

Human Resources Committee (HRC)

Terms of Reference

Approval Date	October 26, 2023
Date Effective	October 26, 2023
Monitoring and Frequency	The committee terms of reference is reviewed every two (2) years.
Approved by	Board of Governors

1. Authority

The **Human Resources** Committee (the “Committee”) is a standing Committee established by the Board of Governors and reports to the Board through the Committee Chair. The Committee Chair shall provide leadership to the Committee members in fulfilling the mandate set out in these terms of reference.

2. Purpose

The purpose of the Human Resources Committee is to assist the board in fulfilling its responsibilities with respect to the human resources required to achieve the college’s objectives.

3. Mandate

The Human Resources Committee, as delegated by the Board of Governors, shall oversee and provide direction to the Board in the following primary areas:

3.1 Human Resource Strategy and Succession Planning

- a) With respect to human resources strategy, the Committee shall oversee management's key strategies related to talent, compensation philosophy and principles, human resource metrics and analytics and overarching capacity to carry out the college's objectives.
- b) Review the President & CEO Emergency Replacement Plan, Position Description and Succession Plan.

3.2 Appointment, Performance Evaluation and Compensation of the President and CEO

3.2.1 President and CEO Contract (Terms and Conditions of Employment)

- a) In conjunction with the President and CEO, annually review the position description of the President and CEO.
- b) Annually review President and CEO's compensation and employment contract terms and conditions.

3.2.2 President and CEO Performance Plan

- a) With support from the Executive, and/or outside consultants as required, the Committee shall:
 - o Annually, review the President and CEO Performance Plan, which includes annual goals the President and CEO will be evaluated against.
 - o Monitor strategic and market changes during the year that may require adjustments to plans and priorities which may need to be reflected in the President and CEO Performance Plan, or the evaluation criteria.

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3.2.3 Year-End President and CEO Evaluation

- a) Manage the process for the year-end annual performance evaluation for the President and CEO.

3.3 People Regulatory Compliance and Risk Management

3.3.1 Occupational Health and Safety (OH&S) Monitoring

- a) Monitor the College's health and safety performance and programs.

3.3.2 Labour Relations

- a) Monitor the college's labour relations situation and recommend approval of the ratification of collective agreements.

As well, the Committee will be responsible for such other matters that may be assigned to them from time to time. The Committee Chair shall work with the President & CEO and the Board Chair in planning Committee meetings and agendas. The Board Coordinator shall assist the Committee Chair in administrative duties related to meeting agendas and minutes.

4. Membership

The Committee shall be composed of three to five public Board members, including the Chair of the Board of Governors, with one of the public members serving as Committee Chair.

The President and CEO shall serve as a non-voting ex-officio member of the Committee and will not count in quorum.

The Committee terms of reference shall be revisited every two (2) years.

These terms of reference may be amended as required, subject to approval by the Board.

5. Delegation

In the event of absence of the Committee Chair for a particular meeting, the Board Chair or agreeable member with the appropriate level of competency will fill the role of Committee Chair.

6. Meetings and Quorum

The Committee will typically meet prior to each scheduled Board of Governors' meeting.

The Committee develops and follows an annual work plan addressing both strategic and routine responsibilities.

A majority of the voting members of the Committee shall constitute a quorum.

The Board Coordinator shall take minutes at the Committee meetings and the minutes shall be approved at subsequent meetings. Minutes will be kept and stored in accordance with the College's Records and Information Management policy.

7. Roles and Responsibilities

7.1 As per Bylaw 6.9.4, the Committee Chair shall report to the Board on a regular basis.

7.2 The Vice President, People and Culture, Chief of Staff and Director of Strategy, and the Board Coordinator will be resources to the Committee.

7.3 As per Board Policy No.5 – We Delegate Authority to the President: “we delegate our authority and assign responsibility to the College’s President to carry out the College’s plans and programs on our behalf.”

7.4 The Board of Governors values a participatory relationship with the President and CEO and respects independency where perceived or real conflict of interest may exist.

7.5 All items listed in the Roles and Responsibilities Table and Work Plan that require Board approval will be recommended by the Human Resources Committee at the following Board meeting for Board of Governors approval.

ROLES AND RESPONSIBILITIES	FREQUENCY	HUMAN RESOURCES COMMITTEE			BOARD APPROVES
		REVIEWS	APPROVES	RECOMMENDS	
1. Human Resources Strategy and Succession Planning					
1.1 College human resources strategy and philosophy	As required	✓			
1.2 President & CEO Emergency Replacement Plan and Position Description (in camera)	Annually	✓		✓	✓
1.3 President & CEO Succession Plan (in camera, high level update provided to the Board, due to confidential content)	Annually	✓	✓		
2. Appointment, Performance Evaluation and Compensation of the President & CEO					
2.1 President & CEO compensation review	Annually or per Legislation	✓		✓	✓
2.2 President & CEO Contract Terms and Conditions	Annually	✓		✓	✓
2.3 President & CEO Performance Plan ¹	Annually	✓		✓	✓
2.4 360 Leadership Competencies Survey	As required	✓		✓	✓
2.5 Annual Year-End President & CEO Performance Evaluation (in camera)	Annually	✓		✓	✓
3. Regulatory Compliance and People Risk					
3.1 OH&S and WCB performance report and safety program	Annually	✓			
3.2 Labour Relations and collective bargaining	As required	✓		✓	✓
4. Monitoring and Reporting					
4.1 President & CEO Expense Reports Review (for information)	Quarterly	✓			
4.2 President & CEO Absence Verification Report Review (for information)	Quarterly	✓			
4.3 Committee Terms of Reference Review	Biennially	✓		✓	✓
4.4 Committee Work Plan Review	Annually	✓	✓		

ROLES AND RESPONSIBILITIES	FREQUENCY	HUMAN RESOURCES COMMITTEE			BOARD APPROVES
		REVIEWS	APPROVES	RECOMMENDS	
4.5 Analyze emergent issues and report on impacts to Human resources practices and plans	As required	✓	✓		

¹ Board Chair to discuss ‘quarterly rocks’ related to the President and CEO Performance Plan and provide in-camera verbal updates to HRC and the Board.

Historical Review Dates	October 24, 2016; October 18, 2017; October 16, 2018; May 20, 2020; October 27, 2022; October 26, 2023
Next Review Date	October 2025
Document Custodian	Board Coordinator