

The purpose, duties and responsibilities of the Environmental, Social and Governance Committee (the “Committee”) is to assist the Board in fulfilling its oversight responsibilities with regard to, including, but not limited to environmental, health and safety, corporate social responsibility, sustainability, philanthropy, corporate governance, reputation, community issues, and other matters relevant to the Association (collectively, “ESG Matters”).

The Committee will assist the Association in:

- a) Setting general strategy relating to ESG Matters,
- b) Developing, implementing, and monitoring initiatives and policies based on that strategy,
- c) Overseeing communications with members, stakeholders, and others with respect to ESG Matters, and
- d) Monitoring and assessing developments relating to, and improving the Association’s understanding of ESG Matters

This mission/priorities of the ESG Committee:

- 1) Governing Documents
 - a) Code of Conduct
 - b) Bylaw Updates
- 2) Growth of PakTech Program
- 3) Educational opportunities
 - a) Webinars throughout the year
 - b) At the ACBC
 - c) Internal Governance education at the AGM

**Alberta Small Brewers Association
Environment, Sustainability and
Governance Committee
Terms of Reference**

Note: Capitalized terms not defined herein are defined in the [Association’s By-laws]

OBJECTIVE

The Environment, Sustainability and Governance (ESG) Committee (the “Committee”) is a standing committee of the Alberta Small Brewers Association (the “Association”) Board of Directors (the “Board”).

The objective of the Committee is to assist the Board in meeting its responsibilities by ensuring the adequacy and effectiveness of the Association’s ESG objectives.

CONSTITUTION

The Committee is comprised of a minimum of [four (4) Members], including not less than [one (1) Directors] and the Executive Director of the Association (the “Executive Director”) who serves as ex-officio non-voting member.

The Board, or in the event of its failure to do so, the Committee, shall appoint a Chair from among the Committee members (the “Chair”). The Chair must be a member of the Board.

The Chair presiding at any meeting of the Committee shall have a vote in all matters considered by the Committee. In the event of a tie the motion is defeated. If the Chair is not present at any meeting of the Committee, the Chair of the meeting shall be chosen by the Committee from among the members present.

The Chair has the authority to exclude the Executive Director from any meeting deliberations as they deem appropriate.

The Committee shall appoint a Secretary from the Committee members. If the Secretary is not present at any meeting of the Committee, the Secretary shall be chosen by the Committee from among the members present.

The Committee shall assist with deliberations required for the fulfillment of the Board’s mandate and those specific responsibilities and duties assigned to the Committee; however, unless specifically stated otherwise, the Committee shall act in advisory capacity only, recommending decisions to the Board for approval.

DUTIES AND RESPONSIBILITIES

The Committee shall have the following duties and responsibilities:

Governance:

Recommend to the Board for approval a Governance Policy.

Review annually and report to the Board of Directors on the adequacy of the Committee’s Terms of Reference.

MEETINGS

Committee shall meet a minimum of [four (4) times a year].

A meeting of the Committee may be called by the Chair of the Committee, the Chair of the Board, or Executive Director or by [any two (2) members of the Committee.]

A quorum for meetings shall be the majority of Committee members. They shall be present in person or by telephone or other telecommunications device that permits all persons participating in the meeting to speak and hear one another.

At least [four (4) days' notice] will be given before the meeting in writing, by email or by facsimile communication to each member of the Committee.

Agenda's and associated materials to each member of the Committee will be given at least [one (1) days] in advance of the meeting.

The Committee shall have the right to determine who shall and shall not be present at any part of the meetings of the Committee and will hold in camera sessions at the end of each meeting first with the Executive Director present, then without.