



## **THE GOVERNANCE, COMMUNICATIONS, AND HUMAN RESOURCES COMMITTEE CHARTER**

### **Mandate**

The Governance, Communications, and Human Resources Committee (the "GCHRC" or the Committee") is established as a committee of the Board of Directors ("Board") of Toronto Community Housing Corporation ("TCHC"). The purpose of the Committee is to assist the Board to implement appropriate standards of corporate governance, particularly fulfilling its oversight responsibilities in respect of:

- Corporate governance;
- Human resources, executive compensation, and succession planning;
- Stakeholder relations and corporate communications; and
- Corporate compliance.

### **Responsibilities**

The Committee fulfills its purpose by carrying out the following responsibilities:

#### **A. Corporate Governance**

- Overseeing the design, implementation, and reporting of corporate governance guidelines and procedures, monitoring best practices in corporate governance, and reporting and making recommendations to the Board on such matters;
- Reviewing the Board Charter and Charters for each Committee, and reporting and making recommendations to the Board on such matters;
- In collaboration with the Chair of the Board and the chairs of each Committee, reviewing Board and Committee work plans for alignment with responsibilities and Board goals;
- Overseeing the design, implementation, and reporting of an annual evaluation of the performance of the Board, its Committees, and individual directors and reporting and making recommendations to the Chair of the Board and to the Board as appropriate;
- Monitoring the effectiveness of Board and Committee meeting procedures and meeting materials and reporting and making recommendations to the Board on such matters;

- Reviewing with Management the procedures of the Annual General Meeting and reporting and making recommendations to the Board on such matters;
- Monitoring the relationship between the Board and Management for the appropriate independence and delineation of responsibilities and reporting and making recommendations to the Board on such matters;
- Reviewing matters related to Board succession and nominations, the process for elections of Tenant Directors and Councillor appointments, Board size and composition, including designing and monitoring a Board skills matrix and reporting and making recommendations to the Board on such matters, including where appropriate recommending to the Board matters for presentation to the Shareholder;
- Overseeing the design, implementation, and reporting of policies, strategies and initiatives for director education and board development;
- Recommending to the Board in consultation with Committee Chairs the appointment of directors of any subsidiary or joint venture, and reviewing the governance structures of all subsidiaries and joint ventures, including the procedures for any Annual General Meetings in accordance with applicable subsidiary board policies, and reporting and making recommendations to the Board on such matters;
- Overseeing the design, implementation, and reporting of policies and procedures associated with the use of outside advisors to the Board and its committees and reporting and making recommendations to the Board on such matters;
- Overseeing the design, implementation, and reporting of policies, strategies, and initiatives related to transparency, the conduct of the Board, ethics and conflict of interest, lobbying, and annual declarations by directors and reporting and making recommendations to the Board on such matters; and
- Monitoring the following the areas of risk and the steps Management has taken to control such risks:
  - i. Corporate communications and disclosures (particularly material communications to the public and shareholder);
  - ii. D&O insurance and indemnity agreements; and
  - iii. Legal issues of the corporation.

B. Human Resources, Executive Compensation, and Succession Planning

- Overseeing the design, implementation, strategies, and initiatives by Management on human resources, talent development and retention, compensation principles, and succession planning; and reporting and making recommendations to the Board on such matters;

- Overseeing internal human rights complaints and other complaints involving employees
- Reviewing and, as appropriate, recommending to the Board changes to the Chair of the Board's position description;
- Recommending to the Board the appointment of a new Chief Executive Officer ("CEO"), the dismissal of the existing CEO, or remedial action where necessary;
- Recommending to the Board any agreements, including those addressing retirement, termination of employment or other special circumstances between the Corporation and the CEO, for execution by the Chair of the Board;
- Reviewing and, as appropriate, recommending to the Board changes to the CEO position description;
- Annually reviewing and, as appropriate, recommending to the Board performance targets that are relevant to the CEO's compensation, and annually assessing and recommending to the Board the CEO's performance in meeting those targets;
- Annually assessing the 'tone at the top' set by the CEO through his/her business ethics, conduct and integrity;
- Recommending to the Board the CEO's total compensation based upon the above evaluation;
- Recommending to the Board, in consultation with the CEO, the appointment, dismissal, or re-assignment of Officers, including the terms and conditions of such for execution by the CEO;
- Reviewing and recommending to the Board the Corporation's strategies with respect to labour relations issues and negotiation strategies for collective agreements;
- Reviewing matters related to Director remuneration and reporting and making recommendations to the Board on such matters, including where appropriate recommending to the Board matters for presentation to the Shareholder; and
- Recommending to the Board appropriate disclosure policies and processes for compensation and related issues.

### C. Stakeholder Relations and Corporate Communications

- Periodically reviewing with Management the Shareholder Direction and assessing shareholder proposals and reporting and making recommendations to the Board on such matters, including where appropriate recommending to the Board matters for presentation to the Shareholder;
- Annually reviewing with Management the Corporation's stakeholder relations strategies and its compliance with lobbyist rules and

- regulations and reporting and making recommendations to the Board on such matters; and
- Annually reviewing with Management the corporate communications and branding strategies of the Corporation, and reporting and recommending to the Board for approval significant investments in communications and branding; and
- Recommending to the Board the approval of the annual report of the Corporation to the Shareholder.

### Corporate Compliance

- Overseeing the policies and processes by which Management achieves and reports to the Board on compliance for the Corporation and reporting and making recommendations to the Board on such matters; and
- Reviewing the Corporation's by-laws and recommending, as appropriate, revisions to the Board for presentation to the Shareholder.

### **Authority**

The Committee has full delegated authority from the Board in respect of the matters that fall within its Charter.

The Committee may establish ad-hoc or advisory committees to provide input on specific issues identified by the Committee.

The Committee is accountable to the Board and shall not be entitled to sub-delegate all or any of the powers and authority delegated to it.

The Committee will have full, free and unrestricted access to Management and its employees.

The Committee may retain the services of external advisors at the expense of the Corporation as may be deemed necessary to ensure its due diligence and in accordance with TCHC's procurement policy and procedures.

### **Composition**

- Appointment of the Committee Chair and members shall be by the Board upon recommendation by the Board Chair.
- [Appointment of the Committee Vice-Chair shall be by the Board upon recommendation by the Committee.](#)
- The Chair of the Board shall be a voting *ex officio* member of the Committee.
- The President and CEO will appoint an Executive staff liaison to support the Chair.

- The President and CEO will appoint a staff person to reside as Corporate Secretary for the Committee.
- The Committee shall be composed of a minimum of four Directors.

### **Terms of Membership**

- Two-year term. The term is renewable for an additional two-year term.

### **Quorum**

- Quorum shall be a minimum of fifty percent of the Directors of GCHRC.
- Where a quorum is present, decisions shall be taken by motion, with passage by simple majority (fifty percent plus one) of the total Committee members present at a meeting of the Committee, in person or by teleconference call.
- Written resolution in lieu of meeting signed by all members of the Committee is permitted.

### **Meetings**

- The Committee will meet as frequently as it determines necessary but not less than once each quarter. Meetings may be called by the Chair of the Board or the Chair of the Committee. The Chair of the Committee must call a meeting when requested to do so by any member of the Committee, the Chair of the Board, the President and CEO, or the General Counsel and Corporate Secretary.
- Time-limited sub-committees or advisory committees may be formed to address specific issues and perform clear tasks.
- The procedure at meetings shall be determined by the Committee Chair adhering to the by-laws of the Corporation or any resolution of the Board.
- Meetings will be held in public other than matters to be dealt with in closed session, such as:
  - a) the security of the property of the Corporation;
  - b) personal matters about an identifiable individual, including an employee;
  - c) a proposed or pending acquisition or disposition of land by the Corporation;
  - d) labour relations or employee negotiations;
  - e) litigation or potential litigation, including matters before administrative tribunals, affecting the Corporation;
  - f) advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
  - g) any other matter City Council would be permitted to discuss at a meeting or part of a meeting that is closed to the public under *City of Toronto Act, 2006* or any other Act; or

h) a request under the *Municipal Freedom of Information and Protection of Privacy Act* (MFIPPA).

**Review**

- The Committee shall review its Charter on an annual basis.

**Reporting**

- The Committee will report the proceedings of each meeting and all recommendations made by the Committee at such meeting to the Board at the Board's next meeting. The Committee will make such recommendations to the Board as it may deem appropriate.

Approved: December 16, 2014

Amended: February 19, 2015

Amended: April 27, 2016

Amended: December 11, 2017

Amended: June 12, 2018

Amended: February 27, 2019

Amended: February 20, 2020