

GOVERNANCE AND HUMAN RESOURCES (HR) COMMITTEE – TERMS OF REFERENCE	
NAME & TYPE	Governance and HR Committee – Standing Committee
PURPOSE	<p>The Governance and Human Resources Committee exists to ensure that the Board fulfills its legal, ethical, and functional responsibilities, through development of appropriate governance policy and by-laws; effective recruitment, training, and development strategies; and the monitoring and evaluation of the performance of the Board and its members.</p> <p>The Committee will assist the Board in its oversight of the Organization's human resources management, including assurance with respect to applicable legislation and regulatory requirements, effective recruitment and development programs, effective performance management, and appropriate compensation.</p>
COMPOSITION	<p>The Committee will be comprised of no fewer than three members, at least one of whom should have knowledge and experience in governance. The Chair must be a member of the board.</p> <p>Knowledge and experience in governance and human resources management is valuable to the committee, and where this expertise is not available to the committee from among members of the board, the committee may choose to recruit outside of the board and organization for this expertise to participate as a non-voting member of the committee.</p> <p>The President & CEO is a non-voting member of the Committee.</p>
CHAIR	The Chair shall be appointed by the Board of Directors.
DECISION MAKING PROCESS	Decisions shall be by majority vote.

AUTHORITY DELEGATED	<p>The Committee shall make recommendations to the Board on governance matters, for example: policy revisions, Constitution and by-law changes, etc.</p> <p>The President & CEO serves the Committee in an advisory capacity.</p>
REPORTING/ DEADLINE	<p>If the President & CEO wishes to refer a matter to the Committee, the Chair of the Board should agree to this referral before the Committee takes on the work.</p> <p>The Committee will report regularly to the Board through the minutes of Committee meetings, which will be provided to the Board in time for the regular Board meeting next following a committee meeting.</p> <p>The Committee is a Standing Committee and has no expiry date. Membership of the committee will be reviewed at the first Board meeting following the Annual Meeting. There will be no term limits on Committee membership.</p>
MEETINGS	<p>The Committee shall meet as needed, but at least once in the first quarter of the calendar year to properly prepare for the upcoming board election cycle, once in the third quarter of the calendar year to consider matters such as bylaw revisions that would require approval by the membership at the next AM and once in the fourth quarter, in order to conduct the evaluation of the President & CEO.</p>
STAFF SUPPORT	<p>The Committee will receive administrative support from the Organization office, and such other resources as are reasonably necessary for it to fulfill its mandate.</p>
COMMUNICATION WITH THE BOARD	<p>The Committee Chair will report to the Board at each Board meeting, and otherwise as appropriate, depending on the nature of the work undertaken by the Committee.</p>

COMMUNICATION WITH PRESIDENT & CEO	<p>Communication between the Committee and the President & CEO will be through the Committee Chair.</p>
SPECIFIC AREAS OF RESPONSIBILITY	<p>GOVERNANCE RESPONSIBILITIES</p> <ul style="list-style-type: none"> • Develop and recommend policies and procedures to ensure sound governance policies and practices are in place, and recommend revisions as required to assist the Board in fulfilling its oversight responsibilities. • Review periodically the adequacy and effectiveness of governance documents including by-laws, policies, procedures, and committee terms of reference, making recommendations for changes, as appropriate, to the Board. • Review annually the size, composition, diversity, and structure of the Board of Directors and its committees regarding competencies and skills of its members relative to the current needs of the Board, making recommendations to the Board for appropriate adjustments. • Recommend one Committee member to be a member of the Nominations Sub-Committee and supervise the work of that Sub-committee. • Ensure proper orientation, support, and professional development for Directors. • Develop and keep current the documents needed for recruitment, on-boarding, and education of current, new, and potential Board members (e.g., a skills matrix). • Establish and maintain criteria and conduct an effective process to evaluate the performance of the Board and its committees. • Maintain an environmental scan for developments, opportunities and best practices affecting not-for-profit governance and issues affecting PSO's that are relevant to the Organization.

	<p>HUMAN RESOURCES RESPONSIBILITIES</p> <ul style="list-style-type: none"> • Develop and maintain the job description and required competencies of the President & CEO. • Recommend the compensation policy for the President & CEO. • Establish with the President & CEO for approval by the Board each year, the President & CEOs performance measures • Conduct annually a performance review of the President & CEO and report to the Board • Receive from the President & CEO an annual report on the performance of his/her staff relative to their performance measures and discuss the President & CEO's performance assessment of each member of her staff. • Gain reasonable assurance of the Organization's conduct as an ethical employer, and its compliance with all applicable employment standards and regulations (e.g., Employment Standards Act). • Ensure an appropriate policy and procedure is in place to manage employee complaints or grievances.
<p>APPROVAL/REVIEW DATE</p>	<p>Approved on <u>January 2025</u></p>