

Human Resources Committee Terms of Reference

Date: July 29, 2021

To: Human Resources Committee of the Board of Directors of CreateTO

From: Chief Legal Counsel

Wards: All

SUMMARY

The purpose of this report is to recommend terms of reference for the Human Resources Committee of the CreateTO Board of Directors.

RECOMMENDATIONS

The Chief Legal Counsel recommends that:

1. The Board of Directors of CreateTO adopt the Terms of Reference for the Human Resources Committee, as set out in Attachment 1.

FINANCIAL IMPACT

There is no financial impact to this report.

DECISION HISTORY

The Board of Directors of CreateTO at its meeting of July 7, 2021 established the Human Resources Committee and requested that the Committee report back in September with a proposed terms of reference for the Committee:

[Agenda Item History - 2021.RA23.8 \(toronto.ca\)](#)

COMMENTS

The proposed terms of reference for the Human Resources Committee of the CreateTO Board of Directors are set out in Attachment 1. The Committee's procedures will be governed by CreateTO by-law 1-2018, which is CreateTO's procedures by-law.

The principal duties and responsibilities of the Committee include the following:

1. Human Resources Strategies and Principles

(a) The Committee shall review key human resource strategies, plans, principles, and related risks proposed by the CEO and make recommendations to the Board for approval or revision. The Committee shall monitor the ongoing implementation of such strategies and principles.

(b) The Committee shall review the general compensation philosophy proposed by the CEO and make any recommendations to the Board for approval or revision.

(c) The Committee shall ensure that CreateTO has ongoing and appropriate policies and codes with respect to employee business conduct and ethical behaviour. On an annual basis or otherwise as required, the Committee shall review and approve the following policies:

Employee Code of Conduct; and
Disclosure of Wrongdoing and Reprisal Protection.

2. CEO Objectives and Evaluation

The Committee shall:

(a) Review the CEO's proposed annual objectives and recommend same to the Board for approval or revision; and

(b) Evaluate the performance of the CEO, having regard to the annual objectives and any other relevant factors including the relationship of the CEO with the Board and with the individual Board members. The evaluation of the CEO shall be conducted in consultation with the Chair of the Board and shall be presented to the Board for its review and approval, based on the Committee's recommendations.

3. Executive Management Team Matters

The Committee shall review and approve the CEO's recommendations with respect to the hiring and dismissal of, and the compensation and benefits package offered to members of the Executive Management Team.

4. Succession Planning

On an annual basis the Committee shall review and endorse the CEO's proposed succession plans for the Executive Management Team. The Committee shall present these succession plans to the Board for its review and approval, based on the Committee's recommendations.

5. Organizational Structure

The Committee shall review and, when warranted, recommend to the Board, changes to the Corporation's high-level organizational structure proposed by the CEO.

CONTACT

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SIGNATURE

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ATTACHMENTS

Attachment 1 - Human Resources Committee Terms of Reference