

# SCHEDULE “E” – BOARD CHARTER AND MANDATE

## Technical Standards and Safety Authority

---

### **Board Charter**

Technical Standards and Safety Authority (Corporation’s) Board of Directors (Board) has adopted this Charter as part of its commitment to high standards of corporate governance. This Charter describes the Board's mandate, accountability and composition.

### **Mandate**

The Board is responsible for stewardship, including oversight of the organization and taking a leadership role in the development of the organization's strategic direction. More specifically, the Board's mandate includes:

- regularly reviewing with management the strategic environment, the emergence of new risks and opportunities and the implications for the Corporation’s strategic direction;
- approving strategic plans that take into account the Corporation’s major risks and opportunities and overseeing the management of those risks;
- appointing, coaching, monitoring and assessing the performance of the Chief Executive Officer (CEO);
- charging the CEO of the organization with the general management and direction of the business and affairs of the Corporation;
- appointing the CSRO of the Corporation upon the consent of the Minister and directing the CSRO to prepare reports pursuant to the MOU;
- overseeing the appointment, training, monitoring and succession planning for the CEO;
- overseeing the public disclosures of the Corporation; and
- monitoring the integrity of the Corporation’s internal control and management information systems.

The Board oversees the performance of the CEO and management team in discharging the management and direction of the Corporation’s business as delegated to them by the *Technical Standards and Safety Act, 2000* (Act). The Board recognizes that it shall not interfere with the independent decision-making of employees exercising statutory functions.

### **Accountability**

The Board is committed to the Corporation complying with both the letter and the spirit of oversight processes established in support of the Minister's accountability to the Ontario public and to demonstrating excellence in corporate governance.

## Board Composition

Composition of the Board is governed by the Act. The Corporation is governed by a 13-member Board of Directors (unless changed in accordance with the Act). The Board consists of:

- seven elected directors; and
- six directors appointed by the Minister.

The CEO of the Corporation shall not be a Director.

Except in the case of a Director who is appointed as Chair by the Minister, all elected directors may serve a maximum of five consecutive two-year terms, and retire in rotation so that some directors are elected every year. In the case of the Director appointed as Chair, the Director may serve an additional two-year term.

**Technical Standards and Safety  
Authority**

**As originally signed by RJ Falconi**

---

Chair of the Board

Date: April 25, 2022

**Her Majesty the Queen in right of  
Ontario**

**As originally signed by The Honourable  
Minister Ross Romano**

---

Minister of Government and Consumer  
Services

Date: April 28, 2022