

# Human Resources Committee Terms of Reference

---

## **Mandate**

The mandate of the Human Resources Committee (the "Committee") is to assist the Board of Directors in fulfilling its management responsibilities with regard to the performance management, compensation, succession planning and recruitment of the Chief Executive Officer and the succession planning and recruitment of the Registrar. The Committee will also have responsibility for the professional development needs of the Board of Directors and its committees.

The Committee is a standing committee of, and reports to, the Board of Directors.

## **Composition**

- The Chair of the Committee who is a member of the Board of Directors
- The President-Elect
- The Past-President
- The President

Upon the recommendation of the Nominating Committee and the approval of the Board, the President may serve as Chair of the committee and the Board member would serve as a committee member.

## **Authority**

The Chief Executive Officer (the "CEO") is the sole employee of the Board of Directors. In all other cases, the Committee shall respect the delegation of human resource management by the Board of Directors to the Chief Executive Officer.

The Committee may initiate investigations or studies of matters that reflect on issues within their mandate, or such other matters as deemed appropriate by the Board of Directors.

The Committee may obtain expertise and assistance from outside Human Resource, Governance or other third-party advisors as required to assist in the execution of Human Resources Committee responsibilities. Use of these services, along with associated costs and contractual obligations shall be reported to the Board of Directors periodically.

The Committee shall act within budget requirements established by the Board. The budget for projected activities for the following year's Committee shall be submitted as required to the Board of Directors.

The Committee shall refer questions that have legal implications to the Board of Directors and/or the OACETT legal advisor.

### **Duties and Responsibilities**

The Committee shall conduct activities for the recruitment, selection and hiring of the CEO, and may contract a recruitment firm to assist in the hiring process.

The Committee shall be familiar with the Human Resources and Succession Policies regarding the CEO, the general Human Resources Policies, and the employment contracts of the CEO, and shall review the Committee report of the previous term and other documents relating to the exercise of its duties.

The Committee shall conduct or cause to be conducted an annual performance evaluation of the CEO, and will establish a process for evaluating a new CEO, including where appropriate the determination of an annual performance bonus. The Committee will ensure that the performance criteria is established in advance and will seek feedback from the Board of Directors. The Committee will evaluate the CEO based on the job description, achievement of annual objectives, and compliance with policies. The Committee will share the CEO's key result areas with the Board of Directors following the annual evaluation.

The Committee may receive complaints regarding the CEO from the Board of Directors or from OACETT employees. On receipt, The Committee shall notify the Board of Directors, conduct an investigation and report to the Board of Directors on its findings. The Committee shall not enact disciplinary action against the CEO.

The Committee shall observe the OACETT Human Resources Policies in effect from time to time in all other management activities regarding the CEO.

The Committee shall be consulted on any anticipated changes within the senior management team, particularly a termination decision and the potential for succession planning for the Chief Executive Officer position.

The Committee shall review the Human Resources and Succession Policies regarding the CEO on a regular basis and recommend improvements to the Board of Directors.

The Committee shall be responsible for determining the professional development needs of the Board of Directors and the Committees, based on input from all the governance entities, particularly the Governance, Policy and Strategy Committee's review of the regular Board surveys and the annual evaluation. The HR Committee shall work with the CEO and other staff to arrange the appropriate professional development opportunities to respond to the identified needs.

The Committee shall submit a report to the Board of Directors on its activities annually.

The Committee shall carry out such other duties to fulfil its mandate and duties as may be delegated by the Board of Directors.

### **Other Responsibilities**

The Committee may provide advice and support to the Chief Executive Officer regarding the succession planning and recruitment of the Registrar.

The Committee shall be familiar with the employment contract of the Registrar.

### **Review of Terms of Reference**

To be reviewed annually by the Human Resources Committee and every five years by the Board of Directors.