

**TORONTO SENIORS HOUSING CORPORATION (TSHC)  
CORPORATE GOVERNANCE AND HUMAN RESOURCES**

Terms of Reference

**(Approved by TSHC Board on November 23, 2021)**

**Purpose**

The Corporate Governance and Human Resources Committee (the Committee) is a standing committee of Toronto Seniors Housing Corporation (the Corporation) Board of Directors (the Board). The purpose of the Committee is to monitor significant financial planning, management, reporting, and risk matters of the Corporation.

**Accountability**

The Committee is accountable to:

- The Board

The Committee will retain external advisors as appropriate to provide relevant expertise and any other support as required or deemed appropriate, following a Board-approved selection process.

**Applicable Policies and Documents**

As determined by a resolution of the Board from time to time.

**Committee Membership**

The Committee consists of a minimum of two, all of whom are members of the Board of Directors, are independent of the Corporation's management and are financially literate. At least one member should have an accounting background or related financial management experience. The Board Chair is an ex Officio non-voting member of the Committee.

The Board shall appoint one of the Committee members to be the Committee Chair.

Committee members are appointed for a one-year term with the possibility of renewal.

**Meetings, Meeting Schedule and Frequency**

The Committee meets once in advance of every Board meeting. The Committee may choose to hold additional meetings if it considers them necessary for it to carry out its responsibilities effectively. Meetings can be held at any time and place as determined by its members, provided notice of such meeting is given to each member of the Committee. Meetings may be held by teleconference or videoconference, provided members have a means to vote. If members cannot participate in person, they may participate in a meeting that is held in-person via the teleconference or telephone.

A majority of the Committee shall constitute a quorum for the transaction of business at any meeting thereof, and the act of a majority of the members of the Committee present at any meeting at which a quorum is present shall be the act of the Committee. The Chair, or in his or her absence, one of the directors shall preside at all meetings of the committee.

As an ex-officio member of the Committee, the Board Chair has voting rights at the Committee meetings that they attend. The Board Chair's attendance is not counted to determine whether a quorum is present at a meeting.

In the event of a vote that results in a tie, the Chair of the Committee has a casting vote.

Committee meetings are subject to the Board of Directors Closed Meetings Policy

Committee meetings are open to the public

Committee meetings are open to deputations as per the TSHC Deputations Policy

Minutes of meetings will be available to the Board.

## **Responsibilities**

### Governance

The Committee will:

- annually review compliance by the Corporation with all applicable regulatory requirements relating to corporate governance;
- at least every two years, review the governance framework for the Corporation and advise the Board regarding:
  - areas of concern
  - corporate governance developments and best practices;<sup>1</sup> and
  - recommended changes;
  - ensure appropriate structures and procedures are in place to allow the Board to function effectively;
- annually review the composition of the Board as a whole and recommend, if necessary, changes to the Board Competency Matrix;
- together with the Board Chair, annually and as vacancies arise, review the skills and experience on the Board and recommend to the Board the desired skills and experience for potential new Directors to be recommended to the City of Toronto through the Board Chair;
- ensure programs are in place for new Director orientation and ongoing Director professional development;
- assist and support the annual review processes for evaluating the effectiveness of the Board, Board Chair, and Committees;
- periodically review and assess the Corporation's communication to stakeholders and the general public with respect to its policies and practices in the areas of corporate governance, including the communication contained on the Corporation's internal and external websites;

- annually review and ensure the adequacy of the Corporation's Code of Conduct and Conflict of Interest policies and procedures for Directors and all employees;
- annually obtain Conflict of Interest Declarations from Directors;
- address Code of Conduct issues as delegated to the Committee by the Board;
- review Directors' and officers' liability coverage Human Resources

The Committee will:

- together with the Board Chair, lead the development of the CEO's annual goals and objectives, for recommendation to the Board;
- together with the Board Chair, lead the Board's annual performance and compensation review for the CEO
- annually review the Corporation's executive leadership structure and succession plans;
- review and recommend to the Board the Corporation's framework for executive compensation;
- review management recommendations for programs, policies and practices with respect to the development of the Corporation's human resources;
- recommend to the Board the guiding principles for collective bargaining and proposed collective agreements; and
- review with the CEO any proposed external commitments of the CEO before they are made, and make recommendations to the Board.

The Committee will:

- assume other related responsibilities as assigned to the Committee by the Board.

### **Committee Performance**

The Committee will:

- Ensure members are provided with the appropriate resources and education to fulfill the Committee's responsibilities.
- Monitor the performance and effectiveness of the Committee and its individual members will be assessed annually as part of the Board's evaluation process.

The Board will review the committee's charter on an annual basis to ensure that it remains appropriate to the circumstances of the Corporation and of the Board.