

11 HUMAN RESOURCES COMMITTEE – TERMS OF REFERENCE

11.1 PURPOSE

The purpose of the Human Resources Committee (Committee) is to assist the Board in fulfilling its obligations relating to CNC's human resources issues, including President evaluation and compensation, succession planning and significant human resources policies.

11.2 COMPOSITION

The Human Resources Committee is composed of at least three members, who are normally selected from among the Appointed Members.

The Board Chair and Vice Chair will be members of the Committee.

The Board, on the recommendation of the Governance Committee, appoints the Committee members and the Committee Chair.

11.3 DUTIES AND RESPONSIBILITIES

Subject to the powers and duties of the Board, the Committee will perform the following duties.

11.3.1 PRESIDENT APPOINTMENT AND PERFORMANCE AND DEVELOPMENT

- a) review and recommend for approval, the President and CEO appointment;
- b) lead the process for development of the President's annual goals and objectives (Board Policy #5¹⁹), and make recommendations to the Board for approval;
- c) lead the processes for the President's annual performance evaluation and compensation review (Board Policy #5), and make recommendations to the Board for approval; and
- d) fulfill other specific responsibilities related to overseeing the President's conduct and performance, pursuant to Board Policy #5.

11.3.2 COMPENSATION STRUCTURE

- a) annually review CNC's compensation and human resources philosophies and strategies, with consideration for:
 - i. CNC's mission, vision, values and key goals;
 - ii. legislative and policy guidelines and requirements;

¹⁹ The Board has delegated to the Committee specific responsibilities and authorities in respect of performance and evaluation of the President, as set out in Board Policy #5, a copy of which is included as an appendix to the Board Manual.

- b) review the compensation framework for exempt employees and the terms and conditions of employment for exempt employees and recommend any changes to the Board for approval; and
- c) annually review the President's total compensation and recommend any changes to the Board for approval, pursuant to Board Policy #5.

11.3.3 SUCCESSION PLANNING AND DEVELOPMENT

- a) review the College's development and succession plans for the President and CNC's senior leadership and management;
- b) review major changes in the management organizational structure as proposed by the President; and
- c) review senior leadership's recommendations for programs, policies and practices with respect to the development of CNC's human resources.

11.3.4 HUMAN RESOURCES

- a) review proposed strategy for and receive updates on the progress of collective bargaining;
- b) review and recommend for approval, tentative collective agreements;
- c) review and receive reports on senior leadership's approach to student, employee and organizational health and engagement;
- d) ensure that senior leadership has implemented a process to receive and respond to complaints or allegations of wrong-doing or questionable acts by employees, Board Members, contractors, volunteers and students;
- e) review and monitor the College's risk profile in respect of risks relevant to the Committee's mandate, including the review and monitor of its health and safety performance;
- f) review reports regarding human resource related issues and incidents reportable under applicable College policies;
- g) review significant human resources policies; and
- h) undertake other activities as assigned to it by the Board.

11.4 MEETINGS

The Committee meets at least three times per year and normally a few weeks in advance of a regular Board meeting. Additional meetings may be held as deemed necessary by the Committee Chair.

11.5 REPORTING

At the next Board meeting, the Committee Chair provides an oral report that summarizes Committee work since it last reported, including what the Committee is bringing forward for discussion or approval, along with a written summary in advance of the next Board meeting.

11.6 COMMITTEE SUPPORT

The Board Secretary or designate serves as secretary to the Committee and the Executive Director, Human Resources provides support to the Committee as a non-voting management resource.

11.7 RESPONSIBILITY FOR POLICY REVIEW

The Committee has responsibility to review, at least every two years, and more frequently if deemed necessary (e.g., based on legislative changes, or a development in governance best practices) the following Board and Board-approved organizational policies:

11.7.1 BOARD POLICIES

- Human Resources Committee Terms of Reference
- President Position Description
- Board Policy No. 5, Performance Planning and Evaluation President