



THE GOVERNANCE, COMMUNICATIONS, AND HUMAN RESOURCES COMMITTEE CHARTER

Mandate

The Governance, Communications, and Human Resources Committee (“GCHRC”) is established as a committee of the Board of Directors (the “Board”) of Toronto Community Housing Corporation (“TCHC”) to assist the Board in fulfilling its responsibilities with respect to:

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

Responsibilities

The GCHRC fulfills its purpose by carrying out the following responsibilities and reporting and making recommendations to the Board regarding matters that exceed the Committee’s delegated authority or that require a Board decision or direction:

Corporate Governance

- Overseeing the design, implementation, and reporting of corporate governance guidelines and procedures, monitoring best practices in corporate governance.
- Reviewing the Board Charter and each of the Committee Charters.
- In collaboration with the Chair of the Board and the Chairs of each Committee, reviewing Board and Committee work plans for alignment of 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.
- Reviewing with Management the procedures of the Annual General Meeting.

- Monitoring the relationship between the Board and Management for the appropriate independence and delineation of responsibilities.
- Reviewing matters related to Board and Committee Chair succession, including designing and monitoring a Board skills matrix to be provided to the City for consideration when recommending the appointment of Board members and Board Chair.
- 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.
- Overseeing the design, implementation, and reporting of policies and procedures associated with the use of outside advisors to the Board and its Committees.
- 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.
- Monitoring the following the areas of risk related to its overall mandate and the steps Management has taken to control such risks including:
 - i. Corporate communications and disclosures (particularly material communications to the public and shareholder); and
 - ii. Legal issues of the corporation, including, but not limited to, litigation matters and tenant and other external human rights complaints.

People and Culture, Executive Compensation, and Succession Planning

- Overseeing the design, implementation, strategies, and initiatives by Management on People and Culture, talent development and retention, compensation principles, and succession planning.
- 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 President and Chief Executive Officer (“CEO”), the dismissal of the existing CEO, or remedial action where necessary and establishing a special purpose committee to support this recruitment, if 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 with leadership from the Board Chair 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 of Officers.
- Reviewing and recommending to the Board the Corporation’s strategies with respect to labour relations issues and negotiation strategies for collective agreements.
- Recommending to the Board appropriate disclosure policies and processes for compensation and related issues.

Stakeholder Relations and Corporate Communications

- Reviewing with Management, at least quarterly, shareholder directions and requests for action by the Board of Directors and TCHC management.
- Annually reviewing with Management, the Corporation’s stakeholder relations strategies and its compliance with lobbyist rules and regulations.
- 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.

- Recommending to the Board the approval of the annual report of the Corporation to the Shareholder.

Corporate Compliance

- Oversee the policies and processes by which Management achieves and reports to the Board on statutory and regulatory compliance.
- Oversee Management's reporting on Health & Safety matters in accordance with section 32 of the *Occupational Health and Safety Act*, including quarterly reporting on incidents, investigations, corrective actions, and WSIB/workers' compensation programs, and escalate matters to the Board biannually or as required.
- Oversee compliance with other applicable legislation affecting TCHC's operations, including but not limited to the *Employment Standards Act*, *Human Rights Code*, *Residential Tenancies Act*, *Occupiers' Liability Act*, *Accessibility for Ontarians with Disabilities Act (AODA)*, and applicable privacy legislation (e.g., MFIPPA, PHIPA).
- Receive reports from Management regarding any material contraventions, Ministry orders, LTB orders, regulatory inquiries, or matters requiring Board attention.
- Reviewing the Corporation's by-laws and recommending, as appropriate, revisions to the Board for presentation to the Shareholder.

Authority

With respect to GCHRC's authority, the GCHRC:

- Has full delegated authority from the Board in respect of the matters that fall within its Charter.
- May establish ad-hoc or advisory Committees to provide input on specific issues identified by 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.
- Will have full, free and unrestricted access to Management and its employees.
- 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 Committee upon recommendation by the Committee Chair.
- 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

- Committee members are appointed for a term that aligns with the duration of their appointment to the Board of Directors.

Quorum

- Quorum shall be established in accordance with the Board's Rules of Procedures. If present at a Committee meeting, the Board Chair is counted in assessing whether a quorum is present, and the Board Chair has all the rights and privileges of the other committee members.
- Where a quorum is present, decisions shall be taken by motion, with passage by simple majority (fifty percent plus one) of the total GCHRC members present at a meeting of the Committee, in person or by teleconference call.
- Written resolution, in lieu of a meeting, signed by all members of the GCHRC is permitted.

Meetings

- The GCHRC 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 GCHRC. The Chair of the GCHRC 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, adhering to the by-laws of the Corporation.

Review

- The GCHRC shall review its Charter on an annual basis and recommend any changes to such terms to the Board of Directors.

Reporting

The GCHRC retains oversight of matters within its delegated authority. It reports to the Board in relation to:

- matters that exceed its delegated authority;
- matters that legislation or the City's Shareholder Direction require the Board to consider and/or approve; and
- matters that the Committee identifies as having financial, legal or strategic implications or risks that warrant the Board's involvement.

Such matters will be reported to the Board by the Committee Chair at the next Board meeting, highlighting:

- matters addressed by the GCHRC that fall within its delegated authority in order to ensure that the Board is made aware of those matters; and
- the consideration, by GCHRC, that informed its recommendations to the Board regarding matters that fall outside the scope of its delegated authority.

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