Terms of Reference for the Human Resources Committee

Purpose
The human resources committee assists the board in
- ensuring the commission has an effective organizational structure and competitive human resources and compensation policies and practices
- ensuring appropriate processes are in place for the selection (except for the chair and vice chair), evaluation, compensation, and succession of senior management
- evaluating and determining compensation for the chair
- such other related initiatives as may be necessary or desirable to enhance board performance

Composition and operations
The committee consists of at least three independent commissioners. The committee meets at least three times a year, and otherwise as necessary. The committee operates under the Terms of Reference for Board Committees and these terms of reference.

Duties and responsibilities
The committee has the following specific responsibilities:

Policies and compensation
Review annually the commission's organizational structure, compensation philosophy, performance management system and human resources policies, and recommend to the board any necessary changes. Review the annual adjustments to compensation proposed by management and, if satisfied, recommend approval to the board.

Executive director appointment
Advise the chair, who establishes and leads the process for identifying, recruiting, and appointing the executive director. With input from the board, assist the chair in
- developing criteria to be met by candidates
- reviewing and assessing qualifications of candidates and recommending a candidate to the board

Executive resignations
If appropriate, conduct exit interviews of individuals leaving executive (except for the chair and vice chair) positions.

Succession planning
Annually review management's succession and development plans for executives and senior managers, and report to the Board.

Evaluation and compensation of the chair
Lead the annual evaluation for the chair. In particular, under the leadership of the chair of the HRC:
- develop a preliminary assessment of performance based on the results of the evaluation questionnaires and input from independent commissioners
- review the preliminary performance assessment with the chair
- finalize the performance assessment, and review any significant changes with the independent commissioners and the chair
- develop jointly with the chair, and with input from independent commissioners, goals and objectives for the chair for the ensuing year

Considering the chair's performance and data from comparable organizations, review and annually recommend to the independent commissioners the proposed compensation changes for the chair, if any.

Evaluation and compensation of executives
Review mid-year, in consultation with the chair, for each executive, their performance against objectives.

Review annually, in consultation with the chair, for each executive
- the performance evaluation
- the proposed compensation changes, if any.

Evaluation and compensation of senior managers
Review mid-year, in consultation with the chair and executive director, for each senior manager, their performance against objectives.

Review annually, in consultation with the chair and the executive director, for each senior manager
- the performance evaluation
- the proposed compensation changes, if any.

Compensation of independent commissioners
Review annually the compensation policy for independent commissioners using data from comparable organizations and make appropriate recommendations to the board.

Reporting on performance
Ensure the board receives an annual report
- from the chair, regarding the performance of the other executives
- from the executive director, regarding the performance of the senior managers

Mandate review and self-evaluation
On an annual basis, review these Terms of Reference and evaluate the committee's performance against them. Report the results of the review and self-evaluation, and make appropriate recommendations to the governance committee.