TSM Program Governance

The governance and decision-making process for the TSM program involves several groups and committees – both internal and external to MAC. Each of these groups has an important role to play in ensuring the credibility, transparency, accountability, and continual improvement of the program.

MAC Board of Directors

One representative of each MAC member company sits on the MAC Board of Directors. While the MAC Board has many responsibilities beyond the scope of the TSM program, its role with respect to TSM is to set overall objectives and approve any major decisions related to the program (e.g., revisions to protocols, new policies, annual budget).

The MAC Board aims to achieve consensus on all decisions related to TSM. In practice, the MAC Board will not consider a decision until the Community of Interest Advisory Panel (COI Panel) is comfortable with the direction proposed. In the unusual event the MAC Board were to disagree with COI Panel consensus, it has an obligation to provide a rationale to the COI Panel and do so publicly. According to the MAC bylaws, each Board member is entitled to a single vote.

TSM Governance Team

A sub-committee of the MAC Board, the TSM Governance Team, is responsible for the strategic direction of TSM. This sub-committee reviews and considers issues of relevance to TSM and, when needed, recommends decisions to the MAC Board. Members of the MAC Board can volunteer to participate in the TSM Governance Team and membership in this sub-committee is approved by the MAC Board each year.

The TSM Governance Team elects a chair from among its members. This individual is responsible for facilitating meetings of the TSM Governance Team and is engaged by MAC in agenda-setting and ad hoc matters related to the strategic direction of TSM.

As with the decision-making process for the MAC Board, the TSM Governance Team aims to achieve consensus when recommending decisions to the MAC Board. In practice, the TSM Governance Team will not recommend a decision to the MAC Board until the COI Panel is comfortable with the direction being proposed.

Community of Interest Advisory Panel (COI Panel)

The Community of Interest Advisory Panel (commonly referred to as "the COI Panel") is an independent, multi-interest advisory body comprised of individuals from Indigenous groups, mining communities, non-governmental organizations, and organized labour, among others. The MAC Board also selects a few representatives from the TSM Governance Team to participate in the panel on an *ex-officio* basis.

The Panel serves as a platform to discuss and collaborate on TSM-related issues of concern to communities of interest and the mining industry. The panel holds formal meetings twice per year to provide advice to MAC on TSM. These meetings also involve in-depth dialogue around sustainability issues of continued or emerging importance for the mining industry and its

communities of interest. In practice, no TSM-related decisions are shared with the TSM Governance Team or MAC Board until the COI Panel is comfortable with the direction being proposed.

Another role played by the COI Panel is in relation to the post-verification review process, a key component of the TSM assurance framework. Each year, the COI Panel selects two MAC members that have undergone a TSM external verification to participate in a post-verification review. This involves an in-depth review of companies' sustainability practices and performance, as well as constructive conversations around any successes, challenges, and areas for improvement.

The COI Panel is responsible for its own renewal, including the nomination, review, and selection process for new panel members. Canada's three national Indigenous organizations are responsible for appointing Indigenous representatives to the panel. The COI Panel is also independently facilitated. More information on the COI Panel, including its objectives, composition, selection process, and operations are available in the *Mining Association of Canada Community of Interest Advisory Panel Terms of Reference*.

TSM Initiative Leaders

Each MAC member that is implementing TSM selects one or more employees to participate in a working-level committee called the TSM Initiative Leaders. Members of this committee are responsible for leading implementation of TSM within their respective companies and serve as their companies' primary points of contact for TSM. Typically, TSM Initiative Leaders have a direct reporting relationship with the company's MAC Board member.

Within their companies, TSM Initiative Leaders coordinate annual public reporting of facility-level results and external verification of facilities' TSM performance every three years. They provide overall guidance and support within their companies to ensure that the latest TSM requirements are appropriately interpreted and implemented.

TSM Initiative Leaders meet regularly to discuss TSM implementation experiences, best practices, and challenges. They support the development and review of TSM protocols and policies, coordinating with their companies' internal subject matter experts where relevant. The TSM Initiative Leaders elect a chair from among their members. This individual is responsible for facilitating meetings of the TSM Initiative Leaders and is engaged by MAC in the committee's agenda-setting and ad hoc matters related to TSM implementation. This individual also participates in the Governance Team and the COI Panel to ensure the transparent flow of information.

In practice, MAC ensures that all TSM Initiative Leaders have an opportunity to provide input on any draft documents or decisions related to TSM, such that all companies' perspectives are considered by the broader group of TSM Initiative Leaders before a piece of work is shared with the TSM Governance Team for consideration. The TSM Initiative Leaders also address feedback provided by the COI Panel on any piece of work related to TSM. Any resulting actions or efforts are communicated to the COI Panel, with the possibility of further discussion to ensure that the COI Panel is comfortable with the direction being proposed.

Other MAC Committees

At times, the TSM Initiative Leaders rely on the expertise and technical advice of other regular MAC committees or ad hoc working groups. For example, the MAC Tailings Working Group conducts most of the technical work associated with the *TSM Tailings Management Protocol* and advises the TSM Initiative Leaders on implementation of and updates to this protocol. Other relevant MAC committees include the Indigenous Relations Committee, the Environment and Science Committee, and the International Social Responsibility Committee, among other groups.

Public Comment Periods

MAC posts relevant draft policies and protocols on the MAC website for public comment. After an initial review by the TSM Governance Team, documents are typically posted for 30 days, though the duration of the public comment period may change depending on the timelines involved. Any comments received are shared with the TSM Initiative Leaders and the Community of Interest Advisory Panel to inform further drafts of a given document. MAC also publishes a high-level summary of comments received, alongside a brief explanation of how the comments were or were not addressed.