

## COMMITTEE MANDATES

### CORPORATE GOVERNANCE COMMITTEE

#### *Our Main Responsibilities:*

- reviewing and making recommendations regarding the Board of Director's (the "Board") approach to director independence
- developing and, where appropriate, recommending to the Board a set of corporate governance principles, including a code of conduct and ethics, aimed at fostering a healthy governance culture at Rogers Communications Inc. (the "Company")
- reviewing and recommending the compensation of the directors of the Company
- satisfying itself that the Company communicates effectively with its shareholders, other interested parties and the public through a responsive communication policy
- facilitating the evaluation of the Board and committees of the Board

#### *Purpose of the Corporate Governance Committee*

The Corporate Governance Committee (the "Committee") shall assist the Board of the Company in fulfilling its oversight responsibilities in the following principal areas:

- (i) developing a set of corporate governance rules, including a code of conduct and ethics;
- (ii) reviewing and recommending the compensation of the Company's directors; and
- (iii) facilitating the evaluation of the Board and Committees of the Board.

#### *Independence*

Our Committee is composed entirely of independent directors within the meaning of applicable Canadian securities laws and the Company's Director Material Relationship Standards.

We meet regularly without management present.

We have the authority to engage independent advisors, paid for by the Company, to help us make the best possible decisions on director compensation. We have hired independent advisors since 2006.

#### *Membership*

The Committee shall be comprised of not less than three members of the Board, a majority of whom shall be independent of management in accordance with applicable Canadian securities laws and based on the Company's Director Material Relationship Standards.

The Chief Executive Officer may attend each meeting of the Committee at the invitation of the Chair of the Committee (the "Chair").

The Committee shall have the right to appoint an outside consultant to assist it in its deliberations. If such an appointment is made the consultant shall have the right to attend meetings of the Committee at the invitation of the Chair.

Members of the Committee shall be appointed by the Board at the meeting of the Board immediately following the Annual Meeting of Shareholders of the Company (the "Annual Meeting") and at subsequent meetings of the Board. Members shall serve on the Committee until the next Annual Meeting or until his or her earlier resignation, and can be removed by resolution of the Board.

#### *Chair and Secretary*

The Chair shall be chosen by the Board and shall serve in that capacity until the next Annual Meeting or until his or her earlier resignation or removal by resolution of the Board. The Secretary of the Company shall be the Secretary of the Committee, provided that if the Secretary is not present, the Chair of the meeting may appoint a secretary for the meeting with the consent of the Committee members who are present.

#### *Meetings*

The times and locations of meetings of the Committee, and the calling of and procedures at such meetings, shall be determined from time to time by the Committee, in consultation with management when necessary, provided that there shall be a minimum of two meetings per year. Subject to the notice provisions of the Articles of the Company, written notice shall be provided no later than 48 hours prior to meetings, unless waived by all members of the Committee.

Agendas for meetings of the Committee shall be developed by the Chair in consultation with management and the corporate secretary, and shall be circulated to Committee members prior to Committee meetings.

A quorum for meetings for the Committee shall be a majority of members.

A member of the Committee may be designated as the liaison member to report on the deliberations of the Committee to the Board.

#### *Resources and Reliance*

The Committee shall have the resources and the authority appropriate to discharge its responsibilities, including the authority to engage, at the expense of the Company, legal counsel and other experts or consultants.

Each member of the Committee shall be entitled to rely, without independent verification, on the integrity of those persons and organizations within and outside the Company from whom he or she receives information or advice and on the accuracy and completeness of the information provided to the Committee by or on behalf of such persons or organizations, absent actual knowledge to the contrary, which shall be reported to the Board.

#### *Remuneration*

The members of the Committee shall be entitled to receive such remuneration for acting as members of the Committee as the Board may determine from time to time.

#### *Responsibilities*

- (a) develop and recommend to the Board and review the Company's corporate governance practices (including Board Charter and Code of Conduct and Ethics);
- (b) review and make recommendations regarding the Board's approach to director independence;
- (c) recommend to the Board the number and content of meetings, annual work plan and schedules of issues;
- (d) review size of the Board, the committees of the Board and the boards and committees of the Company's affiliates;
- (e) review the mandates of each of the committees of the Board;
- (f) satisfy itself that the Company communicates effectively with its shareholders, other interested parties and the public through a responsive communication policy;
- (g) monitor policies for senior officers accepting outside directorships, minimum share ownership for non-management directors and confidential material information (disclosure, restricted use and insider trading);
- (h) assess the effectiveness of the Board as a whole and the committees of the Board;
- (i) provide an orientation and education program for individuals elected to the Board for the first time; and
- (j) review and recommend to the Board the level and form of compensation of the Board and of committees of the Board.