



## HEALTH, SAFETY & ENVIRONMENT COMMITTEE CHARTER

### 1. PURPOSE

The purpose of the Health, Safety & Environment Committee (the “Committee”) is to assist the board of directors (the “Board”) of Bird Construction Inc. (the “Company”) in fulfilling its oversight responsibilities relating to health, safety & environment, and performing the duties as set out in this Charter.

### 2. OPERATIONS AND PROCEDURES

This section establishes the framework of operations and procedures of the Committee, provided that, subject to the powers and duties of the Board, the Committee shall have all the powers available at law and necessary for it to carry out its mandate, responsibilities and obligations as set out herein.

#### 2.1 Composition of the Committee

The Committee shall be composed entirely of Directors who are not employees of the Company or of any of its subsidiaries or affiliates and who have not served as CEO of the Company within the past five years or as an executive of the Company within the past three years. Members of the Committee will be appointed by the Board on an annual basis.

#### 2.2 Duties and Responsibilities of the Committee Chair

The chair of the Committee (the “Chair”) is responsible for:

- a) Convening Committee meetings and designating the times and places of those meetings.
- b) Ensuring Committee meetings are duly convened and that a quorum is present when required for matters to be voted upon.
- c) Working with the Corporate Secretary, Chief Executive Officer (the “CEO”) and the Executive Vice President of Health, Safety & Environment as required, on the development of agendas and related materials for Committee meetings.
- d) Ensuring Committee meetings are conducted in an efficient and effective manner.
- e) Ensuring the Committee has sufficient information to permit it to properly make decisions when required.
- f) Providing leadership to the Committee and leading the Committee in reviewing and monitoring its responsibilities.
- g) Reporting to the Board on the recommendations and decisions of the Committee.

### **2.3 Delegation of Authority**

In its discretion, the Committee may delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee, provided that any such subcommittee shall be governed by the terms of reference upon such delegation.

### **2.4 Meetings**

The following rules shall govern the constitution of and procedures in relation to the Committee's meetings:

- a) The Committee shall meet at the request of its Chair, at least four times per year and as many additional times as the Committee deems necessary.
- b) Notices of meetings shall be sent to all Committee members, to the chair of the Board, to all other Directors and to the CEO of the Company.
- c) A majority of members of the Committee, whether present in person, by teleconference or by videoconference shall constitute a quorum. Any decision or determination of the Committee reduced to writing and signed by all of the members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held.
- d) In the absence of the Chair, the members may choose another Committee member to be chair of the meeting.
- e) The Corporate Secretary of the Company, or such other person as may be appointed by the Chair, will act as secretary of the Committee and keep minutes of Committee meetings.
- f) The minutes of the Committee will be in writing and, upon approval by the Committee, will be duly entered into the books of the Company and circulated or otherwise made available to all members of the Board.
- g) The Committee may invite other members of the Board, members of management or others, including advisors and consultants, to attend meetings, as guests, at the discretion of the Committee.

### **2.5 Resignation, Removal and Vacancy**

A member may resign from the Committee or may be removed at any time by and at the discretion of the Board. A member will automatically cease to be a member of the Committee as soon as the member ceases to be a Director.

The Board will fill vacancies on the Committee by appointment from amongst the Directors of the Board in accordance with this Charter.

Subject to quorum requirements, if a vacancy exists on the Committee, the remaining members will be authorized to exercise all the Committee's powers.

## **2.6 Experts, Professionals, Advisors and Resources**

The Committee may retain or appoint, at the Company's expense, such professionals, experts and advisors, and otherwise obtain and deploy such resources, as it deems necessary to carry out its duties, including to investigate any matter or activity within its mandate in accordance with this Charter, and, if so retained, shall set and pay the compensation of duly appointed professionals, experts and advisors. The Committee shall provide notice to the Board of its actions in this regard.

## **3. HEALTH, SAFETY & ENVIRONMENT**

Subject to the powers and duties of the Board, this section sets out the Committee's responsibilities regarding health, safety & environment.

### **3.1 Oversight**

The Committee shall cause management to provide and shall review such health, safety & environment reports as are deemed prudent and necessary regarding:

- a) Quarterly corporate and business unit safety performance, including actual performance against leading and lagging indicators, and the status of development of or changes to such indicators.
- b) Trends and events that could materially impact the Company.
- c) Significant actions and initiatives undertaken to mitigate health, safety & environment risks having the potential to affect the Company's activities, plans, strategies or reputation.
- d) Compliance with the Company's safety systems, and with applicable laws, statutory and regulatory requirements, including compliance status and assessment reports from management.
- e) Significant related contraventions of applicable health, safety & environment laws, regulations or policies.
- f) Incident and investigation reports relating to significant health, safety & environment incidents and remedial and/or mitigating actions taken by management.
- g) The status and material changes to the Company's emergency response program and crisis management plan relating to health, safety & environment matters.
- h) An annual report regarding the Company's insurable risks relating to health, safety & environment, including an evaluation of the costs and insurance coverages associated with those risks. In respect of insurance, the Committee shall, as necessary, consult with and review the recommendation of the Audit Committee.
- i) Any significant items resulting from periodic corporate health, safety & environment audits and the steps taken to minimize such risks.

### **3.2 Review of Corporate Activities**

Members of the Committee shall conduct field trips to review corporate activities pertaining to health, safety & environment, annually or as warranted, and shall report any matters of concern to the Board and take such steps as are determined by the Committee or the Board.

### **4. ANNUAL REVIEW AND ASSESSMENT**

- a) Conduct an evaluation of the Committee's performance and assess the adequacy of the Committee Charter, at least annually, and recommend to the Board such amendments to the Charter as the Committee deems necessary.
- b) Confirm annually that all responsibilities outlined in the Committee Charter have been carried out.