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1.0 Background

The purpose of a Project Steering Committee is to provide guidance and advice to the project, not to manage it. A project steering committee typically comprises of senior management figures within the company and invited committee members from outside the company with extensive project experience at a senior level. Steering Committee members shall have knowledge of business objectives and drivers to facilitate the provision of guidance and advice.

This Charter defines the agreed purpose, scope, and member composition for the Lower Churchill Project (LCP) Steering Committee. The LCP Steering Committee will be developed to provide overall guidance and advice to the LCP as it progresses through Gate 2 up to Full Power Delivery (post Gate 4).

Figure 1, below, presents a high-level depiction of the organizational structure indicating the interactions between the Shareholder, ECNL Board of Directors, Gatekeeper, VP Lower Churchill, LCP Project Manager, LCP Project Management Team and the LCP Steering Committee. The project's Governance Approach (LCP document MSD-PM-003) documents the various levels of authority of these parties.

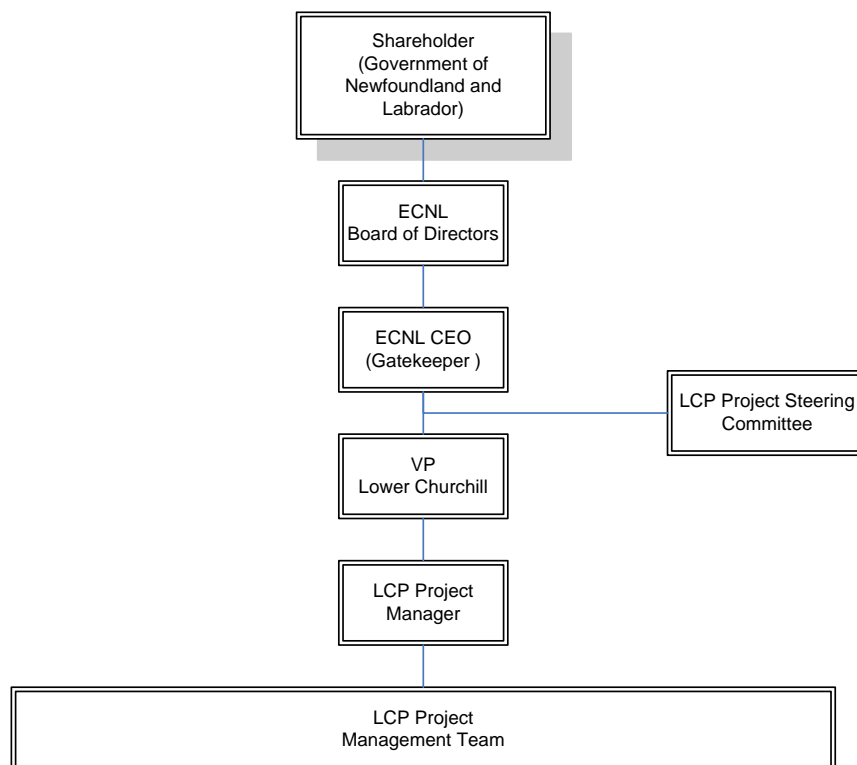


Figure 1: High-level LCP organization chart

2.0 Abbreviations and Acronyms

CFO	Chief Financial Officer
ECNL	Energy Corporation of Newfoundland and Labrador
LCP	Lower Churchill Project
PM	Project Manager
VP	Vice-President

3.0 Reference Documents and/or Associated Forms

MSD-PM-001: LCP – Project Charter
MSD-PM-003: LCP – Governance Approach

4.0 Purpose**4.1 Primary Functions**

The primary function of the Steering Committee is to provide guidance and advice to the LCP. The LCP Steering Committee will monitor and review the project status, as well as provide oversight of the project deliverable rollout.

The Steering Committee provides a forum for the LCP to update current progress, identify challenges, raise issues and seek input, guidance and advice on specific items with a high significance. The Steering Committee provides insight on long-term strategies in support of management mandates. Members of the Steering Committee shall seek assurances that business objectives are being adequately addressed and the project remains under control.

In practice, these responsibilities are carried out by performing the following functions:

- Monitoring and reviewing the project at regular Steering Committee meetings
- Providing assistance and support to the project when requested
- Monitoring project scope as emergent issues force changes to be considered, thereby ensuring the scope aligns with corporate objectives and the agreed business requirements of project sponsor and key stakeholder groups
- Resolving project conflicts and disputes, providing guidance and advice to assist in reconciling differences of opinion and approach
- Making recommendations on formal acceptance of project deliverables
- Monitoring effectiveness of the project's governance approach
- Identifying LCP initiatives that should be applied in other departments of the corporation

4.2 Responsibilities

The Steering Committee is responsible for providing guidance, advice and making suggestions on major project elements such as:

- Prioritization of project objectives and outcomes as identified in the Project Charter (LCP document MSD-PM-001)
- Deliverables as identified in the project Scope Statement
- Budget, ensuring that effort, expenditures, and changes are appropriate to stakeholder expectations
- Schedule
- Risk management strategies, ensuring that strategies address potential threats to the project's success have been identified, estimated, and approved; and that the threats are regularly re-assessed
- Project management and quality assurance practices

4.3 Gatekeeper Responsibilities

The Gatekeeper is responsible for:

- Directing the project, including making decisions affecting changes in project scope
- Making the decision at each Decision Gate of the Gateway Process
- Endorsement of the Project Charter and its' communication to the ECNL Board of Directors
- Endorsement of the LCP Governance Approach and to mandate the LCP VP and PM to fully implement

5.0 Steering Committee**5.1 Membership**

In addition to the project sponsor as ex-officio member, the Steering Committee will consist of the following stakeholder members:

Name	Role	Steering Committee Role
Gilbert Bennett	ECNL VP Lower Churchill	Chairperson
Paul Harrington	LCP Project Manager	Secretary
Derrick Sturge	ECNL VP Finance & CFO	Member
John Mallam	ECNL VP Engineering Services	Member
Jim Keating	ECNL VP Business Development	Member
Gerard McDonald	ECNL VP Human Resources and Organizational Effectiveness	Member
Tom Garner (or Mark Hughes)	Finance Advisor	Member
Derrick Owen	PM Advisor	Member

Stakeholder members will be identified by the VP Lower Churchill.

5.2 Role of a Steering Committee Member

It is intended that the Steering Committee leverage the experiences, expertise, and insight of key individuals in the organization committed to building professionalism in project management. Steering Committee members are not directly responsible for managing project activities, but provide support and guidance for those who do. Thus, individually, Steering Committee members should:

- Understand the strategic implications and outcomes of initiatives being pursued through project outputs
- Appreciate the significance of the project for some or all major stakeholders and represent their interests
- Be genuinely interested in the initiative and be an advocate for broad support for the outcomes being pursued in the project
- Have a broad understanding of project management issues and approach being adopted

In practice, this means they should:

- Review the status of the project using the LCP Monthly Reports
- Seek verification that the project's outputs meet the requirements of the business owners and key stakeholders
- Provide guidance and advice regarding conflicting priorities and resources
- Provide guidance to the project team and users of the project's outputs
- Consider ideas and issues raised and provide guidance, advice and suggestions
- Seek verification that there is adherence of project activities to standards of best practice both within the organization and in a wider context
- Foster positive communication outside of the Team regarding the project's progress and outcomes

6.0 Steering Committee Meetings**6.1 Meeting Schedule and Process**

The Team will meet quarterly, or as required, to keep track of issues and the progress of the project's implementation and on-going statewide support to its stakeholders.

The VP LCP chairs the Steering Committee and facilitates the Steering Committee Meeting. For a meeting to be considered "official", a quorum of four (4), consisting of, as a minimum, VP LCP, VP Finance & CFO, LCP PM, and one (1) other member, shall be required.

Meetings shall be coordinated and minuted by the Project Manager acting in the capacity of Committee Secretary.

6.2 Meeting Agenda

At each meeting, project status will be reported to the Team by the project manager using an agenda outline such as the following:

- A. Introductory Items such as:
 - Introductions
 - Review Agenda
 - Minutes from last meeting
 - Review of actions arising from previous Steering Committee meetings
- B. Review Project Status
 - Overall Status
 - Scope status
 - Schedule status
 - Budget status
 - Reason for deviation from budget
 - New issues arising since the last Team meeting
 - Review and approval of project change orders
 - Milestone review
 - Formal acceptance of deliverables
 - Accomplishments against last meeting's plan
 - Plans for the next reporting period
 - Outstanding issues, open points, project conflicts
 - Specific requests for assistance of the Steering Committee
- C. Consideration of other items relevant to the project
- D. Review and summarize new actions from this meeting
- E. Plans, date, and location for next meeting