

Briefing Note: For Information

To: Governance, Communications and Human Resources Committee

From: Darragh Meagher
General Counsel and Corporate Secretary

Date: January 9, 2023

Re: Governance Committee Meeting of April 20, 2022
Business Arising from Action Items

At the Governance, Communications and Human Resources Committee meeting of April 20, 2022, the Committee requested that Strategic Procurement review the procurement process in order to identify opportunities to enable mid-sized vendors to participate in contract competition, and to report back to the GCHRC.

Based on a review of the GCHRC Charter, the Committee has not been assigned oversight responsibilities, by the Board, that would encompass TCHC's procurement processes. The oversight responsibilities of the GCHRC extend to:

- Corporate governance;
- Human resources, executive compensation, and succession planning;
- Stakeholder relations and corporate communications; and
- Corporate compliance.

The Board's Building Investment, Finance and Audit Committee ("BIFAC") is delegated, by the Board, responsibility for:

- Capital Funds and investments (with an Advisory Committee, if needed);
- Capital projects, real property and building revitalization;
- Building state of repair and environmental sustainability;
- Budget, Financial Reporting and Financial Statements;
- Subsidiaries and joint ventures;
- Internal Audit, Accounting Systems and Internal Controls;
- External Audits;
- Financial Compliance;
- Financial and Fraud Risk;
- Information Technology;
- Enterprise Risk Management;
- Insurance; and

- Delegated Financial authority: \$5 million.

In the context of the oversight responsibility, delegated to BIFAC by the Board, the BIFAC Charter provides that it fulfills that responsibility by:

- Reviewing and approving the Internal Audit work plans and reports and advising the Board, as appropriate, on the adequacy, accuracy, timeliness and reliability of financial reports and on the efficacy of internal accounting, auditing, and management control systems and procedures.

The request made at the April 20, 2022 appears to fall more appropriately into the jurisdiction of the BIFAC. For this reason, this Action Item has been added to the Action Items of the BIFAC meeting for January 27, 2023.