

TERMS OF REFERENCE FOR THE BOARD OF DIRECTORS

OPERATIONS COMMITTEE

PURPOSE

The primary purpose of the Operations Committee (Operations) is to assist the Board in carrying out its obligations and oversight responsibilities with respect to:

- A. Management, operations, and maintenance of Columbia Power's power subsidiary assets.

COMPOSITION AND OPERATIONS

- A. Operations shall operate as a Committee of the Whole with one Director acting as Chair for the limited purposes as described below.
- B. Operations shall meet no less than four times per year concurrent with the Board of Directors.
- C. The Secretary to Operations shall be the Corporate Secretary or his/her delegate.

RESPONSIBILITIES

Operations

- A. Review and monitor the performance of the Shared Services contractor in managing the power assets in accordance with the Shared Services agreements, Strategic Asset Management Plan, operational directives, and other agreed upon accountabilities.
- B. Review and monitor the performance of the operations and maintenance contractor in accordance with Service Agreements, operational directives, and other agreed upon accountabilities.
- C. Ensure ongoing commitment to Reliability Centered Maintenance and a culture of proactive and risk based maintenance scheduling.
- D. Review and monitor Indigenous and Stakeholder Relations activities to ensure formal commitments are being satisfied and positive relations are fostered.
- E. In collaboration with the Trust, establish performance benchmarks for the power assets and continually monitor performance relative to those expectations.
- F. Address other operational matters as directed by the Board.

Environmental Health and Safety

- A. Review and monitor the environmental, health, and safety policies and activities of the Shared Services contractor to ensure that Columbia Power is in compliance with appropriate laws and legislation.
- B. Ensure a robust Environment, Health, and Safety Management System is in place and appropriate for the scope of organizational risks and commitments.

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- C. Periodically review environmental, health and safety response compliance issues and incidents to determine whether the Shared Services contractor is taking all necessary steps in respect of those matters and that the Shared Services contractor has been duly diligent in carrying out its responsibilities and activities in that regard;
- D. Review results of operational, environment, health and safety audits and the Shared Services contractor's activities to maintain appropriate internal and external environmental and safety audits;
- E. Ensure that principle areas of environmental, health and safety risk and impacts are identified and that sufficient resources are allocated to address these and as required investigate, or cause to be investigated, any extraordinary negative environment, health and safety performance where appropriate;
- F. Address other environment, health, and safety issues as directed by the Board.