



## GOVERNANCE AND NOMINATING COMMITTEE CHARTER

### SECTION 1. MEMBERSHIP

The Governance and Nominating Committee (the "Committee") of the Board of Directors (the "Board") shall consist of not less than three Directors. None of the members of the Committee may be officers or employees of the Corporation or a subsidiary of the Corporation. Members of the Committee shall be appointed by the Board and shall serve as members at the pleasure of the Board. The Board shall also appoint the Chair of the Committee.

### SECTION 2. PROCEDURAL MATTERS

In connection with the discharge of its duties and responsibilities, the Committee shall observe the following procedures:

1. **Meetings.** The Committee shall meet as often as may be necessary to discharge its duties and responsibilities hereunder. The Committee may meet at any place within or outside of Canada.
2. **Advisors.** The Committee may, at the Corporation's expense, engage such outside advisors as it determines necessary or advisable to permit it to carry out its duties and responsibilities.
3. **Quorum.** A quorum at any meeting of the Committee shall be a majority of the Committee members.
4. **Secretary.** The Corporate Secretary or an Associate Secretary or such other person as may be designated by the Chair (or, in the absence of the Chair, the acting Chair) of the Committee shall act as secretary of meetings of the Committee.
5. **Calling of Meetings.** A meeting of the Committee may be called by the Chair of the Committee, by the Chair of the Board, or by a majority of the Committee members, on not less than 48 hours notice to the members of the Committee specifying the place, date and time of the meeting. Meetings may be held at any time without notice if all members of the Committee waive notice, provided that the attendance of a Committee member at any such meeting shall be a waiver of notice of that meeting except where the Committee member objects to the transaction of business on the grounds that the meeting has not been validly called. If a meeting of the Committee is called by anyone other than the Chair of the Board, the person[s] calling such meeting shall so inform the Chair of the Board and the Chair of the Committee.

6. **In-Camera Sessions.** At every regularly-scheduled meeting, the members of the Committee who are independent of the Corporation's management shall meet without members of management present.

### SECTION 3. DUTIES AND RESPONSIBILITIES

In addition to any other duties and responsibilities assigned to it from time to time by the Board, the Committee shall have the following duties and responsibilities:

1. **Director Qualifications.** The Committee shall recommend to the Board candidates for directors that possess the qualifications, competencies, skills, experience, and level of commitment required of a Director in order to fulfill Board responsibilities and the personal qualities that should be sought in candidates for Board membership.
2. **Board Candidates.** The Committee shall, after considering:
  - a) the competencies and skills that the Board considers to be appropriate for the Board as a whole to possess;
  - b) the competencies and skills that the Board considers each existing Director to possess and that each new nominee will bring to the Board; and
  - c) the appropriate level of representation on the Board by Directors who are independent of management and who are neither officers nor employees of any of the Corporation's affiliates;

identify candidates qualified for Board membership, and recommend to the Board nominees to be placed before the shareholders at the next annual general meeting.

3. **Committee Membership.** The Committee shall recommend to the Board individuals for appointment to the committees of the Board after considering the mandates of the respective committees, the skills that each Director possesses, and the appropriate level of representation on the committees by Directors who are independent of management and who are neither officers nor employees of any of the Corporation's affiliates.
4. **Director Orientation and Education.** The Committee shall ensure that all newly appointed Directors are provided with a comprehensive orientation as to the nature and operation of the business and affairs of the Corporation, the role of, and expectations as to the contributions to be made, by the Board and its committees, and that existing Directors are periodically updated in respect of the foregoing.

5. **Board, Committee and Director Assessment.** The Committee shall assess, on a regular basis, the structure, composition, effectiveness and contribution of the Board, of all committees of the Board, and of the Directors.
6. **Corporate Governance.** The Committee shall review the Corporation's approach to corporate governance including, without limitation:
  - a) recommending to the Board for approval charters for the Board and Board committees, and position descriptions for the Chair of the Board and for the Chair of each Board committee;
  - b) recommending to the Board appropriate sizes for the Board and for committees of the Board;
  - c) working with the President and Chief Executive Officer and other members of management to ensure that the Corporation has a strong corporate governance culture and strong governance processes; and
  - d) monitoring developments in the area of corporate governance and undertaking other initiatives that may be desirable to maintain the highest standards of corporate governance.

#### **SECTION 4. ACCESS TO INFORMATION**

The Committee shall have access to all information, documents and records of the Corporation that it determines necessary or advisable to permit it to carry out its duties and responsibilities.

#### **SECTION 5. REVIEW OF CHARTER**

The Committee shall periodically review this Charter and recommend any changes to the Board that it deems appropriate.

#### **SECTION 6. REPORTING**

The Chair of the Committee shall report to the Board at its next regularly scheduled meeting on matters reviewed or considered by the Committee since the Chair's last report to the Board.

*Adopted by the Board of Directors on March 7, 2006, as amended February 13, 2009, February 11, 2011, November 8, 2012 and February 11, 2022.*