

MHSW EXECUTIVE COMMITTEE (MHSW EC) MANDATE

A. Composition

The MHSW Executive Committee (MHSW EC) is a Board Committee which shall be comprised of members of the Board who are otherwise not affiliated with any organization either charged with the obligation to manage MHSW materials on behalf of producers, or intending to provide compliance services in the future or engaged as contractors to provide services to such organizations.

B. Terms of Reference

The MHSW EC role is to oversee the development and execution of a wind-up plan for the MHSW program in accordance with the terms set out by the Minister of the Environment, Conservation & Parks (MOECP) in his letter of April 12, 2018 and the related addendum. (The Minister's letter and addendum is appended to this Mandate and shall serve as detailed guidance for the Committee.)

The MHSW EC shall:

1. Develop a wind-up plan and recommend its approval by the SO board no later than the June 19, 2019 board meeting.
2. Oversee the administration of the RPRA approved wind-up plan and ensure that the MHSW program ceases operations on December 31, 2020.
3. Retain the services of a qualified MHSW Program Manager who will:
 - be employed by SO;
 - be a signing authority in accordance with the scope of such authority as determined by the MHSW EC; and
 - report directly to the MHSW EC to develop and manage the wind-up of the MHSW program.
4. Oversee the work of the MHSW Program Manager.
5. Execute any contracts that exceed signing authorities delegated to the MHSW PM and Director of Operations.
6. Ensure that meaningful consultations are conducted on the wind-up plan and that communications to stakeholders during the development and implementation of the wind-up plan are transparent, clear and timely.
7. Provide information updates to the Board of its activities related to the wind-up as well as provide quarterly updates on the operational and financial performance of the MHSW program during the wind-up period.
8. Receive and review the quarterly and annual RPRA regulatory reports and recommend their approval to the SO Board.

C. Operating Principles

The MHSW EC shall fulfill its responsibilities within the context of the following principles:

1. Committee Values

The MHSW EC expects the management of SO to operate in compliance with SO's Code of Conduct and policies with laws and regulations governing SO.

2. Communications

The Chair and members of the MHSW EC expect to have direct, open and frank communications throughout the year with the MHSW Program Manager, the external auditors, the CFO and other key MHSW EC advisors as applicable.

3. Annual MHSW EC Work Plan

The Committee, in consultation with MHSW Program Manager, shall develop an annual Committee Work Plan responsive to its responsibilities as set out in this Mandate and the Minister's Wind Up Letter and Addendum.

4. Meeting Agenda

Meeting agendas shall be the responsibility of the Chair of the Committee in consultation with the MHSW Program Manager.

5. Committee Expectations and Information Needs

The Committee shall communicate its expectations to the MHSW Program Manager with respect to the nature, timing and extent of its information needs. The Committee expects that all reasonably required and available information (including minutes) relating to each matter to be dealt with by the Committee at its meetings will be received from the MHSW Program Manager within a reasonable time frame in advance of each Committee meeting (e.g. five days).

6. Reliance on Experts

In contributing to the Committee's discharging of its duties under this mandate, each member of the MHSW EC shall be entitled to rely in good faith upon:

- a) The financial statements of SO represented to him or her by an Officer of SO or in a written report of the external auditors to present fairly the financial position of SO in accordance with generally accepted accounting principles; and
- b) Any report of a lawyer, accountant, appraiser or other person whose profession lends credibility to a statement made by any such person.

7. External Resources

In addition to the external auditors, the MHSW EC may at its own discretion retain one or more persons having special expertise that will assist the Committee in discharging its responsibilities.

8. Reporting to the Board

The MHSW EC, through its Chair, shall report after each Committee meeting to the Board at the Board's next regular meeting.

9. Committee Self-Assessment

The Committee shall annually review, discuss and assess its own performance. In addition, the Committee shall periodically review its role and responsibilities.

D. Operating Procedures

1. The Committee shall meet as often as necessary to execute its obligations but no less than four times annually. Meetings shall be held at the call of the Chair, or upon the request of two members of the Committee.
2. Quorum means 50% of the members of the Committee and a minimum of two people;
3. Unless the MHSW-EC otherwise specifies, the MHSW Program Manager shall act as Secretary of all meetings of the Committee;

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4. To accommodate the planned and unplanned absences of the MHSW EC Chair, he or she should appoint an Acting Chair at the start of his or her term of office. In the absence of the Acting Chair, the Committee members present shall appoint an Acting Chair; and
5. A copy of the minutes of each meeting of the MHSW EC shall be provided to each member of the Committee.

E. Limitations on the Committee's Duties

In contributing to the MHSW EC's discharging of its duties under this mandate, each member of the Committee shall be obliged only to **exercise** the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Nothing in this mandate is intended, or may be construed, to impose on any member of the MHSW EC a standard of care or diligence that is in any way more onerous or extensive than the standard to which all Board Members are subject.