

OCHC Corporate Performance Committee Terms of Reference

Role/Delegation of Authority	The Board of Directors delegates authority to the Corporate Performance Committee to advise the Board on matters relating to the Board's governance structure and processes, corporate strategic planning, and implementation.
Responsibilities	<p>The Corporate Performance Committee will support the Board of Directors in implementing an effective governance and management model. The Committee will provide strategic and policy direction to oversee:</p> <ol style="list-style-type: none"> 1. Shareholder relations and governance performance 2. Development and evaluation of corporate policies and procedures 3. Strategic planning and performance tools 4. Information management and technology 5. Human resources and talent management 6. Corporate communications 7. Legal
Membership and Voting	<p>The Corporate Performance Committee consists of six (6) to eight (8) members. Members are appointed by the Board for an initial term of one (1) year with the option of additional appointments of two (2) or (3) year terms.</p> <p>All members of the Committee are voting members.</p>
Chair	<p>The Committee Chair will be a member of the Board appointed by the Board of Directors.</p> <p>In the planned absence of the Committee Chair at a meeting, the Chair will delegate a committee member to act as Chair. If the Chair has not delegated an acting Chair, the members present at a meeting shall select one of the members present to act as chair.</p>
Frequency of Meetings	Meetings will take place in advance of Board meetings, and as required by the Committee Chair.
Quorum	Quorum is a simple majority (50%+1) of the total members of the Committee.
Resources	<p>Staff support will be provided by senior staff as directed by the Chief Executive Officer.</p> <p>The Committee may also seek help from external subject matter experts as necessary.</p>

Reporting	The Committee will receive specific reports in support of the agenda and will forward for Board approval where appropriate.
Last Review Date	January 2022