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**EXECUTIVE COMMITTEE**

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**PURPOSE**

The purpose of the Executive Committee (the “Committee”) of the Board of Directors (the “Board”) of Metrolinx (the “Corporation”) is to provide a degree of flexibility and ability to respond to time sensitive business and legal matters between regularly scheduled Board meetings where it is unnecessary or impractical to call a meeting of the full Board.

The Committee derives its mandate and responsibilities from the Board.

**A. Operating Principles****1. Functions and Composition:**

- (a) There shall be an Executive Committee, the members of which shall be the Chair, the Vice-Chair, and three other Directors named by the Board.
- (b) All members of the Committee shall be independent of management and the Corporation.
- (c) The Committee will carry out the duties outlined in this Charter and such other functions as are assigned or delegated to it by the Board.

2. **Chair** - The Committee shall be chaired by the Chair of the Board.

3. **Quorum** - The presence of three members including any one of the Chair, Vice-Chair, or Audit, Finance and Risk Management Committee Chair constitutes a quorum for a meeting of the Committee. In the event any Committee member declares a conflict of interest with regards to any one or more matters under consideration by the Committee, such Committee member will not attend that portion of the meeting dealing with such matter(s) and the foregoing quorum requirement will be reduced by one (1) with regards to any decision or recommendation made with respect to such matter(s).

4. **Voting** - A matter put to a vote at a meeting of the Committee shall be decided by a majority of the votes cast.

5. **Procedure and Conduct** - Subject to other any resolution of the Board respecting a specific matter, the Chair shall determine the procedure at and conduct of meetings of the Committee.

6. **Minutes** - Once they have been approved by the Committee, copies of the minutes of the proceedings of the Committee shall be sent by the Corporate Secretary to all of the Directors.
7. **Frequency of Meetings** - The Committee will meet at the discretion of the Chair.
8. **Meeting Agenda** - If circumstances and time permit, a written agenda for each meeting of the Committee will be distributed to the members of the Committee in advance of the meeting date, together with any related materials.
9. **Supplemental Attendees** - Any person who may possess information that would be useful to the Committee in carrying out its duties may be invited by the Chair to attend any meeting of the Committee.
10. **Reporting** - The Committee will provide a report to the Board on all matters dealt with at each meeting of the Committee at the Board meeting next following each Committee meeting.
11. **Review of Terms of Reference** - The Committee shall review and assess the adequacy of these Terms of Reference at least annually. If the Committee recommends any amendments, the Committee shall submit revised Terms of Reference to the Board through the Governance Committee for the Board's approval.
12. **Self-assessment** - An evaluation of the Committee and the Committee Chair shall be conducted regularly, in which the Committee shall review its performance for the purpose, among other things, of identifying any ways in which the Committee or Chair's performance could be improved, and to ensure the Committee and the Chair have fulfilled their respective responsibilities and duties stated in these Terms of Reference.
13. **Independent Counsel or Other Advisors** - The Committee has the authority to engage outside advisors, including counsel, independent consultants and other experts, as needed, to review any matter under its responsibility.

## **B. Principal Duties and Responsibilities**

1. **Authority** - Subject to any stipulations or limitations by the Board from time to time the Committee may exercise all powers of the full Board which may be lawfully delegated by the Board and may approve all contractual and transactional matters on behalf of the Board. In determining whether to exercise such authority the Committee will consider whether full Board authorization is preferable having

regard to the sensitivity, novelty, or materiality of the matter under consideration and the practicality of convening a full Board meeting.

2. **Matters Referred** - The Committee shall review any matter specifically referred to it by the Board, the Chair or the CEO.

**Approved by the Board of Directors on February 17, 2017.**