

## **ALARIS EQUITY PARTNERS INCOME TRUST**

### **GOVERNANCE COMMITTEE MANDATE**

The Governance Committee (**Committee**) of the board of trustees (**Board**) of Alaris Equity Partners Income Trust (**Trust**) has the oversight responsibility and specific duties described below.

#### **COMPOSITION**

The Committee will be comprised of at least three trustees. A majority of Committee members will be independent under applicable law.

All Committee members will have a working familiarity with corporate governance practices.

Committee members will be appointed and removed by the Board. The Committee Chair will be appointed by the Board.

#### **RESPONSIBILITIES**

The Committee's primary purpose with respect to corporate governance is to assist the Board in fulfilling its oversight responsibilities with respect to (i) the development and implementation of principles and systems for the management of corporate governance; (ii) identifying qualified candidates and recommending nominees for Director and Board Committee appointments; (iii) evaluations of the Board, Board Committees, all individual Trustees, the Board Chair and Committee Chairs; and (iv) implementation and effectiveness of the Code of Business Conduct and the compliance programs under the Code of Business Conduct, all with a view to ensuring the Trust implements responsible and effective practices in corporate governance.

#### **SPECIFIC DUTIES**

The Committee will:

##### **Governance Leadership**

1. Take a leadership role in developing the Trust's approach to corporate governance.
2. Annually review and assess the performance of the corporate governance systems and, in the Committee's discretion, recommend any changes to the Board for consideration.
3. Ensure that the Board has appropriate structures and processes in place so that it can function independently of management.
4. Take all reasonable steps to ensure systems are in place to verify compliance with all regulatory, corporate governance and disclosure requirements.
5. Oversee the Trust's ESG policies, reporting, strategy, risk management, and overall ESG performance and the management thereof.

##### **Code of Business Conduct**

6. Review and, in the Committee's discretion, recommend to the Audit Committee those sections of the Code of Business Conduct setting out procedures for (i) the receipt, retention, and treatment of complaints received by the Trust regarding accounting, internal accounting and financial

reporting controls, or auditing matters; and (ii) the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

7. Review and, in the Committee's discretion, recommend to the Board for consideration the Code of Business Conduct.
8. Take all reasonable steps to oversee the implementation of the Trust's Code of Business Conduct, including reviewing with management the Code of Business Conduct and the implementation and effectiveness of compliance programs under the Code of Business Conduct.
9. Receive reports, as required, from management or, to the best of their knowledge, the external auditor that the subsidiaries of the Trust are in conformity with applicable legal requirements and the Trust's Code of Business Conduct, including disclosures of insider and affiliated party transactions.
10. With the Audit Committee, the Board and the Board Chair, respond to potential conflict of interest situations, as required.

#### **Governance Documents**

11. Regularly review the constating documents of the Trust and its subsidiaries and, in the Committee's discretion, recommend any changes to the Board for consideration.
12. Once or more annually, as the Committee decides, review and assess the Trust's Corporate Governance Policy and, in the Committee's discretion, recommend any changes to the Board for consideration.
13. Once or more annually, as the Committee decides, review and assess the Trust's Code of Business Conduct and, in the Committee's discretion, recommend any changes to the Board for consideration.
14. Regularly review, assess and, if appropriate, revise the Annual Trustees' Evaluation Questionnaire for the evaluation of: the performance of individual Trustees, Board Committees, the Board, Committee Chairs and the Board Chair measured against applicable Position Descriptions and Mandates; the skills of individual Trustees and the Board as a whole; the financial competency of individual Trustees; and the independence of individual Trustees.
15. Once or more annually, as the Committee decides, review and assess the Position Descriptions for the Board Chair, each Committee Chair, an individual Director, the Chief Executive Officer, the Chief Financial Officer and the Secretary and, in the Committee's discretion, recommend any changes to the Board for consideration.
16. Once or more annually, as the Committee decides, review and assess the Mandates for the Board, each Board Committee Chair and individual Trustees and, in the Committee's discretion, recommend any changes to the Board Committees and/or Board, as applicable, for consideration.
17. Once or more annually, as the Committee decides, review the Independence Standards and, in the Committee's discretion, recommend any changes to the Board for consideration.
18. Once or more annually, as the Committee decides, review and assess the Trust's ESG and Responsible Investing Policy and Report and, in the Committee's discretion, recommend any changes to the Board for consideration.

19. Receive regular reports from the Secretary of any minor technical amendments made to any of the corporate governance documents set out in this section.

### **Governance Disclosure**

20. Ensure that the Trust's governance practices are fully disclosed in the annual Proxy Circular and other documents as required by applicable law.

### **Evaluations**

21. Establish and implement procedures to evaluate the performance and effectiveness of the Board, Board Committees, all individual Trustees, the Board Chair and Committee Chairs.
22. Ensure annual completion and dissemination of the results of the Annual Trustees' Evaluation Questionnaire for the performance and effectiveness of the Board, Board Committees, all individual Trustees, the Board Chair and Committee Chairs, including individual Director independence; individual Director and overall Board skills; and individual Director financial literacy.

### **Director Nominations**

23. Annually review and assess the size, composition, operation and the competencies and skills of the Board and individual Trustees to ensure effective decision-making and, in the Committee's discretion, make recommendations to the Board for consideration.
24. After consulting with the Board Chair and individual Trustees, annually review and assess the size, composition and Committee Chairs of all Board Committees and, in the Committee's discretion, make recommendation to the Board for consideration.
25. Identify and assess new candidates for appointment or nomination to the Board, considering the performance, independence, competencies, skills and financial literacy of the candidate to ensure effective governance and satisfy applicable law and, in the Committee's discretion, make recommendations to the Board for consideration.
26. Annually review and, in the Committee's discretion, recommend to the Board for consideration the individual Trustees proposed to be nominated for election at the next annual general meeting of shareholders.
27. Annually review and, in the Committee's discretion, recommend to the Board for consideration those individual Trustees to be designated as independent under applicable law and those individual Trustees who are "financially literate" under applicable law.
28. Regularly review and assess the Trust's policies on tenure and terms of individual Trustees, the Board Chair and Committee Chairs and, in the Committee's discretion, recommend any changes to the Board for consideration.

### **Share Ownership Policies**

29. Periodically review the policy on mandatory share ownership for Trustees and executive management and, in the Committee's discretion, recommend any changes to the Board for consideration.

### **Director Orientation / Education**

30. Oversee the development and implementation of the Director orientation program including: a business overview; a strategic overview; an overview of the Trust's values and operating philosophies; and, an overview of the Trust's activities and commitments to corporate social responsibility.
31. Oversee the development and implementation of an ongoing Director education program including: education sessions on the Trust's business by way of presentations; individual and/or group education sessions from internal personnel or external consultants on topics of importance to Trustees and the Trust; and recommended formal educational opportunities through appropriate organizations to be made available to individual Trustees and paid for by the Trust.

### **OTHER DUTIES**

The Committee will:

#### **Committee Meetings**

32. Meet at least twice annually and as many additional times as needed to carry out its duties effectively. The Committee may, on occasion and in appropriate circumstances, hold meetings by telephone conference call.
33. Meet in separate, non-management, closed sessions with internal personnel or outside advisors, as needed or appropriate.
34. Meet in separate, non-management, in camera sessions, as needed or appropriate.

#### **Committee Reporting**

35. Following each Committee meeting, report to the Board on the activities, findings and any recommendations of the Committee.
36. Annually review and approve the Committee's report for inclusion in the annual Proxy Circular.

#### **Advisors/Resources**

37. Have sole authority to retain, oversee, compensate and terminate independent advisors to assist the Committee in its activities.
38. Receive adequate funding from the Trust for independent advisors and ordinary administrative expenses that are needed or appropriate for the Committee to carry out its duties.
39. In consultation with the Board Chair, retain, oversee, compensate and terminate, as appropriate, independent advisors to assist any individual Director as necessary.

#### **Other**

40. Carry out any other appropriate duties and responsibilities assigned by the Board.
41. To honour the spirit and intent of applicable law as it evolves, authority to make minor technical amendments to this Mandate is delegated to the Secretary, who will report any amendments to the Committee at its next meeting.

42. Once or more annually, as the Committee decides, this Mandate will be fully evaluated and updates recommended to the Board for consideration.

**Approved:** March 9, 2022

On Behalf of the Board:

*(signed) "John Ripley"*

---

John Ripley  
*Chairman*