

# Indigenous Peoples, Safety & Operations Committee Mandate

The Indigenous Peoples, Safety & Operations Committee (the “**Committee**”) of Hydro One Limited (including its subsidiaries, the “**Company**”) focuses on oversight of (i) environmental matters at the Company; (ii) public and occupational health and safety; (iii) the Company’s relationships and engagement with Indigenous Peoples communities, (iv) the Company’s relationship with its customers, and (v) significant or strategic operational matters, including major projects activities.

## Purpose

The Committee, as a standing Committee appointed by the board of directors of the Company (the “**Board**”), assists the Board in fulfilling its oversight responsibilities. The Committee’s principal responsibilities include overseeing:

- (a) environmental strategies, policies and programs of the Company;
- (b) ensuring the maintenance of effective public and occupational safety strategies and programs consistent with the Company’s priority to be the safest and most efficient utility;
- (c) the Company’s approach, framework and programs and policies for partnerships, accommodation and other significant relationships and engagement with Indigenous Peoples communities;
- (d) the Company’s approach to enriching the customer experience; and
- (e) significant or strategic operational activities of the Company, including major capital projects, and strategic or long-term investments.

## Responsibilities

The principal responsibilities of the Committee are set out below.

## Sustainability

1. Review the Company’s strategy in relation to the Company’s approach to matters involving the environment, safety, Indigenous Peoples, operations and major projects as well as grid reliability, efficiency and flexibility

2. Review periodic reports from management on the Company's programs and approaches relating to its sustainability objectives including the standard against which the Company reports in relation to areas such as climate change and safety and consultations with relevant stakeholders.

## **Environment**

3. Review material climate and environment events or developments, and the progress in connection with climate change, biodiversity, conservation, resource management with the goal of reducing the environmental footprint of the Company and its business.
4. Receive and review periodic reports from management on the Company's preparedness for crisis response with respect to environmental incidents, investigations or events.

## **Safety**

5. Oversee and review the Company's overall public and occupational safety strategies, objectives, programs and practices, consistent with the Company's priority to be the safest and most efficient utility.
6. Receive and review periodic reports from management on the Company's training and education and other programs relating to safety matters and resulting action plans if required.
7. Receive and review periodic reports from management on any actual accidents, events or incidents relating to material public and occupational safety matters.
8. Receive and review periodic reports from management on its preparedness for crisis response with respect to safety matters.

## **Indigenous Peoples Communities**

9. Review and recommend to the Board for approval the Company's Indigenous Peoples engagement and participation framework, including with respect to the Company's partnerships, accommodation and other significant relationships and engagement with Indigenous Peoples and their communities.
10. Oversee and review the Company's approach to enhancing long-term relationships of trust and mutual respect with Indigenous Peoples communities.
11. Review and recommend to the Board for approval a framework governing financial partnerships and other significant relationships between the Company and Indigenous Peoples, including strategic or material commercial mandates, agreements, arrangements or understandings.
12. Receive and review periodic reports from management on material trends, developments or issues of public interest relating to Indigenous Peoples.

## Operations, Major Projects & Physical Security

13. Receive regular reports with respect to significant or strategic operational activities of the Company, including grid performance, safety performance, operational resiliency, grid security, and the impact of changing technologies on operations.
14. Oversee and review with management and recommend to the Board for approval (i) new capital or Operations, Maintenance & Administration (OM&A) projects (and, if and as required, cumulative variances relating thereto) requiring the approval of the Board under the Company's Delegation and Exercise of Authority Policy and Expenditure Authority Register ("**EAR**") and (ii) other strategic and/or long-term investments and projects of the Company (each a "**Major Project**").
15. Oversee and review periodically, as determined by the Committee or directed by the Board, management's key lessons learned on Major Projects
16. Receive and review periodic reports from management on the Company's physical security, including programs and practices to safeguard the Company's properties and assets, and material physical security events or incidents.
17. Receive and review periodic reports from management on:
  - (i) the development of, and investments within, the Company's Asset Investment Plan, including its inclusion in the annual business plan of the Company and alignment with the Company's strategies;
  - (ii) operationally-focused and strategically important incremental investment activities; and
  - (iii) processes and tools used by the Company to deliver on its capital work programs.
18. Oversee strategic matters relating to the Company's supply chain.

## Internal Audit

19. Review the internal auditors' audit plans for auditing controls and procedures for identification and management of safety, Indigenous relations, environmental and operational risks.
20. Review periodic reports from the internal auditors, and if deemed necessary, meet separately with the internal auditors, regarding compliance with safety, environmental, Indigenous relations and operational matters, including associated policies and programs and the adequacy and effectiveness of internal controls over such matters including management's responses to internal control recommendations proposed by the Company's internal auditors.

## Risk Management

21. Meet with the head of the Company's Enterprise Risk Management function not less than once annually to discuss the risks assigned to the Committee and the adequacy and completeness of management's programs and processes for identifying, assessing and managing such risks.

## Customers

22. Receive and review periodic reports from management on key metrics relating to customers.
23. Oversee management's engagement strategies and policies relating to the Company's customers, including residential and business customers.
24. Review management's strategies and programs for enriching our customers' experience.
25. Receive periodic reports from management on the Company's customer strategies and programs and their effectiveness, and material developments relating to consumer service or protection

## General

### Policies

26. The Committee is responsible for reviewing and approving, or reviewing and recommending to the Board for approval, the policies listed on Appendix "A".
27. The Committee is responsible for reviewing and recommending to the Governance & Regulatory Committee any proposed amendments to this Mandate.

### Procedures

28. **Number and Appointment of Members** – The members of the Committee will be appointed by the Board annually and each member of the Committee will remain on the Committee until his or her successor is duly appointed or upon his or her earlier resignation or removal in accordance with this Mandate. The Committee will be composed of not less than three (3) Board members.
29. **Removal, Replacement and Vacancy of Committee Members** – Any member of the Committee may be removed or replaced at any time by the Board and will automatically cease to be a member of the Committee upon ceasing to be a director. The Board will fill any vacancy if the membership of the Committee is less than three (3) directors. Whenever there is a vacancy on the Committee, the remaining members may exercise all of its powers if a quorum remains in office.
30. **Committee Chair** – Unless a Chair of the Committee is designated by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee. If the Committee Chair is not present at any meeting of the Committee, one of the other members of the Committee who is present will be

chosen by the Committee to preside at the meeting. The Committee Chair will be responsible for carrying out the duties and responsibilities prescribed for Committee Chairs in the Company's Position Description for Committee Chairs.

31. **Meetings** – The Committee will meet regularly and as often as it deems necessary to perform the duties and discharge its responsibilities as described herein in a timely manner, but not less than four (4) times a year. The Committee will maintain written minutes of its meetings, which will be filed with the Company's corporate minute books.
32. **Separate In Camera Meetings** – The Committee will meet at each meeting of the Committee without management or non-independent directors present, unless otherwise determined by the Committee Chair.

**Approved by the Board on November 7, 2024, to take effect from January 1, 2025.**

## **APPENDIX “A”**

### **Policies**

Management will review the listed policies at least every two years, or more frequently if needed or desired, and any material changes will be presented to the Committee for approval or recommendation to the Board for approval.

- (a) Environment Policy;
- (b) Health & Safety Policy;
- (c) Public Safety Policy;
- (d) Indigenous Relations Policy; and
- (e) Indigenous Procurement Policy.