



HUMAN RESOURCES COMMITTEE OF JAZZ.FM91 INC. TERMS OF REFERENCE

Purpose: The Human Resources Committee’s role is to oversee the performance, evaluation and remuneration of key management personnel of JAZZ.FM91 Inc. (the “Corporation”).

Key Accountabilities: The Human Resources Committee is accountable for the following:

1. **Goals/Objectives** – recommends to the board for approval, the annual goals and objectives for key management of the station
2. **Performance Assessment** - annually assesses the performance against set goals and objectives, including feedback from numerous sources (e.g. Pulse reports, Board feedback)
3. **Remuneration** - recommends to the board the annual remuneration for key members of management
4. **Succession Planning** – develops and oversees a management succession plan

Composition:

Independence - The Committee meets without management present for all or a portion of each regularly-scheduled meeting. The Chair of the Board shall be a member of this Committee.

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 twice per year.

Effective Date: July 9, 2020