



# Diversity & Human Rights (DHR) Executive Steering Committee

Terms of Reference

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# DHR Executive Steering Committee

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## 1. Purpose of the Committee

The DHR Executive Steering Committee is sponsored by the Chief People Officer. The purpose of the committee is to oversee the strategic direction, development and implementation of human rights, diversity and inclusion policies, programs, plans and initiatives for TTC employees and customers.

## 2. Roles & Responsibilities

- 2.1. Committee members are responsible for bringing their understanding, knowledge and lived experience of diversity, inclusion and human rights issues to the committee.
- 2.2. Where deemed appropriate, committee members may be responsible for gathering input, information and views on relevant matters from the diverse groups they are representing, to share with the committee.
- 2.3. Committee members shall review, provide input, and recommend approval of TTC's 5-Year DHR Strategic Plan and initiatives to the Chief Executive Officer.
- 2.4. Committee members shall identify and help develop and implement new programs and initiatives to promote diversity, inclusion and human rights at TTC. This includes recommending mechanisms to monitor compliance and effectiveness of the new programs and initiatives.
- 2.5. Committee members are responsible for assisting and providing recommendations on understanding and addressing the needs of TTC's diverse employees and customers, including proactive barrier-removal.
- 2.6. Committee members are responsible for providing leadership and championing matters related to diversity, inclusion and human rights at TTC.
- 2.7. Committee members may be called upon to represent the committee and/or TTC as required on matters related to diversity, inclusion and human rights at TTC information and outreach functions.
- 2.8. Committee members shall work with DHRD staff where necessary to implement the committee's decisions.
- 2.9. Committee members shall commit to attending regular meetings.
- 2.10. All Committee members will be provided an opportunity to engage in dialogue with other members or guests, while being respectful of converging ideas and insights. No



member shall be made to feel undervalued or that their contribution or perspective is less important. No member shall intentionally undermine the ability of the Committee to move forward in making progress.

### **3. Membership and Attendance**

3.1. The committee shall be comprised of 14-19 voting members, including:

- 12-15 standing members representing different functional areas across TTC, such as the Chief of Staff's Office, Diversity and Human Rights, the People Group, Human Resources, Corporate Communications, Strategy and Customer Experience, Change Management, Materials and Procurement, Operations, Engineering, Construction and Expansion, Service Delivery, I.T.
- 2-4 rotating members, who are non-supervisory employees from varied work locations, with lived and/or professional experience representing the views and perspectives of the many diverse groups reflected in TTC's workplace: gender, disability, indigenous, race/colour/ancestry/ethnicity, LGBTQ+, age, creed/religion, and language, etc.

3.2. In addition to 2.1-2.2, executive representatives from TTC's unions will be invited to attend as guests to provide input on relevant issues as needed.

3.3. Standing members of the committee will be appointed by the Co-Chairs of the committee. If a standing member cannot attend a meeting, they must select an alternative representative to attend meetings in their absence.

3.4. Rotating members of the committee will be selected by the Co-Chairs of the committee through an application and selection process. The selection of rotating members shall also consider the representation of the various TTC groups and levels, including staff and unionized, as well as providing the potential for development experience for the member. Membership of rotating members is for a two-year term and is non-renewable.

3.5. Membership is voluntary and committee members will not be remunerated for participation. Committee members will be granted time away from their normal duties to attend committee meetings and perform any duties associated with the committee.

3.6. A list of current committee members will be listed on TTC's corporate governance site.

3.7. The Co-Chairs of the committee shall be Head, Diversity and Human Rights, and Manager, Diversity. The Co-Chairs of the committee will jointly facilitate the meetings, encourage participation from all committee members, develop and circulate the



agenda for meetings, and set meeting times and locations based on committee members' availability. The Co-Chairs will also provide diversity and human rights policy related support and strategic advice to the Committee.

- 3.8. Committee support will be provided by the Diversity and Human Rights Department. This will include preparing the agenda and materials, and providing general coordination such as taking and issuing meeting minutes, helping to set the meeting schedule, following up with committee members and others on issues relating to the committee functions, and keeping the committee's corporate governance site up to date, including the committee membership, meeting calendar and document repository.
- 3.9. Presenters/Leads at committee meetings are responsible for keeping track of their action items. Presenters/Leads are required to provide their meeting materials at least 5 business days in advance of the meeting.
- 3.10. Consistent with the governance principle of transparency and accountability, any TTC employee may attend committee meetings. However, just as the committee may at its discretion invite any employee or advisor to attend all or parts of its meeting, the committee may also close a part or all of its meeting where the subject matter is confidential or considered sensitive. Where confidential and/or sensitive information is discussed in camera, committee members shall treat that information as strictly confidential and shall not discuss, circulate or share that information outside of the committee.
- 3.11. The committee may form sub-committees and working groups as necessary to address specific issues. These sub-committees and working groups shall draw upon members from the committee, as well as outside resource members where necessary. Sub-committees and working groups will make recommendations to the committee.

#### **4. Quorum**

- 4.1. The quorum necessary shall be one Co-Chair, plus one-half of the standing members (or their appointed delegates) and one-half of the rotating members.
- 4.2. Committee members can be in attendance by conference call facility.
- 4.3. A duly convened meeting of the committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the committee.

#### **5. Frequency of meetings**

- 5.1. The Committee shall meet on a monthly basis or otherwise as required.



5.2. The Co-Chairs may cancel a meeting if it is determined there are insufficient items to discuss.

5.3. Length of meetings shall vary depending on the agenda, but will generally be 2 hours in length.

## **6. Committee Effectiveness**

The Committee shall undertake an annual review of its own performance and review its Terms of Reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Executive for approval.

## **7. Agenda**

7.1. Presenters/Leads are required to provide their meeting materials at least 5 business days prior to the commencement of the meeting to the Co-Chairs or committee support person. All committee members of the committee are eligible to submit agenda items.

7.2. The Co-Chairs or committee support person shall issue a draft agenda to the committee for input. The final agenda and meeting materials are to be issued at least 1-2 business days prior to the meeting.

7.3. Agendas shall have a section that provides a look ahead on future agenda items, such as presentations, proposals, policies, and board reports.

## **8. Minutes of Meeting**

8.1. Meeting minutes shall record the proceedings and resolutions of all committee meetings, including recording the names of those present and in attendance.

8.2. Meeting minutes shall be taken and issued by a committee support member of the DHRD, with approval by the Co-Chairs and the committee.

8.3. At the beginning of each meeting, the Co-Chairs shall ascertain the existence of any conflict of interest, and any such conflict shall be minuted accordingly.

8.4. Minutes and actions of committee meetings shall be circulated promptly to all committee members.

8.5. Action items are to be issued to Presenters/Leads within 5 business days after the completion of the meeting.



## **9. Amendments to the Terms of Reference**

The committee may recommend to the Chief Executive Officer any amendments to these Terms of Reference.



## Appendix 1: Document Control

### Revision History

Version	Issue Date	Author	Description
1.0	December 15, 2017	Karen Kuzmowich	Initial release

### Reviewers

Version	Reviewer, Title	Role	Date

### Document Owners / Contacts

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### Approval Signatures

Version	Approver, Title	Role	Signature	Date
1.0	Andy Byford	CEO		

