

**Board of Governors
Human Resources and Governance Committee
Terms of Reference**

1. ESTABLISHMENT

The Board of Governors (**Board**) hereby establishes a standing committee called the Human Resources and Governance Committee (the **Committee**), under the provisions of the Board's General Terms of Reference for Standing Committees and these Committee Terms of Reference, and delegates to the Committee the authorities set out herein. In the event of a conflict between the provisions of these Terms of Reference and the General Terms of Reference, these Terms of Reference will govern.

The Vice-President (Services) shall act as the responsible Senior Officer to the Committee, providing the link between Management and the Committee.

All defined terms which are used, but not defined herein, and which are defined in the General Terms of Reference shall have the meaning given to such term in the General Terms of Reference.

2. COMPOSITION

2.1 Chair

The Member named as set out under "Voting Members" below.

2.2 Vice Chair

The Member named as set out under "Voting Members" below.

2.3 Voting Members¹

- Those Governors who are appointed by the Board or its delegate
- Those External Members who are appointed by the Board or its delegate
- The Board Chair (ex officio)

Provided that:

- a) In this section, Governors is restricted to Public Governors and those Governors nominated by the University Senate and Alumni Association;
- b) The Chair and the Vice Chair must be a Public Governor or a Governor nominated by the University Senate or Alumni Association;
- c) A majority of the voting Members must be Governors; and
- d) No person currently employed or employed full-time within the past five years by the University may be a voting Member.

2.4 Non-Voting Members

The President (ex officio)

¹ The Committee must have a minimum of three voting members in accordance with the Board's Standing Committees General Terms of Reference.

3. **ROLE**

The Committee assists the Board to fulfill its oversight responsibilities in respect of human resources and organizational governance matters of the University.

4. **RESPONSIBILITIES**

The Committee will fulfill its role primarily by carrying out the activities enumerated below.

The listed responsibilities shall be the common, recurring activities of the Committee; however, the Committee may carry out such additional responsibilities as are necessary or appropriate for the performance of its role.

The Committee's primary responsibilities are as follows:

4.1 **Human Resources**

President

- a) Recommend the process for the appointment of the President to the Board for approval;
- b) Recommend the process for the re-appointment of the President to the Board for approval;
- c) Recommend the process for the annual review of the President to the Executive Committee for approval;
- d) Carry out those responsibilities assigned to the Committee under the processes for the appointment, re-appointment and annual review of the President; and
- e) Recommend to the Executive Committee for approval, annual compensation changes and incentive payments for the President.

Direct Reports to President (Vice-Presidents and General Counsel)

- a) Appoint direct reports to the President and assign their powers, duties and functions on the recommendation of the President;
- b) Review the role and responsibilities of each of the direct reports to the President at least once every three years and approve any changes thereto;
- c) Receive and discuss with the President the mid-year and annual performance reviews of the President's direct reports;
- d) Receive and discuss with the President the annual performance plans of the President's direct reports; and
- e) Confirm that an effective succession program is in place for the President's direct reports and annually review and evaluate the succession plan for each direct report.

Compensation

- a) Approve the Senior Leadership Team Compensation Framework and carry out those responsibilities assigned to the Committee thereunder;
- b) Approve bargaining mandates and approve, or delegate the selection of, the bargaining team in respect of all bargaining units;
- c) Approve settlements or collective agreements with each bargaining unit;
- d) Approve the annual compensation budget for the management and professional staff group;

- e) Approve significant changes to employee benefits programs for the Senior Leadership Team and management and professional staff groups;
- f) Recommend any changes to the University's pension plans to the Board for approval; and
- g) Receive reports as required by the Senior Leadership Team Compensation Framework.
- h) Review and discuss with management all major employee attraction, retention, and engagement strategies;
- i) Approve processes for the appointment of, and designate, academic staff;
- j) Annually receive an information report of University member group statistics; and

4.2 Governance

- a) Oversee the annual evaluation of the Board and Board Committees;
- b) Approve Board appointments to other bodies (excluding Board Committees);
- c) Review the Board Bylaws at least once every three years, oversee compliance with the Bylaws, and recommend any changes to the Bylaws to the Board for approval;
- d) Review the Board's Code of Conduct at least once every three years, oversee compliance with the Code, and recommend any changes to the Code to the Board for approval;
- e) Review the Board Committees' Terms of Reference at least once every three years, oversee compliance with the Terms of Reference, and recommend any changes to the Board for approval;
- f) Approve, recommend, review or oversee, as appropriate, other Board foundational and operational protocols, documents, programs and processes;
- g) Support the Chair in Governor succession planning, including recommendations for Governor appointment and renewal and External Member appointments, and carry out those responsibilities assigned to the Committee under such processes;
- h) Confirm that an effective University policy and procedures development and renewal process is in place;
- i) Make decisions regarding the powers or duties of any officer, employee or body of the University as required under section 63 (Settlement of Questions) of the Post-Secondary Learning Act; and
- j) Review the University's Mandate and Roles Document at least once every three years and recommend any changes thereto to the Board for approval.

4.3 General

- a) Review and evaluate the management and mitigation of enterprise risks assigned to the Committee by the Audit Committee;
- b) Approve, recommend or discuss, as appropriate, policies and procedures within the Committee's role;
- c) Approve, recommend or discuss, as appropriate, strategies within the Committee's role;
- d) Approve a Committee work plan for the Meeting Year; and
- e) Such other activities and responsibilities delegated or assigned to it by the Board from time to time.

5. AUTHORITIES

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.

6. OPERATIONS

In respect of all regularly scheduled Committee meetings, other than in-camera meetings or sessions, the Provost and Vice-President (Academic), the Vice-President (Services), and the General Counsel will be invited to attend all meetings, unless excused by the Chair for the whole or a portion of a meeting.

Unless objected to by the Chair; the President, the Provost and Vice-President (Academic), the Vice-President (Services), and the General Counsel may invite from time to time such persons as they see fit to attend the whole or a portion of a meeting as a guest, and to take part in the presentation or discussion of items for which they are responsible.

7. EFFECTIVE DATE

These Terms of Reference will be effective on the date that they are approved by the Board or its delegate. All prior or existing Terms of Reference of the Committee are repealed as of the effective date of these Terms of Reference.

Dated: June 23, 2023