

GOVERNANCE AND HUMAN RESOURCES COMMITTEE TERMS OF REFERENCE

1 Purpose

- 1.1 The purpose of the Governance and Human Resources (HR) Committee is to ensure the Board has an effective HR and governance framework. The Committee will assist the Board in fulfilling its governance responsibilities, in accordance with the *Post-Secondary Learning Act*, by providing strategic oversight with respect to the effectiveness, organization, and processes of the Board of Governors, to enhance board governance performance. With respect to HR the Committee will assist the Board with compensation matters, and oversight of the recruitment and performance of the President. The Committee will also oversee compliance with legal and regulatory requirements.

2 Duties

2.1 Governance

- a. Review the roles and responsibilities of the Board, its Committees, Chairs, and administrative support on an annual basis, making recommendations to the Board for improvements to the Bylaws, terms of reference, other Board foundational and operational protocols, documents, programs, and governance structure, as appropriate.
- b. Review the University's Mandate and Roles document triennially or as directed by government, and, as appropriate, recommend changes to the Board.
- c. Ensure that an effective University policy and procedures development and renewal process is in place, and discuss or recommend to the Board, as appropriate, policies and procedures within the Committee's role.
- d. Ensure and provide recommendations on appropriate and effective delegations of authority from the Board.
- e. Support the Board Chair in Governor succession planning, including recommendations for appointment and renewal, and carry out those responsibilities assigned to the Committee under such processes.
- f. Recommend to the Board the composition (Committee Chair and member appointments) of Board Standing Committees based on the competencies required for the respective committees.

GOVERNANCE AND HUMAN RESOURCES COMMITTEE TERMS OF REFERENCE

- g. Establish a process for Board orientation and ongoing professional development.
- h. 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 President

- a. Oversee the process for the recruitment, appointment, reappointment, or dismissal of the President, including approval of the President and CEO position description and contract in accordance with established policy and procedure.
- b. Approve annual compensation changes for the President and CEO.
- c. Recommend a performance evaluation process for the President and CEO, and when approved, support the Board Chair in the implementation of the evaluation process.
- d. Develop a succession plan for the President and CEO.

2.2.2 Other HR Functions

- a. Receive periodic updates from management on the University's human resources plan/objectives.
- b. Receive updates on collective bargaining, the administration of collective agreements, and labour relations, and provide feedback and advice to management.
- c. Recommend settlements or collective agreements with each bargaining unit.
- d. Receive an annual health and safety report, ensuring management operates with a structure that appropriately recognizes and responds to health and safety risks.
- e. Receive updates on any changes to the University's pension plans.
- f. Monitors trends affecting human resources, such as compensation and benefits for executives, senior administrators, faculty, staff, and other employees.

GOVERNANCE AND HUMAN RESOURCES COMMITTEE TERMS OF REFERENCE

3 Membership and Quorum

- 3.1 The membership of the Committee comprises a minimum of three Public 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. Members of this Committee require independence, and as such no internal governors are eligible to sit on the Committee.
- 3.2 The Committee will consist of at least the vice chair and the chair or a selected representative of all other standing committees.
- 3.3 The Committee Chair is appointed by the Board and recommends other Committee members for Board approval.
- 3.4 A simple majority of Committee members constitutes quorum for the Committee.
- 3.5 Each member of the Committee has one vote.

4 Authority and Accountability

- 4.1 The Committee has the authority to carry out its role and responsibilities, subject to any specific conditions or restrictions that are imposed on it by the Board. The Committee does not have decision-making authority except where, and to the extent that, such authority has been expressly delegated or assigned by the Board in these Terms of Reference or by a resolution of the Board.
- 4.2 The Committee reports regularly to the Board with respect to its activities and decisions.
- 4.3 The Committee is entitled to obtain external advice as considered necessary by the Committee to assist it in any matter or to carry out its duties.

5 Expected Conduct

- 5.1 It is important that each member of the committee share their 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.

GOVERNANCE AND HUMAN RESOURCES COMMITTEE TERMS OF REFERENCE

6 Meetings

- 6.1 The Committee will meet in accordance with the schedule set by the Board or more often as required to fulfill its mandate. A member of the Committee may request a special meeting at any time.
- 6.2 The Committee shall record and maintain official minutes of their meetings for audit and internal use only.

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.

Implementation Date: October 30, 2019

Revisions: October 21, 2025