

Canada Media Fund/Fonds des Médias du Canada

Governance and HR Committee Charter

A Mandate

The primary function of the Governance and HR Committee (the “Committee”) is to assist the Board of Directors of the Canada Media Fund/Fonds des médias du Canada (the “Corporation”) in fulfilling its responsibilities with respect to corporate governance and human resources management.

B. Authority

The Committee shall have all authority necessary to fulfill the duties and responsibilities assigned to the Committee in this Charter or otherwise assigned to it by the Board. The Committee shall have unrestricted access to management and employees and has the authority to select, retain and terminate, at the Corporation’s expense, independent external advisors as it determines are necessary in the performance of its duties, with prior notification of such retention to be provided to the Audit Committee.

C. Membership

1. The Committee shall be comprised of at least three Directors.
2. Members and the Chair of the Committee shall be appointed by the Board.
3. The Corporate Secretary shall be secretary of the Committee.

D. Meetings

1. The Committee will meet at least once each calendar quarter. Any member of the Committee may call a meeting of the Committee.
2. The quorum for each meeting is a majority of members (present in person or by telephone). In the absence of the Chair of the Committee, the other members of the Committee may appoint one of their members as chair of a meeting. The chair of a meeting shall not have a second or casting vote.
3. The Chair of the Committee or his or her delegate shall report at the next meeting of the Board following each meeting of the Committee. The Committee reports to the Board on its activities, findings and recommendations.

4. The Chair of the Committee and the appropriate members of the Corporation's management, are responsible for developing the Agenda for the meetings. The Agenda and the related briefing materials will be provided in advance to the members to allow members an appropriate period of time to prepare for the meeting.
5. Each meeting will include an in-camera session without management present, unless the members of the Committee determine that this is not necessary.
6. The Committee will invite officers and employees of the Corporation, and outsiders with relevant experience and expertise, to attend or participate in its meetings if it considers this appropriate.

E. Duties and Responsibilities

1. Corporate Governance

The Committee shall be responsible for assisting the Board to maintain high standards of corporate governance. The Committee shall have the following duties in regards to corporate governance:

- (a) Develop, and review at a minimum, once every two years, a set of corporate governance principles and policies applicable to the Corporation and recommend such principles and policies, and changes, to the Board;
- (b) Review, at a minimum, once every two years, the Code of Business Conduct and make recommendations to the Board;
- (c) Monitor the Corporation's compliance with its corporate governance principles and policies and, in regards to the Code of Business Conduct, for which the Audit Committee has primary responsibility for monitoring compliance, consult with and advise the Audit Committee;
- (d) Review, as appropriate, corporate governance issues and trends to identify best practices and make recommendations to the Board;
- (e) Develop, recommend to the Board, and oversee a process for assessing the effectiveness and contribution of the Board and each Committee at least annually, taking into consideration the Board Charter and the Charter of each Committee;
- (f) Develop, recommend to the Board, and oversee a process for individual director peer review;
- (g) Develop, recommend to the Board, and oversee a process for assessing the competencies of each director to establish the competencies of the Board as a whole;
- (h) Review and provide oversight of the director orientation process which assists new directors in fully understanding the nature and operations of the Corporation, explains the role of the Board and its committees and the individual contributions directors are expected to make;

- (i) Review at a minimum, once every two years the charters of the Board and each Committee (in consultation with the Audit Committee for the Audit Committee Charter) and make recommendations to the Board; and
- (j) Review and approve any public disclosure of corporate governance procedures, including the annual report.

2. Human Resources

The Committee shall have the following duties in regards to human resources management:

- (a) Review and approve on an annual basis the corporate goals and objectives relevant to the compensation of the President and Chief Executive Officer of the Corporation ("CEO"). The Committee shall evaluate at least once a year the CEO's performance in light of established goals and objectives and, based on such evaluation, shall, together with the other members of the Board, determine and approve the CEO's annual compensation;
- (b) Review on an annual basis management's long-range planning for executive development and succession, review and recommend to the Board the Executive Team Succession Policy and CEO succession plan;
- (c) With respect to executive management of the Corporation, review, approve and recommend to the Board for approval:
 - i. the process for performance reviews;
 - ii. compensation plans;
 - iii. the structure of executive management;
- (d) Review at a minimum, once every two years the position descriptions for the President & CEO, the Board Chair and the Committee Chairs;
- (e) Consult with the CEO regarding new candidates for employment in executive management positions, other than the Corporation's chief operations officer (which is the Audit Committee's responsibility);
- (f) Review and consider, from time to time, staff compensation policies and the funding and administration of the employee benefit plans of the Corporation;
- (g) Review and recommend to the Board the annual increment for staff salary increases; and
- (h) Perform other review functions relating to management compensation and human resources policies as the Committee determines are appropriate.

3. Additional Responsibilities

The Committee shall have the following additional responsibilities:

- (a) Develop, recommend to the Board, and oversee a policy for director development and continuing education at a minimum every two years.
- (b) Review annually, and recommend to the Board changes to, the Corporation's mechanisms for receiving and addressing stakeholder feedback.
- (c) Review annually the outcome of applicant issues addressed by the Internal Review Committee, appeals to the CMF Appeals Committee and issues reviewed pursuant to the PE Dispute Resolution Process.
- (d) Review annually compliance with the Consultation Process Policy and report to the Board.
- (e) Facilitate an annual process to evaluate the performance of the Board, and make recommendations to the Board identifying areas for improvement and/or education and development.
- (f) Perform other activities related to this Charter as requested by the Board.
- (g) Annually undertake a review and performance evaluation of itself with the Board against the mandate set out in this Charter and confirm annually that all responsibilities outlined in this Charter have been carried out.

Approved by the Board on June 26, 2024

This document may have been translated from the language in which it was originally drafted. In the event of a discrepancy between the English and French language versions of this document, the version in the original language of drafting shall prevail.