



Corporate Governance and Compensation Committee Terms of Reference (Mandate)

August 30, 2018

Overview and Purpose

1. The Corporate Governance and Compensation Committee is responsible to the board of directors. The committee is responsible for
 - (a) ensuring that an appropriate and effective corporate governance system is in place for the board's overall stewardship responsibility and the discharge of its obligations to the stakeholders of the Company
 - (b) proposing new nominees to the board and for assessing the performance of the board, the

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7. On an annual basis, to conduct an assessment of the effectiveness of the board as a whole, the committees of the board and the contribution of each individual director, and to report on such assessment to the full board.
 8. To review from time to time, for board approval, the duties and responsibilities of the board and the position descriptions of the CEO, the chair of the board, the lead director, if any, and the committee chairs.
 9. Review the CEO's succession plans for all executive management positions and provide a report thereon to the board at least once each year.
 10. To lead the process, when required, to identify a candidate for appointment to the positions of CEO and also chair of the board.
 11. To review, when required, and recommend for board approval, appointments to all "C"-level positions (eg. chief financial officer and chief operating officer) and all officers of Stantec Inc.
 12. To review, and recommend to the board for approval, the corporate governance report, including a description of the Company's system of corporate governance, for inclusion in the annual report, and the Management Information Circular.
 13. Review and make recommendations to the board as required on corporate governance issues pertaining to the board and the Company, including but not limited to (a) reviewing and ensuring the board and the Company are in compliance with the corporate governance guidelines as approved by the board, (b) monitoring the ongoing development and maintenance of the Company's approach to corporate governance issues, including the statement of corporate governance guidelines and (c) considering new matters or guidelines established by any stock exchange or other regulatory body which regulates the affairs of the Company.
 14. Ensure each board committee annually reviews its scope, duties and responsibilities and recommends to the board amendments thereto, where advisable.
 15. Periodically consider the composition and size of the board and make appropriate recommendations to the board for approval.
 16. Subject to approval by the board, to
 - (a) determine the criteria, profile and qualifications for new nominees to fill vacancies on the board
 - (b) identify, interview and recruit such new nominees as may be required; and
 - (c) recommend the slate of directors to be nominated for election at the annual meeting of shareholders.

The committee is required to consult fully with the CEO and the chair of the board in its process of recruiting new directors.

17. Ensure an appropriate orientation and education program is in place for new and existing director12.3 (a1)-1.1 (s)D



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32. Request such information and explanations in regard to the operations of the Company as the committee or the board may consider necessary or appropriate to carry out its duties and responsibilities.
33. At the request of the board, to consider any other matters which would assist the directors to meet their responsibilities regarding compensation matters or corporate governance matters.
34. To review annually the terms of reference for the committee and recommend any changes to the board for approval.
35. Conduct an annual assessment of the effectiveness of the committee and provide a report thereon to the board.
36. Provide reports and minutes of meeting to the board.
37. Pre-approve the engagement of any external compensation consultants who provide services to the committee or the board for all services to be provided to management, and the fees for such services, and consider the impact on the independence of the compensation consultant of receiving fees for providing such services to management.

Meetings

38. Regular meetings of the committee are held at least four times each year.
39. Committee meetings may be called by the committee chair or by a majority of the committee members. The secretary of the committee shall be notified when a meeting is called.
40. Meetings are chaired by the committee chair or, in the chair's absence, by a member chosen by the committee from among themselves.
41. A quorum for the transaction of business at any meeting of the committee is a majority of appointed members.
42. The chair of the meeting may establish rules and procedures to be followed at meetings of the committee.
43. The secretary of the committee shall provide for the delivery of notices, agendas and available related materials to the committee members no later than the day prior to the date of the meeting; however, it should be a standard practice to deliver the agenda and materials for consideration at the meeting at least five (5) days prior to the meeting except in unusual circumstances.
44. Meetings may be conducted with members present, or by telephone or other communications facilities which permit all persons participating in the meeting to hear or communicate with each other.
45. A written resolution signed by all committee members entitled to vote on that resolution at a meeting of the committee is as valid as one passed at a committee meeting.
46. The secretary of the committee shall keep a record of minutes of all meetings of the committee.