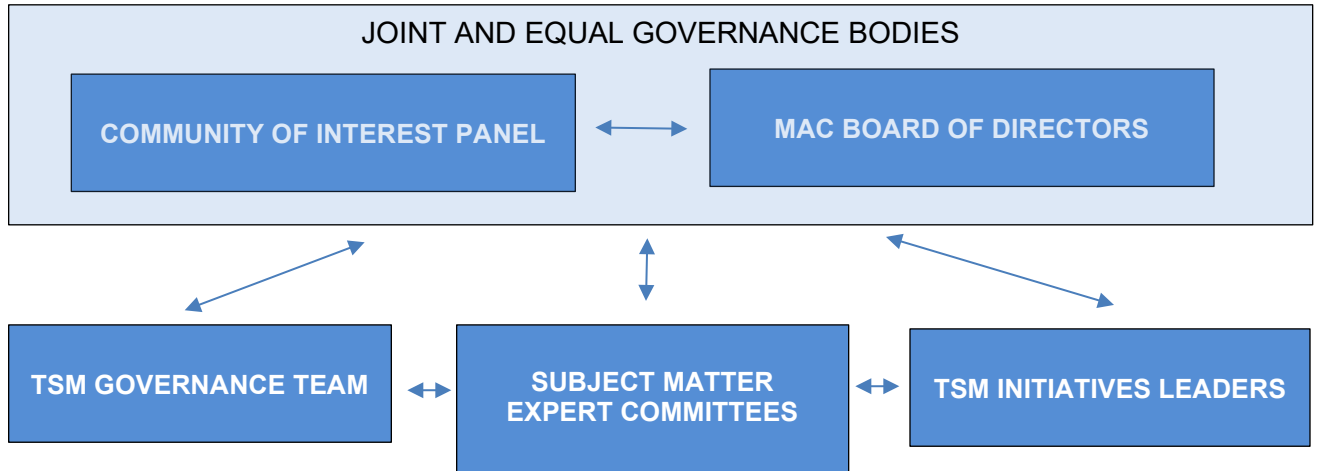


TSM Program Governance

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 credibility, transparency, accountability, and continual improvement of the program.



Community of Interest Panel (COI Panel)

The Community of Interest Panel (commonly referred to as “the COI Panel”) is an independent, multi-interest 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 on the panel in an *ex-officio* basis for the purposes of engaging in dialogue with panel members and to support coordination between the two decision making bodies, the panel and the MAC Board..

The Panel shares governance responsibilities for TSM with the MAC Board on an equal basis and 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. These meetings also involve in-depth dialogue around sustainability issues of continued or emerging importance for the mining industry and its communities of interest.

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 is found in the [Community of Interest Panel Terms of Reference](#).

Decisions regarding TSM are taken on a consensus basis, to the extent possible, based on full consensus being reached when all COI Panel members express their support for a decision. In situations where full consensus is not reached, the COI Panel will seek consensus on a no-objections basis, recognizing that one or more COI Panel members may not fully support a decision but are willing to allow a decision to proceed. A consensus decision may also be reached where one or more COI Panel members wishes to have their concerns or objections formally noted but are still willing to allow a decision to proceed. When consensus is not reached, the COI Panel may decide to vote on a two-thirds majority basis, which must include the support of at least one Indigenous representative. In such cases, those in the minority can have their objections or concerns formally recorded in the record of decision. However, no decision may proceed if all Indigenous representatives on the panel are opposed.

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, jointly with the TSM COI Panel, set overall objectives and approve any major decisions related to the program (e.g., revisions to protocols, new policies, annual budget). According to the MAC bylaws, each Board member is entitled to a single vote.

TSM Governance Team

The TSM Governance Team, a sub-committee of the MAC Board, provides strategic direction to 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 COI Panel designates two panel representatives to serve as ex officio members of the Governance Team to support dialogue with MAC and coordination between the two decision making bodies, the panel and the MAC Board.

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 and COI Panel.

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 and COI Panel 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 and in agreement 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, the TSM Governance Team and the Community of Interest 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.