

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

Current Chair:

Current Members:

Current Staff Liaison:

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.
- Oversee the activation and integration of CREA's social purpose.
- Recommend ESG-related policies, practices and/or programs to the 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.
- Liaise with the Audit and Risk Management Committee to ensure ESG risks are accounted for in CREA's Risk Register.
- Maintain and oversee CREA's national REALTORS Care® program, as well as policies and practices relating to CREA's national REALTORS Care® fundraising campaigns, community investment, volunteerism and philanthropy.
- Maintain and oversee CREA's Diversity, Equity and Inclusion (DEI) efforts.
- On behalf of the Committee, the Chair will attend Audit and Risk Management Committee meetings, when appropriate, to provide briefings and ensure alignment on common interests and responsibilities.

Accountability

The ESG 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 not-for-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.

Confidentiality

All committee members must adhere to CREA's confidentiality practices.

Conflict of Interest:

Committee members must comply with CREA's conflict of interest practices including but not limited to with respect to disclosure of any real or perceived conflicts of interest and recusal from meetings and/or meeting decisions where required by the practice.

Committee Assessment:

The committee will conduct an annual self-assessment to evaluate its performance and identify areas for improvement.

Annual Review:

These terms of reference shall be reviewed annually by the committee and amended as necessary with the approval of the Board of Directors (in the case of Board committees) or CEO (in the case of operational committees).