

GOVERNANCE & HUMAN RESOURCE COMMITTEE TERMS OF REFERENCE

APPROVAL DATE	REVIEWED BY COMMITTEE	REVISED BY BOARD AT AGM
December 18, 2018	April 29, 2025	June 17, 2025

PURPOSE

The purpose of the Governance & Human Resource Committee is to review, report, and make recommendations to the Board on various matters related to, human resources and corporate governance. This includes Board composition and effectiveness, committee formation and membership, as well as the objectives, performance, and compensation of the President & CEO.

COMPOSITION

The Committee shall be composed of a minimum of six (6) persons, of whom at least one (1) shall have knowledge and experience of governance of a Board, and one (1) who shall have knowledge and experience of human resource issues and matters. This will include:

- Three (3) to five (5) Board members
- The Chairperson of the Board (Ex-officio and non-voting)
- The President & CEO or alternate (Ex-officio and non-voting)

As needed:

- The Human Resource Director (Ex-officio and non-voting)

The composition of the Committee shall be reviewed at every Annual General Meeting. If the Committee members wish to continue and the Board approves their appointment, there shall be no limit to their terms.

APPOINTMENT OF CHAIR

The Chairperson shall be determined by the Committee at its first meeting of the fiscal year.

DECISION-MAKING PROCESS

Decisions shall be made by majority vote.

AUTHORITY DELEGATED

The Committee shall make recommendations to the Board on governance matters such as Board recruitment, skill development, Board policy annual review and development, By-Law, and Charter revisions, etc. The President & CEO will serve in an advisory capacity to the Committee.

The Committee shall also make recommendations to the Board on Human Resource matters such as policy review and development, pay grid placement for new President & CEOs, and developing performance matrixes for the President & CEO.

Any committee member shall have the ability to move agenda items to the full Board table enabling all Board members to be present for the full discussion to better inform decision making.

TIMEFRAME/REPORTING/DEADLINE

The Committee will meet as needed, based on the workload assigned to it, by the Board. The Committee will report to the Board of Directors by forwarding minutes of its meetings to the Board. The Board will receive the minutes at the next regular meeting after the Committee's meeting. As a Standing Committee of the Board, there is no limit to its existence.

MEETINGS

The Governance & Human Resources Committee will meet as needed, but at a minimum, twice per year (fall and spring), or at the request of the Committee Chair.

STAFF SUPPORT

The Governance & Human Resources Committee will receive the necessary resources from the College to fulfil their mandate. It will also receive administrative support from the College.

COMMUNICATION WITH THE BOARD

The Committee Chair will report to the Board as needed, depending on the nature of the work being undertaken by the Governance & Human Resources Committee.

COMMUNICATION WITH THE President & CEO

The Committee Chair will communicate with the President & CEO.

SPECIFIC AREAS OF RESPONSIBILITY

The Governance & Human Resources Committee will perform the following work:

- Develop and recommend policies and procedures to ensure sound governance policies and practices are in place, and recommend revisions as required to assist the Board of Directors in fulfilling its oversight responsibilities
- Review periodically the adequacy and effectiveness of governance documents including the bylaws, policies, procedures, and committee terms of reference, making recommendations for change, as appropriate, to the Board of Directors
- Annual review of the size, composition, diversity and structure of the Board of Directors and its committees regarding competencies and skills of its members as related to the current needs of the Board, making recommendations to the full Board for appropriate recruitment and/or training
- Ensure proper orientation, support, and continuing education for the Directors
- Develop and oversee the annual Board effectiveness review process that may include full Board including Chair assessment, self-assessment by individual Directors, and performance assessment of Board committees
- Support the President & CEO in their government relations function related to governance issues
- Monitor committee meetings, Board member attendance and engagement
- Maintains and oversees Board member and Chair succession and recruitment plans
- Additional duties as may be delegated to the Committee by the Board of Directors from time to time
- Recruits and recommends appointment of President & CEO
- Establishes President & CEO compensation in accordance with out-of-scope salary grid, benefits, professional development, expenses, and holidays
- Develops performance metrics/indicators for the President & CEO
- Leads the evaluation of President & CEO's performance

REPORTING

- Reports annually on overall Board performance, and Chair evaluations (via Board Effectiveness survey)
- Submits written or verbal reports on Committee activities at each regular Board meeting