

BEREAVEMENT AUTHORITY OF ONTARIO MANDATE OF THE BOARD OF DIRECTORS

The Board of Directors (the “**Board**”) of the Bereavement Authority of Ontario (the “**BAO**”) is responsible for the stewardship of the activities and the BAO’s affairs. The Board seeks to discharge its responsibilities by reviewing, discussing, and approving the BAO’s strategic planning and organizational structure, and supervising management to oversee that the strategic planning and organizational structure preserve and enhance the BAO operations.

STATUTORY AND ADMINISTRATIVE ALIGNMENT

In carrying out its responsibilities, the Board shall act in accordance with applicable legislation, including the Funeral, Burial and Cremation Services Act, 2002, the Administrative Agreement between the Ministry of Public and Business Service Delivery and Procurement and the BAO, the BAO Bylaws, and all Board approved policies. Where this Mandate is silent or conflicts with any such instruments, those instruments prevail.

PUBLIC INTEREST MANDATE

The Board shall act in the public interest and support the BAO’s mandate to serve and protect consumers. The Board will promote transparency, responsiveness, and constructive engagement with stakeholders.

DUTIES OF DIRECTORS

The Board discharges its responsibility for overseeing the management of the BAO’s operations by delegating to the BAO’s senior management the responsibility for day-to-day management of the BAO. The Board discharges its responsibilities both directly and by delegation through its committees. In addition to these regular committees, the Board may appoint *ad hoc* committees periodically to address certain issues of a more short-term nature.

In fulfilling their responsibilities, Directors shall act honestly and in good faith with a view to the best interest of the BAO. They shall exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances in accordance with their fiduciary obligations and applicable legislation.

The Board’s primary roles are overseeing the BAO’s performance and the quality, depth and continuity of management needed to meet the BAO’s strategic objectives.

Other principal duties, which may be carried out directly or via one or more committees, include, but are not limited to the following categories:

DIRECTOR CONDUCT AND CONFLICTS OF INTEREST

1. Directors are expected to uphold the highest standards of integrity, ethical conduct, and fiduciary responsibility in the discharge of their duties. Each Director shall act honestly, in good faith, and in the best interests of the organization, with the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.
2. Directors shall avoid situations that may give rise to a conflict of interest or the appearance of a conflict. A conflict of interest arises when a Director's personal, professional, or financial interests may interfere with, or be perceived to interfere with, their duties to the organization. Directors shall promptly disclose outside roles and relationships.
3. Directors shall not solicit or accept gifts, hospitality, or other benefits that could influence or be perceived to influence their duties. Any permitted hospitality must be nominal, infrequent and disclosed. Directors must not use BAO resources for political activity and shall comply with applicable statutes regarding political involvement.
4. The Board oversees a confidential reporting mechanism that allows staff and stakeholders to raise concerns about misconduct, with safeguards against reprisal.

All Directors are required to:

- a) Disclose, in writing or at a meeting of the Board, any actual, potential, or perceived conflict of interest at the earliest opportunity;
 - b) Recuse themselves from deliberations and decisions where a conflict exists or may reasonably be perceived to exist, unless otherwise determined by the Board in accordance with applicable law;
 - c) Refrain from using their position or access to confidential information for personal gain or to benefit a related party; and
 - d) Sign an annual declaration confirming their understanding of, and compliance with, the organization's conflict of interest policy and code of conduct.
5. The Board shall maintain a Conflict of Interest Policy and ensure appropriate education and oversight mechanisms are in place to support Directors in fulfilling their obligations under this section. Alleged breaches of this section shall be reviewed in accordance with procedures established by the Board and may result in remedial action, including

potential removal from the Board in accordance with the by-laws and applicable legislation.

APPOINTMENT OF MANAGEMENT

1. The Board is responsible for approving the appointment of the chief executive officer (the “CEO”).
2. In approving the appointment of the CEO, the Board will, to the extent feasible, satisfy itself as to the integrity of these individuals and that they create a culture of integrity throughout the BAO.
3. The Board from time to time delegates to senior management the authority to enter into certain types of transactions, including financial transactions, subject to specified limits. Investments and other expenditures above the specified limits, and material transactions outside the ordinary course of business are reviewed by and are subject to the prior approval of the Board.
4. The Board oversees that succession planning programs are in place, including programs to train and develop management. The Board also reviews management succession plans for key executive roles and receives periodic updates on leadership development.
5. The Board assesses and revises the BAO’s executive compensation policy and alignment of incentive compensation to the BAO’s goals and objectives.

BOARD ORGANIZATION

1. The Board will receive recommendations from the Governance and Nominations Committee but retains responsibility for managing its own affairs by giving its approval for its composition and size, the selection of the Chair of the Board, candidates nominated for election to the Board, committee and committee chairperson appointments, committee terms of references and director compensation.
2. The Board seeks and maintains an appropriate mix of skills, experience, diversity, and independence to fulfill its public interest mandate. The Governance & Nominations Committee maintains a Board skills and attributes matrix and recommends appointments and renewals to address identified gaps. A majority of Directors shall be independent of management and free of relationships that could reasonably be perceived to interfere with the exercise of judgment in the best interests of the BAO. Director term limits and renewal considerations are applied in a manner that balances continuity with renewal of skills
3. The Board may establish committees of the Board, where required or prudent, and define their mandate. The Board may delegate to Board committees matters it is responsible for,

including the approval of compensation of the Board and management, the conduct of performance evaluations and oversight of internal controls systems, but the Board retains its oversight function and ultimate responsibility for these matters and all other delegated responsibilities.

4. The Board will oversee orientation and education programs for new directors and ongoing educational opportunities for continuing directors.
5. The Board shall conduct a formal evaluation of its performance, as well as that of its committees and individual directors, in accordance with governance best practices at least once every three (3) years. The evaluation may be facilitated by an independent third party to ensure objectivity and rigour. The results of the evaluation shall be summarized in a written report. A copy of the report shall be provided to the Chair of the Board, who shall make it available to the Minister upon request.
6. At each regularly scheduled meeting, the Board and its committees shall meet in camera without management present; the Board shall also meet in camera with the CEO. The Board and any committee may, at the BAO's expense, engage independent advisors and require the BAO to arrange for the advisors' attendance
7. Board and committee materials shall be distributed sufficiently in advance to enable informed deliberation. Minutes shall record decisions and key considerations and are approved at the next meeting. Board records are retained in accordance with the BAO's records policy.

STRATEGIC PLANNING

1. The Board has oversight responsibility to participate directly, and through its committees, in reviewing, questioning, and approving the mission of the BAO and its objectives and goals.
2. The Board is responsible for participating in the development of, and reviewing and approving, the financial and strategic plans by which it is proposed that the BAO may reach those goals.

MONITORING OF FINANCIAL PERFORMANCE AND OTHER FINANCIAL REPORTING MATTERS

1. The Board is responsible for enhancing congruence between stakeholder expectations, the BAO's plans, and management performance.
2. The Board is responsible for adopting processes for monitoring the BAO's progress toward its strategic and operational goals, and to revise and alter its direction to management in light of changing circumstances affecting the BAO.
3. The Board is responsible for approving the BAO's audited financial statements.

RISK MANAGEMENT

The Board approves the BAO's Risk Tolerance Statement Annually, through its risk registrar, and oversees enterprise risk management. Management reports at least quarterly to the Audit, Risk and Finance Committee on top risks, trends and mitigation effectiveness. The Audit Risk and Finance Committee provides specialized oversight and elevates matters to the Board as appropriate

POLICIES AND PROCEDURES

1. The Board is responsible for:
 - a. approving and assessing compliance with all significant policies and procedures by which the BAO is operated; and
 - b. approving policies and procedures designed to ensure that the BAO operates at all times within applicable laws and regulations.
2. The Board is responsible for supporting a corporate culture of integrity and responsible stewardship.
3. The Board shall enforce its policy respecting confidential treatment of the BAO's proprietary information and the confidentiality of Board deliberations.

COMMUNICATIONS AND REPORTING

1. The Board is responsible for:
 - (a) overseeing the accurate reporting of the financial performance and condition of the BAO to stakeholders and regulators on a timely and regular basis; and
 - (b) encouraging effective and adequate communication with the BAO; and
 - (c) overseeing the integrity and adequacy of internal controls and management information systems; and
 - (d) overseeing frameworks for proactive stakeholder engagement and effectiveness, public transparency, including timely publication of policies, guidance, service standards and performance metrics consistent with the Administrative Agreement; and
 - (e) reporting requirements to the Ministry of Public and Business Service Delivery and Procurement, including annual reports, business plans, KPI reporting and notices required under the Administrative Agreement.

REVIEW AND APPROVAL

The Governance and Nominations Committee shall review and reassess the adequacy of this Mandate for the Board of Directors (the “**Mandate**”) at least every two (2) years, or more frequently as it deems necessary. Any proposed amendments to the mandate shall be submitted to the Board of approval.

Approved: June 25, 2025

Reviewed and Updated: March 25, 2026