

Mandate	Timing	April	May	June	Sept	Oct	Nov	Jan	Feb	March
<b>HUMAN RESOURCES</b>										
Review: <ul style="list-style-type: none"> <li>Recruitment, appointment and termination of senior executives</li> <li>Succession/Talent Management Program</li> <li>Compensation structure for executives and non-executive employees</li> <li>Positioning of senior executive salaries in the market</li> </ul>	As needed									
Review CEO recommendations re: <ul style="list-style-type: none"> <li>discretionary bonuses and performance for senior executives</li> <li>discretionary bonuses to staff, and annual salary increases</li> </ul>	Annually									
Assist Board re performance evaluation of CEO	Annually									
Review executive compensation disclosure before it is released	Annually									
Ensure procedures in place for review of expenses of CEO and direct reports	Annually									
Review HR policies	2-year cycle									
<b>GOVERNANCE</b>										
Review agenda for all Board meetings	Before mtg									
Oversee development and implementation of governance standards and best practices	As needed									
Review and recommend structure and membership of Committees	As needed									
<ul style="list-style-type: none"> <li>Develop mandates of Committees</li> <li>Develop and review position descriptions of the Chair and CEO</li> </ul>	As needed									
Review and recommend Directors' and Officers' indemnification and third-party liability insurance coverage	Annually									
Oversee Board calendar and work plan	Annually, revise as needed									

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Review compliance with public meeting laws, including policies, practices and By-Law No. 2	Annually									
Review and recommend: • WT articles and by-laws • Code of Conduct and Conflict of Interest Procedures • Board policies	Periodically									
Apply Code of Conduct and Conflict of Interest Procedures to any alleged breach	As required									
• Review Chairs Committee mandate and performance • Assess, report and recommend re composition and effectiveness of the Board, Committees, and members	Annually									
Consider Board composition and succession and propose candidates to shareholders	As needed									
Review and recommend remuneration of directors	[Cttee to advise]									
Oversee director orientation	As needed									
<b>GOVERNMENT RELATIONS</b>										
Review and make recommendations re WT relationship with City, provincial and federal governments	[Cttee to advise]									
Monitor and review WT activities re accountability to government shareholders	[Cttee to advise]									
Monitor and harmonize relations and activities among WT, governments, agencies, and public-sector organizations with waterfront mandates	[Cttee to advise]									

**NOTES**

- COO; HR approvals (Rose to advise re timing)
- Complete governance restructuring
- Board Contract
- New director(s)
- Board meetings scheduled: May 10 and 30(Q), June 14(Q) and 28, October 11 and December 6
- Chairs meetings scheduled: April 18, June 14, Sept 27, Nov 13; **May meeting to be scheduled; meeting in October?**
- Chairs meetings were held in Jan, Feb and March of 2018 so work plan assumes this for 2019