



EQUITY, DIVERSITY & INCLUSION COMMITTEE

OF JAZZ.FM91 INC. (the “Corporation”)

TERMS OF REFERENCE

Purpose: The Equity, Diversity & Inclusion Committee’s role is to provide guidance to the board and management regarding initiatives that honour the roots of jazz, and to use our platform to be a leader in finding solutions to combat anti-Black systemic racism and other forms of bias.

Key Accountabilities: The Equity, Diversity & Inclusion Committee is accountable for the following:

1. **Program Guidance** – review management’s approach to equity, diversity & inclusion in on-air and community programming strategies
2. **Goals** – with management, set diversity goals for the team, and oversee plans to achieve those goals
3. **Resource** – serve as a resource to the Board as a whole, individual directors, or other Board Committees, including how best to incorporate equity, diversity & inclusion in mandates, goals and initiatives, where applicable
4. **Oversight** – oversee the preparation by management of an annual report on the status of equity, diversity and inclusion at the station.

Composition:

Composition - The Committee shall be composed of no less than 3 members or such number as is determined by the Board from time to time, a majority of which will be members of the Board of Directors. The General Manager of the station shall be a member of this Committee.

Appointment and Term - The members of the Committee shall be appointed by the Board and each shall serve for a three year term from the date of such appointment or, in the case of a director, until the expiry of such director’s term in office, pursuant to the Corporation’s By-laws, whichever comes first, unless the individual resigns as a Committee member, is removed, or ceases to be a director.

Committee Chair - A Chair will be appointed by the Board upon recommendation of the Governance and Nominating Committee, failing which the members of the Committee may designate a Chair by majority vote.

Access to Information – The Committee may access management, and/or make requests to management for information necessary to carry out its responsibilities, through the General Manager of the station who is a member of this Committee.

Meetings - The Committee shall meet a minimum of two times annually, or more frequently as circumstances dictate. Any member of the Committee may make a request to the Chair for a Committee meeting or any part thereof to be held without management present.

In consultation with the Chair of the Board, the Committee may invite to its meetings any director, member of management or such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

Reporting – The Committee, through its Chair unless otherwise agreed by Committee members, will report to the Board at least once per year.

Effective Date: December 10, 2020