

**ARTICLE 1
BOARD COMMITTEES**

1.1 HUMAN RESOURCES COMMITTEE CHARTER

1.1.1 Composition and Voting

The Committee shall consist of:

- (a) at least three (3) Elected Directors as voting members, one of whom shall be Committee Chair;
- (b) the Board Chair as an Ex-Officio Voting Director;

The Committee shall be supported by staff resources, specifically the Chief Executive Officer and the Chief Human Resources Officer.

1.1.2 Meetings

The Committee shall meet at least four (4) times annually, or more frequently as circumstances dictate.

1.1.3 Quorum

Quorum for any meeting of the Committee shall be at least fifty percent (50%) of the voting members.

1.1.4 Role

The Committee is accountable for assisting the Board in fulfilling its governance duties, legal responsibilities and providing oversight of the Chief Executive Officer and the Chief of Staff positions and ongoing review of the Corporation's Executive Compensation Program.

1.1.5 Specific Duties and Responsibilities

The Committee shall perform the following responsibilities:

- (a) at least annually review the Executive Compensation Program to ensure that it complies with provincial requirements and make recommendations to the Board for approval of any changes that may be required;
- (b) inform and advise the Board on matters related to employment practices and relations including but not limited to recruitment, retention, wages and benefits, legislation and succession planning for the positions of Chief Executive Officer and Chief of Staff;
- (c) develop annual performance objectives and measures for the Chief Executive Officer and the Chief of Staff for approval by the Board; and

- (d) initiate annual performance reviews for the Chief Executive Officer and the Chief of Staff for approval by the Board.

1.1.6 **General**

The Committee shall have the following additional general duties and responsibilities:

- (a) annually approve a work plan to ensure the Committee fulfills its mandate and completes its work efficiently and effectively;
- (b) reporting to the Board on material matters arising at Committee meetings following each meeting of the Committee;
- (c) maintaining minutes or other records of meetings and activities of the Committee;
- (d) conducting an annual evaluation of the Committee in which the Committee (and/or its individual members) reviews the Committee's performance for the preceding year for the purpose, among other things, of assessing whether it fulfilled the purposes and responsibilities stated in this Charter;
- (e) reviewing and assessing the adequacy of this Charter at least annually and submitting any proposed amendments to the Board for approval; and
- (f) performing such other functions and tasks as may be assigned from time to time by the Board.