

September 15, 2022

To: TO Live Board of Directors

Re: TO Live Board Committees

Summary:

After reviewing the committee structure with the President and Chief Executive Officer, and consulting with Committee Chairs, I would like to propose some changes that will reflect the current priorities of TO Live.

The recommended changes include the following:

1. Digital Transformation Committee, and previously proposed Digital Committee. The Board considered item CT20.10 on Board Committees at its meeting of January 29, 2021, and dissolved the "Digital Transformation Committee" effective on the date the Board appoints members to a new Digital Committee. It is proposed that the Digital Committees be dissolved.
2. Programming Risk Committee – The terms of reference would be transferred to the Audit Committee; and it is proposed that the Programming Risk Committee be dissolved. The Audit Committee would be renamed as the Finance and Audit Committee.
3. Planning and Priorities Committee – A portion of the terms of reference would be transferred to each of the Environmental, Social and Governance Committee and the Human Resources Committee, and it is proposed that the Planning and Priorities Committee be dissolved.
4. St. Lawrence Centre Redevelopment Committee – now that the project is underway, it is important that the Board receive updates directly; therefore, it is proposed that this Committee be dissolved, and that the Chair extend the Board's appreciation to the members for their work.

Current committee composition and membership for the committees that will continue, is attached and can be reviewed and discussed at the meeting.

Recommendation:

That the Board of Directors of TO Live approve the following changes to TO Live Committees:

1. Rename the Audit Committee as the **Finance and Audit Committee** and approve the following terms of reference:

- Financial oversight
- Audit oversight
- Programming and financial risk monitoring
- Finance policy review and updates.

2. Approve the following terms of reference for the **Environmental, Social and Governance Committee**:

- Priorities and initiatives related to environmental, social and governance matters
- Monitoring of strategic performance and metrics
- Environmental, social and governance policy review and updates
- Risk monitoring for environmental, social and governance matters.

3. Rename the Human Resources, Compensation and Labour Relations Committee, as the **Human Resources and Stakeholder Relations Committee** and approve the following terms of reference:

- Human resources matters, including labour relations and compensation
- Stakeholder relations matters including the City of Toronto, the community, and TO Live audiences
- Human resources policy review and updates.

4. Dissolve the Digital Transformation Committee, the Programming Risk Committee, the Planning and Priorities Committee and the St. Lawrence Centre Redevelopment Committee.

5. Request the Chair to extend the Board's appreciation to the exiting non-board members of the St. Lawrence Centre Redevelopment Committee, for their dedication and work in moving the project forward.

Respectfully submitted,

Lori DeGraw,
Chair
Board of Directors of TO Live

Attachment: Current Composition and Membership of TO Live Committees

ATTACHMENT

Current Composition and Membership of TO Live Committees:

1. Audit Committee *(to be renamed Finance & Audit Committee)*

Composition 5 Board members

Members:

Paul Bernards (Chair)
Gary Crawford (Councillor)
Mustafa Humayun
Gillian Smith
1 Vacancy

2. Environmental, Social and Governance Committee:

Composition: 3 Board members

Membership:

Myriam Gafarou (Chair)
Kathleen Sharpe
Mustafa Humayun

3. Human Resources, Compensation and Labour Relations Committee *(to be renamed Human Resources and Stakeholder Relations Committee)*

Composition: 5 Board Members

Membership:

Kevin Garland (Chair)
Owais Lightwala
Mustafa Humayun
Dawn Maracle
Gillian Smith