



Corporate Governance Committee Charter

1.0 PURPOSE

The overall purpose of the Corporate Governance Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Six Nations of the Grand River Development Corporation (the "**SNGRDC**") is to:

- 1.1. provide a focus on corporate governance that will enhance corporate performance;
- 1.2. assist the SNGRDC in its corporate governance responsibilities under applicable law and otherwise, including to adhere to:
 - a. the Statement of Economic Development Group Guiding Principles; and
 - b. the Statement of Community Needs and Priorities for the Economic Development Trust and the SNGRDC; and
- 1.3. establish criteria for Board and committee membership, recommend composition of the Board and its committees, and, as circumstances arise, to assess directors' performance.

2.0 COMPOSITION, PROCEDURES AND ORGANIZATION

- 2.1. The Committee shall be a Committee of the Whole of the Board of Directors..
- 2.2. The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Committee for the ensuing year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.
- 2.3. Unless the Board shall have appointed a chairperson (the "Chair") of the Committee, the members of the Committee shall elect a chair from among their number.
- 2.4. The Chair will appoint a secretary of each meeting of the Committee, who need not be a member of the Committee and who will maintain the minutes of the meeting.

- 2.5. A quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and hear each other.
- 2.6. The Committee shall have access to such officers and employees of the SNGRDC, its external auditor and legal counsel, and to such information respecting the SNGRDC, and may engage separate independent counsel and advisers at the expense of the SNGRDC, as approved by the Board, all as it considers to be necessary or advisable in order to perform its duties and responsibilities.

3.0 MEETINGS

The Committee shall meet no less than twice per year and otherwise as necessary. Any member of the Committee may call a meeting of the Committee. The Committee shall hold in camera sessions without the presence of management at each meeting.

4.0 DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Committee shall be as follows:

- 4.1. to develop and monitor the SNGRDC's overall approach to corporate governance issues and, subject to approval by the Board, to implement and administer a system of corporate governance which reflects strong corporate governance practices;
- 4.2. to periodically review and assess the adequacy of the SNGRDC 's corporate governance practices and develop and recommend to the Board for adoption additional or revised practices as appropriate;
- 4.3. to report annually to the Board and the Advisory Committee, and be available at the SNGRDC's annual report to shareholders, on the SNGRDC's system of corporate governance and the operation of its system of governance, having reference to prevailing standards for corporate governance;
- 4.4. to analyze and report to the Board regarding the relationship of each director to the SNGRDC and the shareholders and as to whether such director is an independent director or a non-independent director;
- 4.5. to determine the appropriate committee structure of the Board;
- 4.6. to advise the Board or any of the committees of the Board of any corporate governance issues which the Committee determines ought to be considered by the Board or any such committee;

- 4.7. to review with the Board, on a regular basis but not less than annually, the role of the Board, the mandate of the Board and the charter of each of the committees of the Board and the methods and processes by which the Board fulfills its duties and responsibilities, including without limitation:
- 4.8. the number and content of meetings;
- 4.9. the annual schedule of issues to be presented to the Board at its meetings or those of its committees;
 - a. develop an annual work plan;
 - b. material which is to be provided to the directors generally and with respect to meetings of the Board or its committees;
 - c. resources available to directors; and
 - d. the communication process between the Board and management;
- 4.10. to establish and administer a process (including a review by the Board and discussion with management) for assessing the effectiveness of the Board as a whole and the committees of the Board (including this Committee) and making recommendations for improving effectiveness;
- 4.11. to propose to the Board, annually, the assignment of members to the committees of the Board and the chair for each committee;
- 4.12. from time to time, as the Committee deems appropriate, to evaluate the size, composition, membership qualifications, scope of authority, responsibilities, reporting obligations and charters of each committee of the Board;
- 4.13. at the request of the Board, to provide advice regarding any request by a committee or an individual director to engage separate independent counsel or advisers at the expense of the SNGRDC, as approved by the Board;
- 4.14. in consultation with the Board and the Advisory Committee, to recommend criteria for Board membership and Board composition, and recommend a process for the selection of new Board members and if appropriate the appointment and removal of Board members, factoring in the skills and competencies each existing director possesses and the skills and competencies the Board should possess, all as approved by the Advisory Committee;
- 4.15. to assess the performance and contribution of individual directors;

- 4.16. to ensure that all new directors receive a comprehensive orientation upon joining the Board and that an appropriate education program is in place to encourage directors to enhance their skills as directors and ensure that their knowledge of the SNGRDC's business remains current; and
- 4.17. to annually review the appropriate skills and competencies required of Board members and identify any proposed needs, and propose to the Board and the Advisory Committee the directors to be nominated for re-appointment to the Board and, if appropriate, identify and recommend to the Advisory Committee new nominees to the Board.

5.0 CHAIR OF THE COMMITTEE

The Chair of the Committee shall be governed by the Committee Chair Position Description- Advisory Committee, Board of Directors, Board of Trustees, Joint Committees.

6.0 REVIEW OF CHARTER

The Committee will periodically (at least annually) review this Charter and the SNGRDC's Articles in light of existing corporate governance trends, and recommend any proposed changes for adoption by the Board or, if applicable, submission by the Board to the SNGRDC's shareholders.

Last reviewed and approved by the Interim Board of Directors on April 27, 2015.

First reviewed and approved by the Board of Directors on December 1, 2015.

Last reviewed and approved by the Board of Directors on June 6, 2017.