



1. Mandate and Role of the Committee – The Board Human Resources and Compensation Committee assists the Board of Governors in fulfilling its governance responsibilities by providing strategic oversight, insight, and foresight with respect to University human resources policies, procedures, and trends; collective bargaining and related service contracts; and senior administration selection, review, compensation, and succession planning.

2. Areas of Responsibility

Without limiting the generality of the foregoing, the Committee:

Employee and Labour Relations

Collective Bargaining

- a) considers and recommends to the Board changes in collective agreements.
- b) reviews and approves the mandates for negotiating committees with all bargaining units.
- c) receives updates on collective bargaining, the administration of collective agreements, and labour relations, and provides feedback and advice to the President.

Excluded Staff

- d) considers and recommends to the Board changes to the Handbook of Terms and Conditions of Employment for Management and Professional Staff (Excluded) (MAPs).
- e) approves changes to market peer groups and salary structures for MAPS and Academic Administrators.

Senior Administration Appointments/Reviews

President

- f) monitors Presidential effectiveness and, through the Chair of the Committee, provides advice to the Chair of the Board on the performance of the President.
- g) annually solicits, reviews and evaluates the comments of the members of the Board with respect to the performance of the President and considers such other data, reports and information as the Committee considers useful.
- h) recommends the President's annual goals and objectives to the Board for approval.
- i) appoints Board members to search and review committees for the President as established under the University's Recruitment Policy and associated procedures.
- j) reviews and recommends the appointment, extension, reappointment and dismissal of the President.
- k) reviews and approves the compensation (initial and changes thereto) and all contractual terms and conditions for the President, prior to the execution thereof or any public announcement.
- l) reviews and recommends changes to the President's executive position description.

Vice-Presidents

- m) reviews and recommends the appointment, extension, reappointments and dismissals of Vice-Presidents.
- n) reviews and approves the compensation (initial and changes thereto) and all material contractual terms and conditions for the Vice-Presidents prior to the execution thereof or any public announcement, on the recommendation of the President.
- o) appoints Board members and external representatives of the Board to advisory search and review committees for Vice-Presidents, as established under the University's Recruitment Policy and associated procedures.
- p) annually provides advice to the President, through the Chair of the Committee, with respect to the responsibilities and performance (in relation thereto) of the Vice-Presidents.

- q) reviews and recommends changes to the Vice-Presidents' executive position descriptions.

Senior Administration

- r) reviews and approves the appointment, extension, reappointments, and dismissals of College Deans and Faculty Deans.
- s) reviews and approves matters of a substantive nature with respect to the procedures for the selection of Deans, as established under the University's Recruitment Policy and associated procedures.
- t) reviews succession plans for senior administration.
- u) annually reviews the performance and approves the compensation of College and Faculty Deans, upon the advice and recommendation of the Provost.
- v) approves the appointment of Killam and Tory Chairs.

The Committee makes recommendations with respect to appointments, extensions, reappointments and dismissals of Vice-Presidents and Deans on the advice and recommendation of the President.

Reports, Advice, Trends

- w) considers trends affecting human resources policies of the University.
- x) receives annual reports on the university's pensions plans and provides feedback to the university representative(s);
- y) approves the nomination of a university representative to the Public Service Pension Plan (PSPP) Corporation Board of Directors, and the appointment of a university representative to the PSPP Sponsor Board, pursuant to the Joint Governance of Public Sector Pension Plans Act.
- z) approves the appointment of a university representative to the Universities Academic Pension Plan (UAPP) Board of Trustees, pursuant to the UAPP Sponsorship and Trust Agreement.
- aa) monitors trends in compensation and benefits for executives, senior administrators, faculty, staff and other employees.
- bb) reviews and provides feedback on regular reports on hiring, retention, and other employment-related matters.
- cc) monitors the performance of the University in the areas of responsibility of the Committee against key strategic performance indicators and reports on this to the Board.

Policy and Other Matters

- dd) reviews and approves changes to existing University policies relating to the Committee's mandate, subject to the Limitations on Delegation as set out in paragraph 3.
- ee) reviews and recommends new University policies relating to the Committee's mandate, as set out in the University's Policy Development Framework.
- ff) considers enterprise risk and opportunities associated with all items before the Committee and communicates those as needed to the Board Audit and Risk Committee.
- gg) considers other matters at the request of the Board.

3. Limitation on Delegation by the Board of Governors

The Committee functions in accordance with the Principles for Board of Governors Delegation of Authority. The general delegation of authority by the Board to the Committee is limited as set out in this paragraph. Notwithstanding the general delegation of authority to the Committee as set out in paragraph 2, the Board approves:

- a) the appointment, extension, reappointment and dismissal of Vice-Presidents and the President.
- b) changes to President and Vice-President executive position descriptions.
- c) goals and objectives for the President.
- d) collective agreements and substantial revisions thereof.

- e) changes to the Handbook of Terms and Conditions of Employment for Management and Professional Staff (Excluded) (MAPS).
- f) policy changes with significant institutional impact, including those related to the remuneration of Deans, Vice-Presidents and the President and other senior members of the Administration of the University.
- g) new policies relating to the Committee's mandate, as set out in the University's Policy Development Framework.
- h) recommendations and considers information and reports on matters that in the opinion of the Committee may pose significant risk to the University.

4. Composition

The Committee functions in accordance with the Principles for Board of Governors Standing Committee Composition.

Members

Ex-officio (3)

- a) The Board Chair, by virtue of office
- b) The Chancellor, by virtue of office
- c) The President and Vice-Chancellor, by virtue of office

Appointed (5)

- d) Where appropriate, no more than seven Governors or Non-Governor Committee Members, as appointed by the Board or its delegate*

Internal Resources

- e) Provost and Vice-President (Academic)
- f) Vice-President (University Services and Finance)
- g) Associate Vice-President (Human Resources, Health, Safety and Environment)
- h) University Secretary
- i) Committee Secretary
- j) Other resources, as determined by the President or the Committee

Chair/Vice-Chair

- k) The Committee Chair and Vice-Chair shall be selected from Committee membership Section 4(d) of these Terms of Reference.
- l) The Vice-Chair undertakes and discharges all duties of the Chair in the absence of the Chair.

* Members of this committee require independence, as set-out in the Principles for Board of Governors Standing Committee Composition and the Board of Governors Bylaws.

5. Committee Process and Procedures

The Committee:

- a) functions in accordance with the Board of Governors Bylaws.
- b) develops and follows an annual work plan addressing both strategic and routine issues.
- c) annually reviews the terms of reference of the Committee and recommends to the Board Governance Committee any required changes.

6. Reporting to the Board of Governors

The Committee reports regularly to the Board of Governors with respect to its activities and decisions.

BOARD HUMAN RESOURCES AND COMPENSATION COMMITTEE
Terms of Reference

Decision History:

<i>DATE</i>	<i>DECISION-MAKER</i>	<i>DECISION</i>
<i>2019-05-28</i>	<i>Board Human Resources and Compensation Committee</i>	<i>Recommended</i>
<i>2019-06-14</i>	<i>Board of Governors</i>	<i>Approved</i>
<i>2022-03-08</i>	<i>Board Human Resources and Compensation Committee</i>	<i>Recommended</i>
<i>2022-04-27</i>	<i>Board Governance Committee</i>	<i>Recommended</i>
<i>2022-05-13</i>	<i>Board of Governors</i>	<i>Approved</i>
<i>2022-06-17</i>	<i>Board of Governors</i>	<i>Approved (re delegation of College Dean appts)</i>
<i>2023-09-26</i>	<i>Board Human Resources and Compensation Committee</i>	<i>Recommended</i>
<i>2023-11-29</i>	<i>Board Governance Committee</i>	<i>Recommended</i>
<i>2023-12-08</i>	<i>Board of Governors</i>	<i>Approved</i>