

5.2.2 Governance & Human Resources Committee

BOARD OF DIRECTORS GOVERNANCE & HUMAN RESOURCES COMMITTEE TERMS OF REFERENCE

1.0 Preamble

The Governance & Human Resources Committee (GHRC) is a standing committee of the CAC Board of Directors.

The GHRC shall provide assistance to the CAC Board of Directors in fulfilling its responsibility by reviewing and monitoring, on an ongoing basis, issues and policies related to the governance of the CAC.

The GHRC shall also provide assistance to the CAC Board of Directors in fulfilling its responsibility relating to human resource management and establish a plan of continuity, development and evaluation of the Board of Directors and the Chief Executive Officer of the CAC.

2.0 Mandate

- Ensure that the CAC Board of Directors fulfills its legal, ethical, and functional responsibilities through adequate governance policy development, recruitment strategies, training programs, monitoring of Board of Directors activities, and evaluation of Board of Directors performance.
- Review committee and policy according to the revision cycle (Annex 1).
- Review and recommend the CAC's human resources policies.
- Other related initiatives as may be necessary or desirable to enhance the human resource management of the CAC Board of Directors or CEO.
- A sub-committee, to include the CAC Board of Directors Chair, to recommend a performance evaluation process for the CEO and conduct the annual performance review.

3.0 Scope

3.1 Propose amendments to the CAC bylaws and committees

3.2 Risk Management and Compliance

3.3 Inform and advise the CAC Board of Directors on governance matters as requested.

4.0 Reporting Relationships

The GHRC reports through the Chair of the Committee to the CAC Board of Directors.

The CEO reports to the CAC Board of Directors Chair, who ultimately signs off on the annual performance review.

5.0 Chair

The GHRC Chair shall be appointed by the CAC Board of Directors from the membership of the Committee. The sub-committee work of the GHRC shall appoint a Chair from within, as necessary (e.g. CEO Performance Management).

6.0 Recording Secretary

The CEO of the CAC shall designate a staff resource to support the work of the Committee who will act as the recording secretary for all meetings. All meetings shall be recorded, and minutes circulated to the Committee.

7.0 Frequency of Meetings

The GHRC shall meet a minimum of two (2) times per year. The sub-committee responsible for the CEO performance review will also meet a minimum of two (2) times per year. Meetings may be in person or via teleconference.

8.0 Quorum

A quorum shall be a majority of the members.

9.0 Authority

The GHRC has the authority to interpret and apply Board-approved policies. The GHRC has the authority to use the resources assigned to it by the CAC.

The GHRC does not have the authority to instruct the CEO or any other CAC staff member other than to request information required to complete its mandate.

10.0 Decision Making

Decisions shall be made by simple majority of GHRC.

11.0 Appointment

Members are appointed annually by the CAC Board of Directors. Membership of the GHRC shall be no fewer than three (3) and no more than six (6).

Criteria for selection to GHRC might include:

- Credibility;
- Willingness to commit the necessary time and effort to the committee;
- Understanding of the process required to fulfill the mandate;
- Relevant experience.

Membership of the sub-committee responsible for the CEO evaluation will include the CAC Board of Directors Chair (who is not necessarily the chair of the sub-committee) plus two (2) other members. Other members will be appointed by the GHRC Chair, with a minimum of one from within the GHRC.

12.0 Circulation of Minutes:

Minutes are circulated to the GHRC members.

13.0 Amendments

These Terms of Reference were prepared and approved by the CAC Board of Directors on June 6, 2014. The CAC Board of Directors will review these Terms of Reference on a regular basis, with input from the Committee as required.

Review date	Action	Board approval date
	Governance Review Committee terms of reference first approved by the CAC Board of Directors.	June 6, 2014
	Governance Review Committee, nomination: Gail Donohue (Chair), Ranil Sonnadara (member), Daniel Domitrovic (member)	June 6, 2014
	Amended.	September 22 nd 2014
	Format modification.	October 8, 2015
	Amended to include Human Resources Functions	TBD

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