

**Terms of Reference**  
**St. Marys Cement Inc. (Canada)**  
**St. Marys Cement Plant**  
**Community Liaison Committee**  
**Revision 1, December 2020**

**1. Background**

St. Marys Cement Inc. (Canada) ("SMC") and the residents of the Town of St. Marys, Ontario have had a long and successful relationship. Since the founding of SMC in 1912, SMC has been involved in the St. Marys community, responding to residents' concerns, contributing to town-wide initiatives, and supporting local businesses. SMC is constantly striving to strengthen its ties and improve its local relationships by continuing to foster communication between itself, the Town, and the community. The impacts from the Company's quarry operation in close proximity to residents, and the operation of the cement plant have been a source of concern for some residents.

In 2017, SMC formed a Community Liaison Committee (the "**Committee**") to work together with community members to resolve issues arising from the daily operation of the SMC cement plant in St. Marys (the "**Facility**"). The Committee provides a forum for open communication between SMC and the local community residents to address concerns and share information with respect to the operation of the Facility.

**2. Purpose**

The purpose of the Committee is to maintain and improve relationships between SMC and the local community by providing a forum for constructive and open dialogue to occur between the local community, SMC, and the Town of St. Marys.

**3. Objectives and Mandate**

The objectives of the Committee are as follows:

- a. To keep the community informed about the operations of the Facility in relation to the potential impacts on the community;
- b. To keep SMC informed of any community concerns about the operations of the Facility;
- c. To serve as a forum for SMC to disseminate and exchange information with the community related to operations of the Facility;
- d. To monitor SMC's complaint response program and make recommendations to SMC with respect to this program. This monitoring will be a standard agenda item.

The Committee will share information and discuss issues of mutual interest and issues of concern to residents related to the Facility. The discussions will focus on finding viable solutions to problems, which recognize the interests of both SMC and the residents. Respectful challenges and constructive discussions are encouraged.

The types of issues to be discussed by the Committee could include:

- i. Concerns resulting from the Facility's operations relating to but not exclusive to noise, dust, vibrations, and odours. This will not include review of specific complaints, as complainants may have expectations of confidentiality; and
- ii. Information regarding the Facility's operations, including emissions, and future projects.

In addition, the Town of St. Marys may report on relevant maintenance and/or development with which it is involved.

Participation on the Committee is voluntary and the statements, opinions, expressions of members are offered without prejudice and for the sole purpose of communication and relationship building. Members participating on the Committee may express their opinions and to bring forward the positions of the agencies, groups, company or community that they are representing. SMC may decline to discuss commercially sensitive matters due to the public nature of the Committee meetings, in which case such decision shall be respected by the Committee.

For clarity, it should be noted that the Committee may not exercise any supervisory, regulatory, approval, legal or other decision-making role with respect to the operations at the Facility (or any other operations of SMC), nor shall the Committee's decisions be capable of putting the onus of any commitments, obligations, or other responsibilities on SMC, the Town of St. Marys, or private area residents or businesses that any of them do not otherwise choose to undertake. The Committee is a forum for communication and does not exercise any governing authority over any of the preceding entities or individuals.

In the event that SMC determines that it is a more efficient use of resources to create a separate forum to focus on a specific issue, this issue will not be dealt with by the Committee until the separate forum is no longer in existence.

#### **4. Membership and Structure**

The Committee shall be comprised of the following membership:

- a. Three members from the SMC Facility management team;
- b. Three to six members from the community of the Town of St. Marys, ON; and
- c. Three members of the elected Town council and/or Town staff members (with at least one member from each of the elected Town council and Town staff).

In addition to the Committee members, the Committee meetings shall include the following non-member attendees:

- **Government Agency Observer Representatives** who may attend, at their discretion, to act as representatives of their respective agency and expert resources in public policy and environmental conservation. This can include, but is not limited to provincial agencies (e.g. Ministry of the Environment, Conservation and Parks (MECP)) and the Upper Thames River Conservation Authority (UTRCA) representatives. Representatives will be encouraged to provide input based on their professional knowledge and expertise of their respective fields/positions and to assist the Committee by responding to members' questions and concerns.
- **Concerned Citizens /Public Community Observers (see section 5.)**

By participating in the Committee, members, representatives, and observers agree to abide by these Terms of Reference.

In the event that a member is absent for three consecutive Committee meetings, SMC has the right to require that the Committee re-evaluate his or her membership. The Committee has the ability to re-evaluate membership of a community member who is frequently absent from Committee meetings.

Members of the public who wish to become a member of the Committee can express their interest to the Committee in writing. The Committee will keep an active list of interested residents on file.

The Committee will be chaired by an SMC member, appointed by the Committee. The chair will be responsible for:

- managing the meetings, including the timing of agenda items and adherence to these Terms of Reference;
- ensuring the discussions are focussed on matters considered to be within the scope of the Committee;
- moderating the discussion to ensure a balanced and inclusive exchange of ideas;
- encouraging advice and feedback from all members with no tolerance for members who make it difficult for others to have their opinions heard;
- determining and enforcing options for managing disruptions to meeting decorum; and
- leading the process to periodically review the Committee membership to replace members who leave the Committee.

The Committee will assess the need for a formal review of these Terms of Reference on an annual basis. Any amendments will be finalized in discussion with the Committee membership and the MECP District Manager. The revisions will be accepted in writing by the MECP District Manager.

## **5. Meeting and Minutes Procedure, Reporting to Council**

Committee meetings shall be held up to four times per year, and no less than two times per year. A quorum is not necessary for Committee meetings to proceed.

The quarterly Committee meetings will be open to the public, with date, time and place of each meeting

published on the Committee website. Members of the public in attendance will sit in a public observer section of the meeting room with no speaking status. Public observers who wish to discuss the content of the meeting may do so by expressing their thoughts with a member of the Committee. In the event that a Committee meeting is to be held in a space for which SMC is responsible, members of the public who attend may be required to sign-in and/or provide advance notice that they would like to attend the meeting.

In the event that a member of the public wishes to discuss his or her concerns regarding a Committee meeting, he or she may choose to do so with a Committee member from the community who in turn can bring those concerns to the Committee. The concerns should then be raised to the Committee in advance and added to the agenda as a discussion point.

The Committee, to the extent that it is reasonable to do so, may choose to hold meetings in addition to the quarterly meetings set out herein, and may choose to adopt a different format for these additional meetings, for example, a format that would allow the public to express their concerns directly to the Committee.

A member of the Committee shall record the meeting minutes, perhaps on a rotating basis. Minutes of each Committee meeting shall be distributed by SMC to the Committee members and the Town's Chief Administrative Officer within 10 business days of the meeting.

In the event that a person acting as a Committee member declares a conflict of interest, that person will step down and a new member will replace the conflicted person until the declared conflict of interest has been resolved, at which time the original member may resume his or her position.


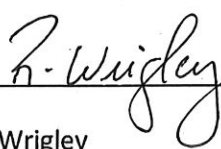
In the event that a person nominated as a Committee member is engaged in taking legal action against SMC, SMC shall have the right, in its sole discretion, to veto such person's ability to serve as a member of the Committee. Similarly, if a member engages in active legal action against SMC while sitting as a member of the Committee, SMC shall have the right, in its sole discretion, to require such individual to step down from his or her position as a Committee member.

## **6. Communications**

SMC shall maintain a webpage with the approved Committee Terms of Reference, Committee meeting schedule and minutes, and other pertinent information to the local community relating to its site.

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The Committee's Terms of Reference are hereby approved by the below as of DECEMBER 8<sup>th</sup>, 2020.

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| <b>ST. MARYS CEMENT INC. (CANADA)</b><br><br><br>Per _____<br><br>Jose Soraggi<br>Operations Manager<br>St Marys Cement Inc. (Canada) | <b>MINISTRY OF THE ENVIRONMENT,<br/>CONSERVATION AND PARKS</b><br><br><br>_____<br><br>Rob Wrigley<br>District Manager<br>London District Office |
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