

EXECUTIVE COMPENSATION ADHOC COMMITTEE
TORONTO CATHOLIC DISTRICT SCHOOL BOARD
REPORT TO THE BOARD OF TRUSTEES PUBLIC SESSION
FEBRUARY 22, 2018

The Executive Compensation Adhoc Committee strives to do the right things in the right ways for the right reasons to be accountable to our public and to advise the Board of Trustees on the very significant matters of executive compensation.

The Committee recommends to the Board of Trustees that the following actions be adopted:

1. That a compensation policy be established to include a performance-related pay component of compensation for Executive staff;
2. That the Terms of Reference of the Executive Compensation Committee in Appendix A be adopted; and
3. That in compliance with legislation, that the Board approve the final Ministry-approved Executive Compensation Plan for the Toronto Catholic District School Board (TCDSB) and that the Board staff confirm that the final approved Plan is posted on the TCDSB's external website.

Trustee Nancy Crawford
Chair, Executive Compensation Adhoc Committee, TCDSB
February 22, 2018

APPENDIX A

Revised Terms of Reference for the Executive Compensation Adhoc Committee of the Toronto Catholic District School Board

The Executive Compensation Adhoc Committee of the Board of Trustees of the Toronto Catholic District School Board (“the Committee”) shall have the responsibilities, authority and duties described below:

1. The Committee reports to the Board of Trustees;
2. Following the approval of the Board of Trustees, the Committee shall have the authority to engage counsel and other advisors to assist and support the Committee, acting reasonably, as it determines necessary, to carry out its duties. This may include contracting with a compensation consulting firm, such as Mercer;
3. The Committee shall assist the Board of Trustees in fulfilling its oversight responsibilities in compliance with the *Broader Public Sector Executive Compensation Act 2014*, (the “BPSECA”) , the BPSECA Program Directive, the BPSECA Guide, and all other relevant legislation and directives;
4. The membership of the Committee is determined at the annual Caucus meeting of the Board of Trustees, as follows:
 - a. Voting members: no more than four Trustees, plus ex officios, the Chair and Vice Chair of the Board; and
 - b. Staff support and non-voting members: Director and the Superintendent of Human Resources.
5. The Committee shall be responsible for making recommendations to the Board of Trustees with respect to the following:
 - a. Develop a comprehensive statement of compensation philosophy, strategy and principles. The compensation philosophy shall reward the achievement of performance objectives that align with the TCDSB’s Multi-Year Strategic Plan;

- b. Research and study best practices in executive compensation and performance-related incentive compensation in the broader public sector;
 - c. Consult with other school boards that may be interested in exploring performance-related incentive compensation;
 - d. Support the Chair of the Board of Trustees in requests to the Minister of Education and/or the President of the Treasury Board, as applicable, in regard to executive compensation and performance-related incentive compensation. This may include requests for funds to obtain external expert compensation advice;
 - e. In consultation with the Director of Education, make recommendations regarding the targets for the performance-related incentive compensation plan, to be administered by the Board;
 - f. Assess annually the performance-related incentive compensation plan approved by the Board, and make recommendations regarding the performance-related incentive compensation to be paid to designated executives;
 - g. Review reports from the Director of Education regarding the performance and evaluation for other designated executives;
 - h. Review contracts of designated executives;
 - i. Where appropriate, make recommendations to the Board of Trustees regarding executive compensation policies;
 - j. Review and monitor the compensation of designated executives and recommend changes, where appropriate, to the Board of Trustees; and
6. The Committee shall consider such other matters as may be requested by the Board of Trustees.