

I. MISSION

The Health, Safety, and Environment Committee (HSEC) is a committee created by the Board of Directors of EDC (referred to herein as “Company”) whose mission is to assist the Board in its oversight responsibility as regards the Company’s Health, Safety and Environmental (HSE) standards and practices.

II. COMPOSITION

- A. Composition - The HSEC shall be composed of the following:
1. At least three (3) Directors, Including one (1) Independent Director as members; and,
 2. The Chair of the HSEC shall, as far as practicable, be an Independent Director.
- B. Management Representative/Resource Person - To assist the Committee in its concerns, the Committee shall have at least one (1) Vice-President who shall be the Management Representative or Resource Person, to be designated by the President. The Committee may also have other resource persons from any Group within EDC, as may be necessary.
- C. Secretariat - The Head of the Health, Safety, and Environment, and Business Process and Management Systems (HSE-BPMS) Division of EDC shall serve as the head of the Secretariat of the Committee. Team members shall be composed of the following:
1. Lead, Safety
 2. Lead, Environment
 3. Lead, Occupational Health

III. DUTIES, RESPONSIBILITIES, AND AUTHORITY

The HSEC plays a vital oversight role and serves as an important liaison to the Board of Directors. The specific duties and responsibilities of the Committee are as follows:

1. Conduct a yearly evaluation of the company’s HSE risk assessment and HSE risk management program at enterprise level;
2. Provide guidance on strategic HSE matters;
3. Provide support for the company’s transition to a generative culture; and,
4. Execute such other authority which the Board may delegate to the Committee.

V. REPORTING RESPONSIBILITY

The Chairperson of the Committee or a person nominated by the Chairperson will report to the Board of Directors on the Committee's proceedings following each meeting of the Committee with respect to all matters relevant to the Committee's discharge of its duties and responsibilities.

VI. MEETINGS

A. Meetings - The Committee shall meet quarterly, with authority to convene additional meetings, as circumstances require. Meeting agenda shall be provided in advance to Committee members along with appropriate briefing materials.

B. Quorum - For the purpose of conducting its business, there should be present at each meeting of the Committee a quorum, which is at least a majority of the Committee's members.

VII. PERFORMANCE REVIEW

The Committee shall conduct an annual review of its performance and effectiveness, in consultation with all members of the Board. It may recommend to the Board any suggested changes in the terms of this Charter.