

CANADIAN RACE RELATIONS FOUNDATION ("CRRF")

Bylaw No. 9

Governance Committee

1. COMPOSITION

The Committee shall be appointed by resolution of the Board and be comprised of a minimum of three and a maximum of six members, with the majority of the members being the Board of Directors of the CRRF (the "Board"). External members will be selected based on regional representation, knowledge, expertise and experience in governance issues, race relations, social justice or other relevant professional qualifications. A Board member shall chair the Committee and the Board Chairperson shall be an ex-officio member of the Committee.

2. TERM

Each member of the Committee shall continue to be a Committee member until a successor is appointed, unless the member resigns, is removed by resolution of the Board or otherwise ceases to be a member of the Board.

3. PURPOSE

The Committee is a standing committee of the Board responsible for:

- a) Ensuring appropriate corporate governance and proper delineation of roles, duties and responsibilities of management, the Board and its Committees;
- b) Developing the CRRF's system of corporate governance;
- c) Monitoring the effectiveness of the CRRF's system of corporate governance;
- d) Developing and implementing orientation procedures for new directors;
- e) Establishing procedures for assessing the effectiveness of the Board, Chairperson of the Board, Vice-Chairperson of the Board, individual Directors, Board Officers, Committees, and Chairs of the Committees.

4. SPECIFIC RESPONSIBILITIES

The Committee in carrying out its specific responsibilities shall:

Processes and Policies

- a) Ensure that appropriate processes are established and followed by the Board to fulfill its responsibility for oversight of strategic direction and review of ongoing results of operations;
- b) Review and advise the Board on the CRRF strategic policies and other relevant policies associated with ensuring an effective system of corporate governance;

Evaluation

- a) Assist the Board in assessing and evaluating Board, Chairperson, and Directors' performance;

Succession Plan

- a) Ensure that an effective Executive Director succession plan is in place, including emergency succession;

Revised and approved - #55 Board meeting, Sept 21-22, 2013

Amended - #73 Board meeting, April 18-19, 2020

Further amended - #75 Board meeting, July 10, 2020

Reporting

- a) Ensure reporting on corporate governance as required by public disclosure requirements;

Board Meetings

- a) Establish procedures for Board meetings and otherwise ensure that processes, procedures and structures are in place to ensure that the Board functions independently of management and without conflicts of interest;

Board Relations with Management

- a) Assist in the proper delineation of the roles, duties and responsibilities of management and the Board, and delegation of authority by the Board to Committees of the Board and to management;
- b) Monitor the quality of the relationship between management and the Board and recommend improvements where necessary for ensuring an effective and appropriate working relationship;

Board and Committee Structure and Membership

- a) Review the mandates of the Board Committees and recommend appropriate changes where necessary;
- b) To ensure that the relevant Board and Committee profiles and selection criteria are current.
- c) To develop and review the Board competency profile and determine the gap and identify skills needed for the organization and make recommendations to the Chairperson according to organizational needs in anticipation of advice seeking from the government in relation to new GIC appointments to the CRRF.
- d) Recommend to the Board allocation of Directors to the various Committees;
- e) Maintain an orientation program for new members of the Board;
- f) Promote educational programs for Directors;
- g) To monitor the expiration dates of the terms of office of Directors, or as the positions otherwise become vacant, and to ensure that nominations for Standing and Advisory Committees are submitted to the Board in sufficient time for consideration, approval and recommendation by the Board.
- h) To assist the Board in identifying suitable qualifications/roles for the positions of Executive Director, Chairperson of the Board, Vice-Chairperson, Directors, and recommend these matters to the Board or Chairperson in accordance with the established Director competency profile and selection criteria for such positions.

General

- a) Receive and consider any concerns of individual Directors related to governance matters; and
- b) Undertake such other initiatives as are needed to help the Board deliver exemplary corporate governance.

5. REPORTING RELATIONSHIPS

The Committee shall report to the Board through the Committee Chair.

6. FREQUENCY OF MEETINGS

The Committee shall meet at least once every six months and otherwise as required at the call of the Chair of the Committee.

Revised and approved - #55 Board meeting, Sept 21-22, 2013

Amended - #73 Board meeting, April 18-19, 2020

Further amended - #75 Board meeting, July 10, 2020

7. EXPENSE REIMBURSEMENT

Committee members will be reimbursed in accordance with the CRRF's Policy – Payment of Honoraria and Travel Expenses to Directors.

Revised and approved - #55 Board meeting, Sept 21-22, 2013

Amended - #73 Board meeting, April 18-19, 2020

Further amended - #75 Board meeting, July 10, 2020