

**TERMS OF REFERENCE FOR THE HUMAN RESOURCES AND
COMPENSATION COMMITTEE**

I. PURPOSE

The purpose of the Human Resources and Compensation Committee (the “Committee”) is to assist the Board in fulfilling its obligations relating to human resource and compensation matters and to ensure a plan of continuity and development of senior management is in place.

II. COMPOSITION AND OPERATIONS

- A. The Committee which will include the Board Chair and the Chair of the Finance & Administration Committee, shall consist of not less than three appointed and not more than five appointed Board members.
- B. The Committee shall operate in a manner that is consistent with the Committee Guidelines as outlined in the Board Manual.
- C. The Committee shall meet at least two times each year.
- D. The President shall serve as primary resource to the Committee, except on those issues dealing with the President’s employment. Other administrators will be invited to attend as required.

III. DUTIES AND RESPONSIBILITIES

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

- A. Determine the process for the President’s performance evaluation and lead the implementation of the evaluation process as outlined in the President’s Performance Assessment Policy.
- B. Review and recommend the President’s compensation.
- C. Receive recommendations from the President and approve the College’s compensation policy and terms of employment for excluded employees.
- D. Determine the mandate for bargaining negotiations with unionized employees.

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- E.** Ensure that management resources and plans are in place so that qualified personnel will be available for succession to executive positions at the College and key officer positions in its reporting organizations, and report on this matter to the Board at least once each year.
- F.** Review and endorse major changes in the organizational structure of management as proposed by the President.
- G.** Review the College's human resource policies from time to time.

IV. ACCOUNTABILITY

The Committee shall report its discussions to the Board by maintaining minutes of its meetings and providing an oral report at the next Board meeting.