



---

# *Environmental, Health, Safety and Sustainability Committee Charter*

*of Compass Minerals International, Inc.*

---

This Environmental, Health, Safety and Sustainability Committee Charter (this “Charter”) was adopted by the Board of Directors (the “Board”) of Compass Minerals International, Inc. (the “Company”) on February 18, 2020.

## **I. PURPOSE**

The primary purpose of the Environmental, Health, Safety and Sustainability Committee (the “Committee”) is to review with management and, where appropriate, make recommendations to management and the Board regarding the Company’s policies and practices with respect to environmental, health, safety and sustainability matters.

## **II. MEMBERSHIP**

The Committee will consist of at least three members of the Board. The members, including the Chair of the Committee, will be appointed by action of the Board, on the recommendation of the Nominating/Corporate Governance Committee.

## **III. COMMITTEE ORGANIZATION AND PROCEDURES**

1. The Chair (or in his or her absence, a Committee member designated by the Chair) will preside at each Committee meeting and set the agendas for Committee meetings. The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any applicable provisions of the Company’s certificate of incorporation or by-laws.
2. The Committee will meet at least four times per year. The Committee may include in its meetings other members of the Board, members of management or any other persons whose presence the Committee believes to be appropriate.
3. A quorum of the Committee will consist of a majority of the members of the Committee. The vote of a majority of the members of the Committee present at a meeting which a quorum is present will be the act of the Committee. The Committee may act without a meeting with the affirmative consent of all of the members of the Committee in writing or by electronic transmission (as such term is defined in the Company’s by-laws).
4. The Committee has the authority, in its sole discretion, to retain, direct

and terminate any counsel, experts or other advisors that the Committee believes to be necessary or appropriate. The Committee may also, in its discretion, utilize the services of the Company's legal counsel or other advisors.

5. The Company will provide for appropriate funding, as determined by the Committee in its sole discretion, for payment of compensation to any advisors retained by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
6. The Chair (or his or her nominee) will report to the Board on matters addressed at Committee meetings following Committee meetings and as requested by the Board.
7. This Charter will be made available on the Company's website at [www.compassminerals.com](http://www.compassminerals.com).

#### **IV. DUTIES AND RESPONSIBILITIES**

1. Management will review and discuss with the Committee the significant risks or exposures faced by the Company in the health, safety and environmental areas and the steps taken by management to address them, including prompt review of significant issues or incidents.
2. The Committee will review and discuss the Company's health, safety and environmental objectives, policies and performance, including metrics relevant to assess that performance.
3. Management will review and discuss with the Committee the laws and regulations that apply to the Company relating to environmental, health and safety matters and management's processes to ensure compliance with them.
4. The Committee will meet regularly with executive officers and senior operations managers who are primarily responsible for creating and following the Company's environmental, health and safety policies and procedures to review those policies and procedures and the Company's adherence to them.
5. The Committee will review the environmental and safety disclosures included in the Company's reports on Forms 10-K, 10-Q and 8-K, including mine safety disclosures and mine safety reports.

6. The Committee will review with Company management employee engagement and culture relating to health, safety or environmental matters and, if requested by the Compensation Committee, will advise the Compensation Committee with respect to incentive compensation metrics relating to health, safety or environmental matters.
7. Management will review and discuss with the Committee significant pending legislative and regulatory issues and trends relating to health, safety and environmental matters.
8. The Committee will report to the Board the results of its reviews and discussions described above, and will sponsor periodic training for the Board on health, safety and environmental matters affecting the Company.
9. The Committee will review with management the Company's sustainability efforts and reporting.
10. The Committee will review with management all ethics reports received from the Company's ethics hotline or otherwise alleging significant environmental, health or safety concerns.
11. The Committee will, at least annually, evaluate its own performance including its compliance with this Charter, and report the results of such evaluation, including any recommended changes, to the Board.
12. The Committee will, at least annually, review and reassess this Charter and submit any recommended changes for approval by the Board.

## **V. DELEGATION OF DUTIES**

In fulfilling its responsibilities, the Committee may, subject to applicable law and regulation, delegate any of its responsibilities to a subcommittee of the Committee.