

HUMAN RESOURCES COMMITTEE TERMS OF REFERENCE

MANDATE

The mandate of the Committee is to assist with Board oversight of, and make recommendations on:

- human resources strategies, plans, principles and related risks;
- CreateTO's general compensation philosophy;
- policies and processes relating to employee business conduct and ethical behaviour;
- the review and recommendation of annual objectives for the Chief Executive Officer ("CEO"), and annually assessing the CEO's performance in meeting those objectives;
- the 'tone at the top' set by the CEO through their public service ethics, conduct and integrity;
- the hiring, compensation and benefit package, and dismissal of the CEO;
- the CEO's recommendations for the hiring, compensation and benefit package, and dismissal of members of the Executive Management Team;
- succession planning for the position of CEO and members of the Executive Management Team;
- CreateTO's high-level organizational structure;
- internal formal harassment and discrimination complaints;
- appropriate disclosure policies and processes for compensation; and
- other matters that the CEO or the Chair of the Board may refer to the Committee.

AUTHORITY

The Committee's authority is limited to making recommendations to the Board on matters that fall within the Committee's Mandate.

COMPOSITION

The Board will appoint the Committee Chair and members. The Committee shall be composed of four Directors