

## **GOVERNANCE & HUMAN RESOURCES COMMITTEE TERMS OF REFERENCE**

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### **1. Purpose**

The primary purpose of the Governance & Human Resources Committee (the "Committee") is to assist the Board with governance and human resources matters.

### **2. Interpretation**

Capitalized terms used but not defined herein will have the meanings given to them in the General By-law of CAC.

### **3. Composition**

The Committee, including the Chair, is appointed by the Board. The Committee is composed of no fewer than three (3) and no more than six (6) Directors. One or more previous Directors may also be appointed to the Committee by the Board, except that they are not eligible to serve as Chair of the Committee. Without limiting the discretion of the Board, members of the Committee are typically appointed for terms that expire at the close of the next annual meeting of the Members.

### **4. Other Participants**

The Committee may invite such individuals, with the permission of the Chair or the Chief Executive Officer and in accordance with the approved budget external professional services firms, consultants and advisors, as it may see fit from time to time to attend portions of meetings of the Committee. For greater certainty, those individuals shall not be permitted to vote.

At each meeting, the Committee will meet on its own to discuss any matters that the Committee members believe should be discussed privately.

### **5. Roles and Responsibilities**

#### **A. Human Resources**

The principal human resource-related responsibilities of the Committee include:

- monitoring and reviewing Chief Executive Officer succession plans;
- monitoring trends in CEO human resource areas;
- reviewing CAC's significant human resources policies and recommending amendments, additions or deletions as appropriate for approval by the Board of Directors (note the CAC employee manual is not approved by the Board but all positive workplace, EDI, codes of conduct are so approved);

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- reporting to the Board every two years (or more frequently if requested by the Board); and
- performing such other duties as may be determined by the Board from time to time.

### **B. Chief Executive Officer Subcommittee**

The Committee will establish a subcommittee, comprised of the Chair of the Board, the Chair of the Finance & Audit Committee, and up to two (2) Directors, to:

- review, on an annual basis, the Chief Executive Officer's performance evaluation process and to propose updates to it for approval by the Board;
- lead, on an annual basis, a performance evaluation process for the Chief Executive Officer and prepare a report to the Board that sets out the results of the review;
- approving adjustments to the Chief Executive Officer's compensation and reporting to the Board thereon; and
- when required, recommending to the Board to renew or terminate the Chief Executive Officer's contract.

### **C. Corporate Governance**

The principal corporate governance-related responsibilities of the Committee include:

- reviewing CAC's governance framework and policies every two years or as required, including the By-laws and Terms of Reference (with input from each committee), and advising the Board regarding:
  - areas of concern;
  - best practices; and
  - recommended changes;
- ensuring appropriate structures and procedures are in place to allow the Board to function effectively;
- ensuring programs are in place for new Director orientation and professional development;
- assisting and supporting review processes for evaluating the effectiveness of the Board, committees, and Directors;
- reviewing and recommending changes to the Code of Conduct for Directors and reviewing an Director declarations thereunder;
- ensuring that CAC has in place appropriate governance policies;

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- addressing Board conduct issues as delegated by the Committee by the Board or the Chair of the Board;
- reporting to the Board on an annual basis (or more frequently if requested by the Board); and
- performing such other duties as may be determined by the Board from time to time.

**6. Procedures**

- **Frequency of Meetings:** The Committee is expected to meet at least two (2) times per year.
- **Notice of Meetings:** To the greatest extent possible, meeting dates and times will be determined at least two (2) weeks before the date of a particular Committee meeting, but if the Chair of the Committee considers it a matter of urgency, the Chair may call a meeting of the Committee at any time. To the greatest extent possible, the agenda and any supporting documents will be provided to the Committee members at least four (4) days before the date of the meeting.
- **Electronic Participation in Meetings:** A meeting of the Committee may be held by means of any telephonic, electronic or other communications facilities that permit all persons participating in the meeting to communicate adequately with each other.
- **Minutes:** Minutes shall be taken for each meeting of the Committee.
- **Quorum:** A majority of the voting members of the Committee will constitute a quorum for the transaction of business.

Effective Date		Approval
June 8 <sup>th</sup> , 2023		
September 29 <sup>th</sup> , 2023		
October 27 <sup>th</sup> , 2024	This version: <ul style="list-style-type: none"> <li>• Expands composition to include eligibility of previous Directors.</li> <li>• Clarifies composition and function of the CEO subcommittee.</li> </ul>	October 27 <sup>th</sup> , 2024
Review Cycle		
Every year	As required.	