

**Subject: Corporate Governance Committee Charter**

**Revised Date: July 21, 2020**

## **1. Mandate**

1.1 The mandate of the Corporate Governance Committee (the “Committee”) shall be to assist the Board of Directors (the “Board”) in matters pertaining to Corus Entertainment Inc.’s (the “Company”) approach to governance issues in accordance with good corporate practice and applicable regulatory requirements. In particular, providing advice and guidance in relation to the role, composition, structure, independence and effectiveness of the Board in performing and fulfilling its responsibilities.

## **2. Composition and Operations**

2.1 The Committee shall be composed of three or more outside directors, a majority of whom are independent as determined by the Committee on an annual basis.

2.2 Any member of the Committee may be removed or replaced at any time by the Board and shall automatically cease to be a member of the Committee upon ceasing to be a director. The Board shall fill any vacancy if the membership of the Committee is less than three directors. Whenever there is a vacancy on the Committee, the remaining members may exercise all its power as long as a quorum remains in office.

2.3 The Committee shall meet at least quarterly and as often as it deems necessary to perform the duties and discharge its responsibilities as described herein in a timely manner. Special meetings shall be authorized at the request of any member of the Committee or at the request of members of the Executive Leadership Team.

2.4 The Committee has access to the Company’s senior management and documents as required to fulfill its responsibilities and is provided with the resources necessary to carry out its responsibilities.

2.5 The Board shall be kept informed of the Committee’s activities by a report following each Committee meeting. The person designated to act as secretary shall prepare minutes of all meetings, to be filed in the corporate records.

2.6 The Committee has the authority to engage the services of independent outside advisors or counsel at the expense of the Company in consultation with the Executive Chair and to set the compensation for these advisors.

2.7 The secretary to the Committee shall be either the Corporate Secretary or a person, who need not be a director, designated by the Chair.



- 2.8 Notice of each meeting of the Committee shall be given to each member of the Committee as far in advance of the time for the meeting as possible, but in any event, not later than 24 hours preceding the time stipulated for the meeting (unless otherwise waived by all members of the Committee). Each notice of meeting shall state the nature of the business to be transacted at the meeting in reasonable detail and to the extent practicable, be accompanied by copies of documentation to be considered at the meeting.
- 2.9 A quorum for the transaction of business at a meeting shall consist of not less than a majority of the members of the Committee. Members of the Committee may participate in any meeting by means of such telephonic, electronic or other communication facilities as permit all persons participating in the meeting to communicate adequately with each other, and a member participating by any such means shall be deemed to be present at that meeting. Senior management of the Company and other parties may attend meetings of the Committee, as may be deemed appropriate by the Committee. The Committee shall also meet at each meeting of the Committee without management or non-independent directors present, unless otherwise determined by the Chair. The Committee may act by means of a written resolution signed by all members entitled to vote on the matter.
- 2.10 If a Committee member faces a potential or actual conflict of interest relating to a matter before the Committee, other than matters relating to the compensation of directors, that member shall be responsible for alerting the Chair. If the Chair faces a potential or actual conflict of interest, the Chair shall advise the Executive Chair. If the Chair, or the Executive Chair, as the case may be, concurs that a potential or actual conflict of interest exists, the member faced with such conflict shall disclose to the Committee the member's interest and shall not be present for or participate in any discussion or other consideration of the matter and shall not vote on the matter.
- 2.11 The members of the Committee shall be entitled to receive such remuneration for acting as members of the Committee as the Board may from time to time determine.
- 2.12 Both the Executive Chair and the Chief Executive Officer of the Company may attend meetings of the Committee in a non-official and non-voting capacity with the consent of the Committee.

### 3. **Duties and Responsibilities**

The Committee has the responsibilities and powers set forth in this Charter:

#### *General*

- 3.1 The Committee shall review and reassess the charter at least annually and obtain the approval of the Board.
- 3.2 The Committee shall perform an evaluation of its performance at least annually to determine whether it is functioning effectively.

- 3.3 The Committee shall meet separately, periodically (as it deems appropriate), with management.
- 3.4 The Committee may delegate from time to time to any person or committee of persons any of the Committee's responsibilities that lawfully may be delegated.
- 3.5 The Committee may adopt policies and procedures for carrying out its responsibilities.

***Specific Duties and Responsibilities***

- 3.6 Establish and review the Company's approach to governance issues including emerging best practices and the Company's response to and compliance with any applicable governance guidelines.
- 3.7 Review and recommend to the Board for approval any public disclosure regarding corporate governance matters as may be required by securities regulatory authorities or others, including disclosure of the Company's corporate governance practices included in the management information circular prepared in connection with the annual meeting of shareholders.
- 3.8 Review any shareholder proposals to be included in the management information circular prepared in connection with the annual meeting of shareholders and make appropriate recommendations to the Board.
- 3.9 Review transactions between the Company and its directors, officers, shareholders and other related parties for recommendation to the full Board.
- 3.10 Evaluate the performance and effectiveness of the Board as a whole, the Committees of the Board and individual directors on a regular, ongoing basis, but no less often than biennially. The evaluation of the performance and effectiveness of the Board as a whole and the Committees of the Board shall be conducted with regard to the composition, size, structure and expertise required by each of them.
- 3.11 Consider nominations for directors and approve director nominations for recommendation to the full Board, having regard to the skills, areas of expertise, professional and personal backgrounds, geographic location and independence of such nominees.
- 3.12 Consider nominations for Corporate Secretary and approve Corporate Secretary nominations for recommendation to the full Board.
- 3.13 Consider nominations for the Independent Lead Director for recommendation to the full Board.
- 3.14 Review annually the independence of directors and, as necessary, review factors or standards to be applied in making independence determinations.

- 3.15 Review and recommend changes in the role, composition and structure of the Board and of Board Committees.
- 3.16 Establish an orientation and education program for new directors and provide continuing education for existing directors.
- 3.17 Review position descriptions for the Executive Chair, Vice-Chair and Independent Lead Director and the Committee Chairs annually.
- 3.18 Review and/or approve such other matters as are specifically delegated to it by the Board.
- 3.19 Report to the Board on the activities of the Committee with respect to the foregoing matters at Board meetings and at any other time deemed appropriate by the Committee or upon request of the Board.
- 3.20 On a biennial basis, review and recommend the level of non-executive director compensation to the Board for approval.
- 3.21 Monitor the directors and officers of the Company's compliance with the Company's Code of Conduct and review any issues arising from non-compliance therefrom.