSI policies by CLSI employees, synchrotron radiation research users, UofS employees and visitors.
- d. To make recommendations to the CLSI Board of Directors on actions deemed necessary and appropriate to meet all HSE regulatory requirements.
- e. To review the operations of the CLS Occupational Health and Safety Committee to ensure that it is functioning according to legal requirements.
- f. To review reports of accidents and occupational health and recommend programs to address occupational illness and injury.
- g. To address health safety and environmental issues that cannot be addressed or resolved by the CLS Occupational Health and Safety Committee.
- h. To review reports of inspections and audits conducted by the Canadian Nuclear Safety Commission, University of Saskatchewan, and any other external HSE bodies.
- i. To review regulatory compliance reports.

5.0 RESOURCES

The Managers of Health Safety and Environment and Quality Assurance will act as resources to the Committee. The Committee may invite other officers, directors, CLSI employees or outside resources as it sees fit from time to time.

Revision History

<i>Revision</i>	<i>Date</i>	<i>Description</i>	<i>Author</i>
A	2005-11-01	Original Draft Note: HSEAC Committee (11.13.1.1) replaced by Board HSE Committee, as approved at the CLSI Board of Directors' Meeting November 2005.	Beryl Lepage
B	2006-01-05	Put into CLS Format	Erin Dolter
0	2006-10-18	Issued for use	Beryl Lepage
1	2009-12-02	Updated to include the Q.A. Manager As an ex-officio (non-voting) member of the committee	Beryl Lepage
1A	2012-10-05	Review by Governance & Nominating Committee	Beryl Lepage
1B	2013-03-15	Reviewed by HSE Committee Section 3.4 – move 'The managers of HSE & QA...' to Section 6 "Resources" Section 4 "Roles and Responsibilities", under c): insert the word 'radiation'	Beryl Lepage
2	2013-05-23	Issued for Use	Beryl Lepage