



## Environmental, Social and Governance (ESG) Committee Terms of Reference

**Committee Chair:**

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**Members:**

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**Staff Liaisons:**

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### Purpose of the Committee:

Be a resource to CREA's Board of Directors on environmental, social and governance (ESG) related matters, providing strategic direction on policies, practices and programs through which CREA may address prioritized ESG issues, risks and opportunities.

### Responsibilities of the Committee:

- Develop and implement an annual workplan to advance, measure and report on CREA's priority ESG issues, which are material and strategically significant to CREA and its membership, as identified during ESG Discovery.
- Recommend ESG-related policies, practices and/or programs to the Governance and Bylaws Committee and Board of Directors, as needed, and oversee their development and implementation.
- Monitor, research and report to the Board of Directors on evolving ESG issues and their implications for the real estate industry in Canada.
- Recommend ESG-related risks to the Audit and Risk Management Committee for consideration.
- Maintain and oversee CREA's national REALTORS Care® program, as well as policies and practices relating to community investment, volunteerism and philanthropy.
- Be responsible for initiating national REALTORS Care® fundraising campaigns following inquiries and/or requests from the REALTOR® community.



- On behalf of the Committee, the Chair will attend Governance and Bylaws Committee and Audit and Risk Management Committee meetings, when appropriate, to provide briefings and ensure alignment on common interests and responsibilities.

### **Accountability:**

The Committee is accountable to the Board of Directors.

### **Committee Membership:**

Up to 12 Committee members comprised of:

- A minimum of 1 CREA Director;
- Up to 11 REALTOR® members or Staff Representatives; and
- Up to 2 other persons who have experience or expertise on a non-profit board or on ESG or charitable matters.

An appropriate level of committee continuity should be assured to sustain overall committee competence, effectiveness and efficiency in carrying out these terms of reference and the committee's work plan.

### **Membership Criteria:**

A member of the Committee should:

- Have an interest in advancing ESG issues at CREA and within its spheres of influence;
- Be committed to continuous learning about rapidly evolving ESG issues and their implications for the real estate community;
- Bring a strategic perspective to ESG issues; and
- Have availability for the anticipated time commitment.

### **Voting:**

Business arising at any meeting of this committee shall be decided by a majority of votes. The Committee Chair shall not have a vote except in the case of a tie. No Committee member shall be entitled to vote by proxy.



**Quorum:**

A quorum shall consist of more than 50% of the voting membership of the Committee.

**Resources:**

Resources and support services will be provided through the office of the CEO, as approved by the Board of Directors.