



Public Policy and Compliance Committee Charter

Purpose

The public policy and compliance committee shall review, identify and when appropriate bring to the attention of the board political, social, and legal trends and issues, and compliance matters that may have an impact on the business operations, financial performance or public image of the company. The committee shall also review, monitor and make recommendations to the board on corporate policies and practices that relate to public policy and compliance.

Composition and Term

The committee shall consist of no fewer than three independent directors. At least one member of the committee shall serve concurrently on the audit committee.

The committee members shall be appointed for one-year terms at the annual meeting of the board. The chairperson shall be designated by the board.

Administrative Matters

The committee shall meet at such times as it determines to be necessary or appropriate. The committee shall meet at least once each year with the audit committee. The committee shall report to the full board of directors at the first board meeting following each committee meeting.

Supporting Corporate Staff

Senior vice president, corporate affairs and communications
Vice president, compliance and enterprise risk management and chief compliance officer
Office of the corporate secretary

Duties and Responsibilities

The committee shall have the following duties and responsibilities:

1. Review policies and practices of the company and monitor compliance in areas of legal and social responsibility and when appropriate report and make recommendations to the board with respect to such policies and practices including those involving:

- environmental protection
- health and safety of employees
- privacy
- employment
- clinical research
- research and development
- sales and marketing
- product quality
- the ethical, social and political aspects of pricing decisions

2. Together with the audit committee, assist the board in its oversight of legal and regulatory compliance. The audit committee shall have sole oversight over matters of financial compliance (accounting, auditing, financial reporting, and investor disclosures). As to all other areas of compliance ("non-financial compliance"), the public policy and compliance committee shall have oversight responsibilities in the first instance; however, the two committees shall meet jointly at least annually to review the major non-financial compliance matters, including:

- Overall state of compliance
- Significant legal or regulatory compliance exposure

- Material reports or inquiries from regulators.

3. Together with the audit committee, review at least annually a summary of the risk assessment and risk management processes and policies. The public policy and compliance committee will oversee the process by which risk management is reviewed by various board committees and the full board.

4. Identify and bring to the attention of the board as appropriate current and emerging political, social and environmental trends and public policy issues that may affect the business operations, performance or public image of the company.

5. Review and make recommendations to the board regarding proposals of shareholders that relate to public policy.

6. Review and make recommendations to the board with respect to the company's policy regarding support of charitable, educational and business/trade organizations.

The committee shall undertake such additional activities within the scope of its primary functions as the committee may from time to time determine.