

## Governance and Human Resources Committee Charter (3.6)

Charter:	Governance and Human Resources Committee	Effective Date:	November 4, 2021
Last Review Date:	Oct 19, 2023	Next Review Date:	Nov/26
Review Frequency:	Every 3 years (November) Gov & HR Committee	Related Supporting Documents:	Bylaws

### Mandate

The mandate of the Governance and Human Resources Committee (the "Committee") is to assist the Council in fulfilling its oversight responsibilities and gaining reasonable assurance as to the effectiveness of governance, Council, committee and Council member effectiveness, and Council renewal. It shall also assist Council in providing effective oversight on behalf of Council's relationship with the Executive Director (ED), human resources policies and plans, including its compensation, benefits plans and Code of Conduct and making recommendations to the Council.

The Committee shall also carry out such other duties as may be delegated to it by the Council from time to time.

### Composition

- The Committee is a standing committee of the Council.
- The members of the Committee shall be appointed by the Council.
- Committee members may be removed by the Council.
- The Council shall also designate a Committee Chair.
- The Committee consists of:
  - Not fewer than three Council members and not more than five Council members, with a minimum of one public member.
  - All Committee members will build their competencies in human resources and governance after appointment.
  - At least one member who has, to the extent feasible, background and experience in governance.
  - At least one member who has, to the extent feasible, background and experience in human resources, compensation, and employee benefits.
- Quorum is two committee members.
- Non-members: The Council Chair and Executive Director have the right to receive notice of, attend and have voice at all Committee meetings; as will the secretary to the Committee, who shall be supplied to the Committee by the Executive Director.

## Authority

The Committee has the authority to:

- Make recommendations to the Council with regard to governance and human resource issues.
- Obtain expertise and assistance from outside legal, governance, human resource, compensation or other advisors as required to assist in the execution of committee responsibilities. Use of these services, along with associated costs and contractual obligations shall be reported to the Council at each Regular Council meeting.

## Duties & Responsibilities

1. Responsibilities related to Governance: The Committee will:
  - Gain reasonable assurance regarding governance processes, policies and principles of the Council including Councilors' Conflict of Interest and Council evaluations; and other steps to assist the Council in delivering effective governance practices.
  - Co-ordinate and oversee Council-level policy development.
  - Evaluate the effectiveness of and monitor compliance with Council-level policies not otherwise assigned to another Council Committee.
  - Review at least annually the Charters of the Council and Council Committees, and recommend to the Council any amendments (e.g., to duties, responsibilities, reporting) deemed necessary or advisable.
  - Evaluate and report at least annually to the Council on the overall performance of the Council, its committees, and its members, and the performance of the Council Chair and Committee Chairs responsible for each committee.
  - Ensure appropriate orientation of new Council members, and ongoing professional development of all Council members.
  - Review, recommend for Council approval and monitor compliance with CRNS's Code of Conduct.
2. Responsibilities related to the ED's employment relationship: The Committee will:
  - Annually review and recommend to the Council for approval, CRNS's goals and objectives relevant to the performance and compensation of the ED.
  - Annually evaluate the performance of the ED in light of those goals and objectives.
  - Annually review and recommend to the Council for approval the remuneration and benefits for the ED.
  - Annually and on a continuing basis, review and recommend to the Council: job description, development and succession plans for the ED.
3. Responsibilities related to Human Resources beyond the ED: The Committee will:
  - Gain reasonable assurance that the ED is
    - reporting on policies for employee compensation, benefits and significant human resource issues and ethics codes, and

- annually reviewing with the ED their succession plans for key positions.
4. Responsibilities related to Risk Oversight: The Committee will:
- Review and monitor CRNS’s major governance and human resources risks reported by the ED and recommend to Council policies and plans to address such risks.

### Meetings

- The Governance and Human Resources Committee will meet at least four times per year and as necessary.
- Meeting agendas are set by the Committee Chair in conjunction with the Executive Director.
- Minutes of the Governance and Human Resources Committee shall be maintained in CRNS’ board portal.