



GOVERNANCE AND NOMINATING COMMITTEE OF JAZZ.FM91 INC. TERMS OF REFERENCE

Purpose: The Governance and Nominating Committee's role is to oversee the governance structure of the Board, including the director nomination process, of JAZZ.FM91 Inc. (the "Corporation").

Key Accountabilities: The Governance and Nominating Committee is accountable for the following:

1. **Director Nomination Process** – recommends to the full Board, nominees for election as directors, either to fill vacancies or the slate of directors to be put forward to Members at each annual general meeting of members;
2. **Board Succession Planning** – oversees Board and Committee succession planning, including identifying key skill requirements of Board members from time to time, and maintaining an evergreen list of possible recruits;
3. **Orientation/Education** - develop a director orientation and ongoing education program for the Board;
4. **Governance Policies** – oversees the development, implementation and effectiveness of all/any governance-related policies of the Corporation (e.g. Code of Conduct, conflicts of interest, communications policy, privacy policy etc);
5. **Board Effectiveness** – manages an annual board effectiveness review process, with a view to making recommendations to the Board for the maintenance and enhancement of the effectiveness of the board governance structure

Composition:

Independence - The Committee meets without management present for all or a portion of each regularly-scheduled meeting.

Composition - The Committee shall be composed of no less than 3 members of the Board of Directors or such number as is determined by the Board from time to time.

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 until the expiry of such directors' term in office, pursuant to the Corporation's By-laws, whichever comes first, unless the director 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 this 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, via the Chair of the Board.

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: July 9, 2020