

TAF'S GRANTS AND PROGRAMS COMMITTEE

Terms of Reference

Draft for Board consideration July 2026

1. Purpose

The Grants and Programs Committee (the "Committee") is a standing committee of the Board of Directors (the "Board") of the Toronto Atmospheric Fund ("TAF").

The Committee supports the Board by reviewing grant and program funding proposals and making recommendations on funding approvals and conditions. The Committee also provides advice on grants and programs priorities and supports oversight of funded activities.

2. Governance and Authority

The Committee operates in an advisory capacity and provides recommendations to the Board. The Board retains full decision-making authority.

These Terms of Reference are subject to:

- the [Toronto Atmospheric Fund Act](#);
- [TAF By-law No. 1-2022](#);
- the [TAF–City Relationship Framework](#); and
- applicable funding agreements, including the Ontario Transfer Payment Agreement (the "TPA") and Canada Funding Agreement with the Federation of Canadian Municipalities.

In the event of conflict, applicable legislation and binding agreements prevail.

Composition and Terms

The Committee shall:

- consist of six (6) to eleven (11) members;
- include at least one (1) Board member;
- include members with relevant expertise (e.g. grantmaking, program delivery, climate, finance, community engagement)
- include between 42.5% and 50% of members with demonstrated expertise in developing and/or implementing strategies or projects to achieve regional GHG emissions in the Greater Toronto and Hamilton Area.

Members are appointed by the Board, having regard to the skills and composition requirements. Unless otherwise determined by the Board:

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- members are appointed for terms of up to four (4) years and may be reappointed, generally for a maximum of two consecutive terms;
 - members continue to serve until a successor is appointed;
 - the Board may appoint members for shorter terms or remove or replace members at its discretion.

The Chair of the Board is an ex officio, non-voting participant, unless appointed as a voting member.

3. Chair

The Chair shall:

- be a member of the Board and appointed by the Board;
- preside over meetings;
- set meeting agendas with TAF staff; and
- report to the Board on Committee activities and recommendations.

4. Duties and Accountabilities

The Committee shall:

- review grant proposals and make recommendations to the Board for approval, including funding amounts and any conditions, ensuring that all recommendations are consistent with established eligibility criteria, applicable funding requirements and TAF's approved grant-making policies;
- review program funding proposals and provide input to staff in support of the planning and presentation of annual budgets for Board approval;
- review program funding proposals and make recommendations to the Board, including any associated terms and conditions, as required by governance processes;
- provide strategic advice to the Board on grants and programs priorities and direction;
- monitor the performance of funded activities and identify material risks or issues; and
- provide input to TAF staff, as appropriate, in support of effective program implementation.

5. Conduct, Conflict of Interest and Confidentiality

Members shall:

- comply with the *Municipal Conflict of Interest Act*;
- disclose conflicts and recuse where required;
- maintain confidentiality of non-public information; and
- act in the best interests of TAF.

6. Meetings

The Committee will:

- meet at least three (3) times per year, or more frequently as required;
- conduct its proceedings in compliance with the open meeting requirements set out in the *Toronto Atmospheric Fund Act*, *City of Toronto Act, 2006*, and the *Municipal Act, 2001*, and in

accordance with TAF by-laws and the procedural requirements set out in the TAF–City Relationship Framework; and

- receive administrative and procedural support from TAF staff, who are responsible for coordinating meetings, preparing agendas and materials, and supporting records of proceedings.

Agendas and materials will be distributed in advance of meetings, where practicable.

7. Reporting, Administration and Review

Members are not remunerated but may be reimbursed for reasonable out-of-pocket expenses in accordance with TAF policies.

These Terms of Reference shall be reviewed periodically and updated as required.

The Committee shall assess its effectiveness at least every two years and identify any recruitment, training, or support needs.