



Terms of Reference for the Human Resources Committee

1. Purpose

The purpose of the Human Resources & Compensation Committee (“the Committee”) is to:

- A. assist the Board in fulfilling its obligations relating to human resources for the Council
- B. provide support to the Board in human resources covering senior management recruitment, compensation, succession planning and performance evaluations as well as overall human resources policy and guidelines

2. Composition and Operations

The Committee shall be composed of not fewer than three directors, appointed by the Board, one of who shall be designated Committee Chair. The Board Chair is an ex-officio member of the Committee.

A quorum will be constituted when fifty per cent of voting committee members are present. If quorum is not present, decisions made by the committee must be subsequently ratified when a quorum is present, or by distributing the decision by email or fax to the Committee members and requesting endorsement. The Board of Directors must be advised when a decision cannot be ratified by the Governance Committee.

3. Meetings

- A. The Committee shall meet at least two times each year.
- B. The Corporate Secretary will be secretary to the Committee.
- C. The Committee chair is responsible for the following:
 - (i) Preparation of the agenda for Committee meetings
 - (ii) Providing direction to management on behalf of the Committee
 - (iii) Transmitting to the Board materials generated by the Committee, including Committee minutes; and
 - (iv) Reporting to the Board on the activities and recommendations of the Committee

4. Duties and Responsibilities

Subject to the powers and duties of the Board, the Committee will:

Chief Executive Officer

- A. Review and recommend the CEO employment and severance arrangements.
- B. Review and recommend compensation for the CEO annually.

- C. Establish and evaluate objectives and criteria for annual bonus program (as per contract).
- D. In consultation with the Board Chair, the Committee recommends a performance evaluation process for the CEO and when approved, lead the implementation of the annual evaluation process for the CEO and report the results to the Board.
- E. Review the CEO's goals and objectives annually in light of the organizations goals and objectives.
- F. Review annually, the succession plan for the CEO.

Compensation

- A. Review and approve the Council's compensation policy and guidelines.
- B. Approve annually, the Council's annual salary guidelines.
- C. Review annually, the compensation of senior management, other than the CEO, after taking into consideration the evaluation and recommendations of the CEO.
- D. Review and approve the CEO's recommendations regarding senior management employment, compensation and severance arrangements.

Other

- A. Review and endorse major changes in the organizational structure of senior management as proposed by the CEO.
- B. Review the Council's human resource policies from time to time.
- C. Review, with the CEO, the senior management retirement, succession and development plans.
- D. Review and monitor reports from management on pertinent human resources issues, providing advice as appropriate.
- E. Review any incentive compensation plans, retirement programs and employee benefit plans for senior management, including guidelines and policies, and present recommendations to the Board.
- F. Annually, review and evaluate the Terms of Reference and the Committee's performance and report its evaluation and any recommendations for change to the Governance Committee

5. Accountability and Authority

- A. The Committee shall report its discussions to the Board by maintaining meeting minutes of its meetings and providing a report at Board meetings.

In fulfilling its mandate, the Committee will have the authority to:

- B. Hire and terminate any independent human resource consultant to the Committee and set compensation and other terms for the consultant
- C. Communicate directly with the CEO and any other member of senior management as the Committee deems appropriate.