

GOVERNANCE/HR COMMITTEE TERMS OF REFERENCE

1 Purpose

- 1.1 The purpose of the Governance/HR Committee is to ensure the Board has an effective human resources and governance framework, and the Board is effective in carrying out its responsibilities.

2 Duties

2.1 Governance

- 2.1.1 Develop and recommend the terms of reference for the Board committees
- 2.1.2 Review all terms of reference yearly for all committees
- 2.1.3 Develop and recommend all Board policies to the Board.
- 2.1.4 Recommend candidates for appointment to the Board as permitted and applicable.
- 2.1.5 Establish a process for Board orientation and ongoing professional development.
- 2.1.6 Establish an appropriate evaluation process for the Board and Committees, and when approved, lead the implementation of the Board evaluation process.

2.2 Human Resources

- 2.2.1 Recommend a performance evaluation process for the President and CEO, and when approved, lead the implementation of the evaluation process.
- 2.2.2 Review and recommend the President and CEO's compensation to the Board.
- 2.2.3 Develop a succession plan for the President and CEO.

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2.2.4 Ensure Board policies are current and relevant with a view to promote a safe, healthy and respectful work environment.

3 Membership and Quorum

- 3.1 The membership of the Committee comprises a minimum of three external Board members. The Board Chair and President and CEO are non-voting and ex-officio members of the Committee and are not counted for the purposes of establishing quorum.
- 3.2 The committee will consist of at least the chairs of all other committees.
- 3.3 Internal Governors are not eligible to sit on the committee.
- 3.4 The Committee Chair is appointed by the Board and recommends other Committee members for Board approval.
- 3.5 A simple majority of Committee members constitutes quorum for the Committee.
- 3.6 Each member of the Committee has one vote.
- 3.7 Committee members have a term of office of two years, with the option to renew for two additional terms.
- 3.8 All committees should be represented on the Governance/HR committee by either the Chair, or a selected representative.

4 Authority and Accountability

- 4.1 The Committee acts in an advisory capacity to the Board and makes recommendations for ratification by the Board as a whole.
- 4.2 The Committee may engage external experts subject to Board approval.

5 Expected Conduct

- 5.1 It is important that each member of the committee share his or her thoughts, concerns and opinions and that those thoughts be held in confidence by the entire committee. It is also important that each member of the committee hold the information provided in the strictest of confidence. The only exception to this is if the Board Chair expressly gives permission to disseminate information.

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6 Meetings

- 6.1 The Committee will meet a minimum of four times a year and more often as required to fulfill its mandate. A member of the Committee may request a special meeting at any time.

7 Resources

- 7.1 The Committee is a Standing Committee of the Board and will be provided with the resources necessary to carry out its responsibilities.

8 Review

- 8.1 The terms of reference will be reviewed yearly.