

MANDATE OF THE CHAIR OF THE BOARD OF DIRECTORS

INTRODUCTION

The Chair of the Board of Directors (“Board”) is responsible for leading the Board in fulfilling its duties under its Board Charter to set the strategic direction and policies regarding the business and operations of Toronto Community Housing Corporation (“TCHC”).

The Chair of the Board will have the authority to engage independent legal counsel, consultants or other advisors, with respect to any issue, or to assist him or her in fulfilling his or her responsibilities without consulting or obtaining approval of any officer of TCHC. TCHC will provide appropriate funding to such advisors that are necessary or appropriate in carrying out the Chair’s duties.

DUTIES AND RESPONSIBILITIES

The Chair of the Board will have the following specific responsibilities.

1.1 Functioning of the Board

- a) Chairing Board meetings and ensuring that Board functions are effectively carried out.
- b) Setting the agenda for Board meetings in consultation with the President and Chief Executive Officer (“CEO”) based upon input from Directors and the Corporate Secretary.
- c) Ensuring the Board has adequate resources, including the flow of information and reviewing the adequacy and timing of materials to enable it to make informed decisions.
- d) Ensuring the Board is appropriately approving strategy and supervising management’s progress against achieving such strategic goals.
- e) Chairing the Board meetings and ensuring that appropriate time is allotted during Board meetings for the effective discussion of agenda items and key issues and concerns.

- f) Communicating with the Board to keep it up to date on major Board developments, including timely discussion of potential developments.
- g) Facilitating the candid and full discussion of all key matters that come before the Board, ensuring decisions are made on a sound and informed basis.
- h) Building consensus, fostering effectiveness and developing teamwork within the Board.

1.2 Committees

- a) In consultation with the Governance, Communications and Human Resources Committee (“GRHRC”) and taking into account the preferences, skills and experience of each Director, making recommendations as to Committee membership and Committee Chairs, for approval by the Board.
- b) Recommending the formation of Committees for approval by the Board and facilitating the integration of the Committees’ activities within the work of the Board.
- c) Providing high-level advice and guidance to Committee Chairs.
- d) Serving as an ex-officio member of all Board committee except as otherwise determined by the Board.

1.3 Director Evaluation and Development

- (a) Working with directors and GCHRC to ensure that director orientation and development programs meet the needs of the Board. Ensuring new Directors are provided with orientation and briefing materials.
- (b) Initiating performance discussion with individual directors when requested by the President and CEO or GCHRC.
- (c) Evaluating the Board effectiveness and suggesting improvements.

- (d) Providing input to the Shareholder regarding Board Chair succession planning.
- (e) Annually establishing goals for the Board and for him or herself and reviewing such goals with the GCHRC and the Board

1.4 Relations with Shareholders and Other Stakeholders

- (a) Providing leadership to the Board in carrying out its responsibilities to the Shareholder.
- (b) Facilitating communications between the Board and its Shareholder.
- (c) Facilitating the Board's efforts in establishing practices to respond to feedback from the Shareholder and other stakeholders.
- (d) In consultation with management, responding to the Shareholder's concerns regarding governance issues or other issues relating to the Board.

1.5 Management Relations

- (a) Acting in an advisory capacity on behalf of the Board to the President and CEO.
- (b) Managing the relationships between management (through the President and CEO) and the Board, ensuring the President and CEO is aware of the concerns of the Board.
- (c) Establishing and reviewing the President and CEO's performance targets and objectives and reviewing his or her assessments in conjunction with the GCHRC.

Non-Exhaustive List: In addition to the foregoing list of duties, the Chair of the Board may perform such other functions as may be necessary or appropriate in the circumstances as delegated by the Shareholder.

Amendment: This Mandate may be amended by the Board.

Approval Date: February 27, 2019
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