

COMMITTEE GUIDELINES

CLIMATE CHANGE AND EMISSIONS MANAGEMENT (CCEMC) CORPORATION

DATE OF APPROVAL: JUNE 24, 2009

A. BACKGROUND

Committees of the Board of Directors (the “Board”) of the Climate Change and Emissions Management (CCEMC) Corporation (“CCEMC”) analyze, consider proposals and reports, which are consistent with the committees’ terms of reference. Committees make recommendations to the full Board. Committees will not take action or make decisions on behalf of the Board unless specifically mandated to do so. The committee mandates are specific and are delegated by the Board.

B. MEMBERSHIP

1. Unless specifically considered and approved by the Board, all members of committees of the Board will be directors of CCEMC. The Board will appoint members of each committee from the directors, by a majority vote. The members of the committees will hold such positions at the pleasure of the Board.
2. The Board will also appoint the Chair of each committee, from each committees’ members by a majority vote. The Chair of the committee will hold such position at the pleasure of the Board.
3. The Chair of the Board may be a member of any committee.

C. MEETINGS

1. Each of the committees of the Board will meet at least twice each year, and otherwise as necessary. Any ad-hoc committees appointed by the Board will meet as often as is required to appropriately carry out their mandate.
2. Meetings may be conducted with members present in person, by telephone, or by other telecommunication device that permits all persons participating to speak and hear each other.
3. A quorum is established with a majority of committee members present, in person or by telephone, or by other telecommunication device that permits all persons participating to speak and hear each other.
4. A quorum, once established, is maintained even if members of the committee choose to leave the meeting prior to the conclusion of the meeting.

5. The Chair of the committee is responsible for running the committee meetings and reporting to the Board on all committee activities. The Chair of the committee will arrange for an alternate Chair if the Chair is planning to be absent.

D. AGENDAS AND MINUTES

1. The Chair of each committee, in consultation with the committee, Management of the CCEMC or the Board Chair, will determine the agenda, frequency and length of the meetings, provided however, that the committees will meet at least twice each year as set out above.
2. Each committee shall appoint a secretary for the committee.
3. Minutes of all committee meetings will be kept and the minutes will be approved by the members of that committee and, once approved, signed by the committee Chair.
4. All committee minutes will be made available to the Board.

E. REPORTING

1. Each committee has the duty to report to the Board all matters which it considers to be important for Board consideration, as soon as practicable following the committee meeting. The committee shall make all recommendations to the Board for ultimate decision.
2. Committees are responsible for ensuring written reports are included in the Board package, where needed.

F. OUTSIDE ADVISORS

1. Each committee may engage outside advisors, at the expense of CCEMC, to provide advice with respect to matters within the mandate of the terms of reference of the committee.

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