



RISK AND COMPLIANCE COMMITTEE CHARTER

FUNCTION:

To assist the Board of Directors in overseeing (i) management's identification and evaluation of the Corporation's principal operational, business, compliance and ethics risks, including the Corporation's risk management framework and the policies, procedures and practices employed to manage risks, and (ii) the Corporation's ethics and compliance programs.

MEMBERSHIP:

Committee members and the Committee Chair will be appointed by the Board and may be removed by the Board in its discretion. The Committee shall have the authority to delegate any of its responsibilities to subcommittees of one or more persons, including persons who are not directors, as permitted by law and applicable stock exchange regulations, as the Committee may deem appropriate.

RESPONSIBILITIES:

A. Risk Oversight

Risk assessment and risk management are the responsibility of the CEO and the Corporation's management. The Committee's responsibility with respect to risk assessment and risk management is to provide oversight and to engage management and the Board with regard to the Corporation's principal operating, business, compliance and ethics risks. The Board retains oversight responsibility over the Corporation's key strategic risks and oversight responsibility for certain other risk areas are assigned to other Committees of the Board, generally as follows:

- Audit and Finance Committee: financial reporting, internal controls and financial risks;
- Infrastructure and Investment Committee: risks related to the Corporation's capital expenditures, major expense commitments and infrastructure needs;
- Human Resources and Compensation Committee: compensation incentive-related risks, organizational talent and development, and management succession risks; and
- Governance Committee: governance structuring, Board succession, corporate responsibility efforts, and public policy and political engagement risks.

In carrying out its risk oversight responsibilities, the Committee shall, among such other activities it deems appropriate:

1. Review management's proposed approach to risk tolerance, including any risk appetite statement developed for this purpose.
2. Oversee and review with management the Corporation's risk governance framework.
3. Oversee the Corporation's risk management policies and procedures dealing with risk identification and risk assessment for the principal operational, business, compliance and ethics risks facing the Corporation, whether internal or external in nature including, but not limited to, the risks and incident responses associated with:
 - information security;
 - business continuity and disaster recovery;
 - vendor management;
 - operations risks;
 - supply chain risks, including the use of human capital in the supply chain;
 - employment and workplace conduct practices; and
 - safety and environmental matters.
4. Review the Corporation's principal risk and compliance policies and material changes to such policies.
5. Periodically receive and review reports and presentations from management on the status of its integrated risk management program.
6. Provide oversight of the Corporation's crisis management framework, including the Corporation's incident response plans.
7. Periodically review management's efforts to foster a Company-wide culture that supports appropriate risk awareness and the identification, escalation and appropriate treatment of risks that exceed designated risk tolerance levels.
8. Periodically review the Corporation's approach to risk assessments and mitigation strategies with the Board to facilitate coordination with the activities of the Board and other Board Committees.

B. Compliance Oversight

1. Oversee the Corporation's ethics and compliance programs, including its Business Conduct Guide (or any successor code of conduct) and legal and regulatory compliance matters, and

receive periodic reports on such programs from appropriate members of management, including information on any significant compliance issues.

2. Monitor the effectiveness of the process used by management to identify, investigate and address allegations of potential misconduct and violations of risk and compliance policies, including the Corporation's Business Conduct Guide (or any successor code of conduct) or possible legal and regulatory violations.
3. Conduct any investigation that the Committee deems appropriate, with full access to all of the Corporation's records, facilities, personnel and outside advisors, and retain outside counsel or other consultants to advise the Committee for that purpose. With respect to matters that have the potential to implicate accounting or internal control matters, coordinate any such investigation with the Audit and Finance Committee.

C. Other

1. **Reporting to the Board.** Provide the Board with regular reports of the activities of the Committee.
2. **Consultants and Advisors.** Possess the sole authority to retain or terminate, as it deems necessary or appropriate, consultants or outside advisors to assist in discharging its responsibilities. The Corporation will provide appropriate funding, as determined by the Committee, for payment of any resource engaged for this purpose and for all other administrative expenses necessary for the Committee to carry out its duties.
3. **Interaction with Chief Risk and Compliance Officer.** The Committee shall meet regularly with the Corporation's Chief Risk and Compliance Officer, or persons holding equivalent positions, to discuss matters within the Committee's oversight responsibilities.
4. **Committee Evaluation.** Annually evaluate the performance of the Committee.