



1. Purpose

The Human Resources Committee ("Committee") is a standing committee of the Board of Governors, and assists the Board of Governors (the "Board") in its oversight role by ensuring that the University has appropriate human resource strategies and policies that are consistent with good practices and aligned to strategic priorities, such that the University can:

- Attract, retain, and motivate high calibre staff;
- Meet the people and culture objectives of the University;
- Motivate management to pursue the mission of the University within an appropriate control framework; and
- Demonstrate a clear relationship between performance and remuneration where applicable.

2. Accountability

The Committee is established by the Board and is accountable to the Board through the Chair of the Committee. The Board may, from time to time, delegate any of its powers under Section 8(1) of the Act to the Committee.

3. Membership

The Committee shall consist of:

- Board Chair
- Board Vice-Chair
- At least one and up to three external members of the Board of Governors, one of whom shall be a member of the Governance Committee.

The Committee should include some members with a background in human resources management at a senior leadership level, to include functional knowledge and expertise, developing and coaching others, and building healthy workplace cultures.

The Committee should consider joint meetings with other Board committees, where appropriate, to most efficiently and effectively carry out the work of the Board. The Chair of the Committee will identify such opportunities to other committees for consideration.

Committee members are appointed by the Board for a term of one year and may be reappointed for a further term(s) at the discretion of the Board.

The Chair of the Committee will be appointed by the Board from among the voting members of the Committee.

4. Meetings

The Committee will meet at least four times per year. Meetings of the Committee are closed to the public.

All meetings of the Committee are called by the Committee Chair at their discretion. The preference is for meetings to be held in person; however, business of the Committee may be conducted electronically as needed. Committee members are encouraged to attend meetings in person but may participate in a meeting by means of telephone or other communication facility. A member participating in a meeting by such means is deemed for all purposes to be present at that meeting. If a committee member is not able to participate in a meeting, that member can speak to the Committee Chair in advance of the meeting so that the Committee Chair can share the member's perspective at the meeting. That member may also submit written comments or documentation to the Committee Chair and University Secretary in advance of the meeting.

A majority of the members of the Committee shall form a quorum. The Committee may meet in joint session with one or more other Board committees.

Every Committee meeting agenda will include an opportunity for members to declare any conflict of interest in accordance with the Board of Governors Code of Conduct policy. All Committee meetings will allow for an in-camera session to be conducted in accordance the Board's Guidelines for In-Camera Sessions.

The Office of the University Secretary will be responsible for providing governance and administrative support to the Committee, including taking minutes at Committee meetings. Minutes of a Committee meeting will be provided to the Committee at least seven days in advance of the next regularly scheduled Committee meeting. Once approved, the minutes will be included in the consent agenda of the next Board meeting for information.

The Vice President Finance and Administration and the Associate Vice President People and Culture will be Executive Advisors to the Human Resources Committee.

5. Responsibilities

The Board Charter sets out the key responsibilities of the Board, and consistent with these key responsibilities, the specific responsibilities of the Committee are:

5.1 Overview

- 5.1.1 Ensures the University's compensation, human resource and labour relations philosophies and strategies are in keeping with:
 - The University's mission, vision, values, and strategic plans
 - Legislative and government policy guidelines and requirements, and
 - The University's governing legislation and bylaws.
- 5.1.2 Makes recommendations to the Board on all aspects of the employment of the President and Vice Chancellor (the President), including recruitment, remuneration, performance management, and succession planning.
- 5.1.3 Undertakes strategic discussions as appropriate and relevant to the Committee's purpose.

5.2 The President and Vice Chancellor

- 5.2.1 Recommend to the Board the process to be undertaken pertaining to presidential search, appointment, review (annual and end-of-term) and compensation.
- 5.2.2 Establish, on behalf of the Board of Governors, the specific terms and conditions of employment for the President.

- 5.2.3 Establish, with the President, the key performance goals and objectives for the President and the executive management team (Vice-Presidents), and the process for annually evaluating the President's performance against such goals and objectives and advise the Board accordingly. At mid-term and more often if deemed appropriate, solicit, review, and evaluate the comments of the members of the Board, key stakeholders across the University, and external constituencies with respect to the performance of the President and the executive management team and consider such other data, reports, and information as the Committee considers useful, and thereafter provide advice to the Chair of the Board on the performance of the President.

5.3 **Compensation**

- 5.3.1 Monitor executive and university trends for compensation and benefits for senior institutional administrators.
- 5.3.2 Ensure that the University has adopted an overall compensation framework, including a compensation philosophy, framework, and matrix for Senior Administrators, and that appropriate compensation policies are in place.
- 5.3.3 Stay informed of good practices in executive compensation issues relevant to the mandate of the Committee.
- 5.3.4 The President will inform the Committee of senior management compensation changes for information purposes only.
- 5.3.5 Ensure the University's public disclosure requirements related to human resources, including public disclosure of compensation, are met.

5.4 **Recruitment and Succession Planning**

- 5.4.1 Advise on Board policies pertaining to search processes and appointment approval processes, consistent with the provisions of the Saint Mary's University Act and Bylaws.
- 5.4.2 Review the University's strategies and plans related to succession planning and provide advice to those responsible for their development.

5.5 **Organizational Structure and Culture**

- 5.5.1 Provide advice and support to the President and members of executive management on organizational issues or changes that involve senior management, organizational structures, and which have significant internal or external implications for the University.
- 5.5.2 Review the results of any employee surveys and confirm anticipated follow-up with the President.
- 5.5.3 Receive regular reports from the Executive Advisors with respect to human resource strategies, including key human resource objectives, plans, and workforce requirements, and provide governance-level oversight with respect to implementation of such strategies.

5.6 **Labour Relations**

- 5.6.1 Review and advise the President on the University's negotiations frameworks and related objectives of the University for collective and other employment agreements with its unionized and non-unionized employees;
- 5.6.2 On behalf of the Board of Governors, approve collective bargaining mandates;
- 5.6.3 Receive ongoing information on the status of negotiations; review, on behalf of the Board of Governors, negotiated collective and other compensation agreements that are within an approved negotiation framework and inform the Board of the settlement results;

5.6.4 Approve, on behalf of the Board of Governors, negotiated collective bargaining agreements that are outside of an approved negotiation framework.

6. Reporting

The Committee will establish an annual macro agenda which identifies the Committee's work plan for the year. The annual macro agenda will be shared with the Board in writing before its second meeting of the Board year.

The Chair of the Committee will provide oral or written reports of its proceedings at the Board meeting following each meeting of Committee. If there is no action item or crucial information, written reports from the Committee can be included in the consent agenda without an oral report.

The Committee will provide an annual written report of its work to the Annual General Meeting of the Board.

7. Resources

The Executive Advisors will attend all meetings of the Committee but will not be voting members of the Committee. The Chair may, at his or her discretion, also invite guests to attend meetings as resources, as required. For greater certainty, such resources are not members of the Committee.

8. Terms of Reference Review

The Committee will review its Terms of Reference annually at the first meeting of the Committee in the respective Board year and report their findings to the Governance Committee. The Governance Committee will review the Committee's findings and recommend any proposed changes to the Board for approval.

9. Evaluation

At the discretion of the Committee Chair, the Committee may assess its own performance at any time. Notwithstanding any Committee self-evaluation, the annual Board self-evaluation will include an assessment by Committee members of the Committee's performance.