

CHARTER OF THE COMMUNICATIONS AND OUTREACH COMMITTEE OF THE BOARD OF DIRECTORS OF THE TORONTO PORT AUTHORITY

DEFINITIONS AND INTERPRETATION

1. DEFINITIONS

In this Charter:

- (a) “Board” means the board of directors of the Port Authority;
- (b) “C&O Chair” means the chair of the C&O Committee;
- (c) “C&O Committee” means the communications & outreach committee of the Board;
- (d) “Charter” means this charter of the Communications and Outreach committee of the Board;
- (e) “CMA” means the Canada Marine Act;
- (f) “Director” means a member of the Board; and
- (g) “Port Authority” means Toronto Port Authority.

2. INTERPRETATION

The provisions of this Charter are subject to the provisions of the Port Authority’s Letters Patent, by-laws and to the applicable provisions of the CMA, its regulations and other applicable legislation, all as amended from time to time.

CONSTITUTION AND FUNCTIONING OF THE COMMITTEE

3. CONTINUATION OF THE COMMUNICATIONS AND OUTREACH COMMITTEE

The C&O Committee is hereby continued with the constitution, function and responsibilities herein set forth.

4. PURPOSE

The primary purpose of the C&O Committee is to assist the Board with respect to the Port Authority’s communications strategies and community outreach efforts.

5. APPOINTMENT AND REMOVAL OF MEMBERS OF THE C&O COMMITTEE

- (a) Board Appoints Members. The members of the C&O Committee shall be appointed by the Board.
- (b) Annual Appointments. The appointment of members of the C&O Committee shall take place annually at the first meeting of the Board after the Annual Meeting, provided that, if the appointment of

members of the C&O Committee is not so made, the Directors who are then serving as members of the C&O Committee shall continue as members of the C&O Committee until their successors are appointed.

(c) Vacancies. The Board may appoint a member to fill a vacancy which occurs in the C&O Committee.

(d) Removal of Member. Any member of the C&O Committee may be removed from the C&O Committee by a resolution of the Board.

6. NUMBER OF MEMBERS

The C&O Committee shall consist of three or more Directors or if there are fewer than three members of the Board then the C&O Committee shall consist of all Board members. It is desirable that the members of the C&O Committee will possess sufficient knowledge in the areas of communications, government relations and community outreach or be willing and able to acquire such knowledge soon after joining the C&O Committee.

C&O COMMITTEE CHAIR

7. BOARD TO APPOINT C&O CHAIR

The Board shall appoint the C&O Chair from among the members of the C&O Committee or, if it fails to do so, the members of the C&O Committee shall appoint the C&O Chair from among its members.

8. C&O CHAIR TO BE APPOINTED ANNUALLY

The appointment of C&O Chair shall take place annually at the first meeting of the Board after the Annual Meeting, provided that if the appointment of the C&O Chair is not so made, the Director who is then serving as C&O Chair shall continue as C&O Chair until his or her successor is appointed.

C&O COMMITTEE MEETINGS

9. QUORUM

A quorum of the C&O Committee shall be a majority of the members.

10. SECRETARY

The C&O Chair shall designate from time to time a person who may, but need not, be a member of the C&O Committee, to be Secretary of the C&O Committee. If no other person is designated, the Secretary of the Committee shall be the Secretary of the Board. The Secretary of the C&O Committee shall attend and be the secretary of all meetings of the C&O Committee and shall enter or cause to be entered into records kept for that purpose minutes of all such proceedings.

11. TIME AND PLACE OF MEETINGS

The time and place of the meetings of the C&O Committee and the calling of meetings and the procedure in all things at such meetings shall be determined by the C&O Committee; provided, however, the C&O Committee shall meet at least quarterly.

12. IN-CAMERA MEETINGS

As part of each meeting of the C&O Committee, the C&O Committee shall meet separately without any other person being present.

13. RIGHT TO VOTE

Each member of the C&O Committee shall have the right to vote on matters that come before the C&O Committee.

14. INVITEES

The C&O Committee may invite Directors, officers and employees of the Port Authority or any other person to attend meetings of the C&O Committee to assist in the discussion and examination of the matters under consideration by the C&O Committee.

AUTHORITY OF C&O COMMITTEE

15. RETAINING AND COMPENSATING ADVISORS

The C&O Committee shall have the authority to engage independent counsel and other advisors in its sole discretion as the C&O Committee may deem appropriate in order to discharge its duties. Provided that the fees of such advisor are reasonably expected to be less than \$25,000 the C&O Committee shall not be required to obtain the approval of the Board in order to retain or compensate such advisor. The retention of any such advisors shall be exempt for the procedures set out in the Port Authority's purchasing/procurement policy.

16. RECOMMENDATIONS TO THE BOARD

The C&O Committee shall have the authority to make recommendations to the Board, but shall have no decision-making authority other than as specifically contemplated in this Charter.

SPECIFIC DUTIES AND RESPONSIBILITIES

17. SPECIFIC DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the C&O Committee are to assist the Board with respect to:

- (a) the Port Authority's interaction, relationship and reputation with the community;
- (b) the Port Authority's governmental, media and public relations strategies;

- (c) the Port Authority's image and strategies to brand the Port Authority;
- (d) the qualifications and performance of any governmental, media and public relations consultants and related service providers;
- (e) the Port Authority's communication plans and review and discuss with management, communication tools such as the Port Authority's website and other internet communication features;
- (f) review the performance of the Community Liaison Committee; and
- (g) review and approve at certain levels contributions and donations in accordance to the Charitable Contributions, Donations and Promotion Policy.

OTHER MATTERS

18. ANNUAL PERFORMANCE EVALUATION

On an annual basis, the C&O Committee shall follow the process established by the Board for assessing the performance and effectiveness of the C&O Committee.

19. CHARTER REVIEW

The C&O Committee shall review and assess the adequacy of this Charter annually and recommend to the Board any changes it deems appropriate.

20. REGULAR REPORTING

The C&O Committee shall report to the Board at the Board's next meeting the proceedings at the meetings of the C&O Committee and all recommendations made by the C&O Committee at such meetings.

21. OTHER FUNCTIONS

In addition to the activities described above, the C&O Committee will perform such other functions as may in its opinion be necessary or appropriate under the CMA, other applicable law, the Port Authority's charter and by-laws, and the resolutions and other directives of the Board.

22. DIRECTORS' FEES

No member of the C&O Committee may earn fees from the Port Authority or any of its subsidiaries other than directors' fees. For greater certainty, no member of the C&O Committee shall accept, directly or indirectly, any consulting, advisory or other compensatory fee from the Port Authority.