
Governance and Human Resources Committee

1. Purpose

The purposes of the Governance and Human Resources Committee are to:

- a) assist the Board in ensuring that CLBC has an effective governance regime; and
- b) assist the Board in fulfilling its obligations relating to CLBC human resources issues, including CEO's annual goal setting and evaluation, compensation, succession planning and significant human resources policies.

2. Composition and Quorum

The Governance and Human Resources Committee is composed of at least three Directors. The Board, on the recommendation of the Board Chair, appoints the Committee Chair and Committee members.

The Board Chair is an *ex officio* member of the Committee, is counted in establishing quorum and votes.

A majority of the members of the Committee constitutes a quorum.

3. Accountability and Authority

The Committee is accountable to the Board. Except where the Board by resolution or through the Committee's Terms of Reference has authorized the Committee to act, the Committee has no authority to direct management or to commit CLBC.

4. Duties and Responsibilities

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

4.1. Governance

The Committee will:

- a) annually review compliance by CLBC with all applicable regulatory requirements relating to corporate governance;
- b) at least every two years, review the governance framework for CLBC and advise the Board regarding:
 - i) areas of concern
 - ii) corporate governance developments and best practices;¹ and
 - iii) recommended changes;
- c) ensure appropriate structures and procedures are in place to allow the Board to function effectively;

¹ Including reference to the Best Practice Guidelines issued by the Board Resourcing and Development Office.

- d) annually review the composition of the Board as a whole and recommend, if necessary, changes to the Board Competency Matrix;
- e) together with the Board Chair, annually and as vacancies arise, review the skills and experience on the Board and recommend to the Board the desired skills and experience for potential new Directors to be recommended to the Minister through the Board Chair;
- f) ensure programs are in place for new Director orientation and ongoing Director professional development;
- g) assist and support the annual review processes for evaluating the effectiveness of the Board, Board Chair, and Committees;
- h) periodically review and assess CLBC's communication to stakeholders and the general public with respect to its policies and practices in the areas of corporate governance, including the communication contained on CLBC's internal and external websites;
- i) annually review and ensure the adequacy of CLBC's Code of Conduct and Conflict of Interest policies and procedures for Directors and all employees;
- j) annually obtain Conflict of Interest Declarations from Directors;
- k) address Code of Conduct issues as delegated to the Committee by the Board;
- l) review Directors' and officers' liability coverage
- m) review the relevant audit reports and any recommendations made; and
- n) receive and review periodic progress reports relative to key performance indicators.

4.2. Risk Management

The Governance and Human Resources Committee will review the identification, assessment and management of corporate risks pertaining to Governance and Human Resources at CLBC.

4.3. Human Resources

The Committee will:

- a) together with the Board Chair, lead the development of the CEO's annual goals and objectives, for recommendation to the Board;
- b) together with the Board Chair, lead the Board's annual performance and compensation review for the CEO;²
- c) annually review CLBC's management structure and succession plans;

² While the Committee leads the process, the CEO's performance review and compensation is approved by the Board.

- d) review and recommend to the Board CLBC's philosophy and guidelines for management compensation;
- e) review management recommendations for programs, policies and practices with respect to the development of CLBC's human resources;
- f) recommend to the Board the guiding principles for collective bargaining and proposed collective agreements; and
- g) review with the CEO any proposed external commitments of the CEO before they are made, and make recommendations to the Board.

4.4. Other

The Committee will:

- a) assume other related responsibilities as assigned to the Committee by the Board.

5. Meetings

The Governance and Human Resources Committee meets as required to fulfill its responsibilities, but no less than four times per year. Meetings are held at the call of the Committee Chair or as requested by any two Committee members.

6. Reporting

The Committee will report to the Board by distributing the minutes of its meetings to the Board. When a Board meeting closely follows a Committee meeting, the Committee Chair will provide a verbal report to the Board and the minutes will be circulated at the next Board meeting.

7. Access and Support

The CEO will assign appropriate senior staff to support the committee as required.

8. External Advisors

The Committee may engage independent advisors at the expense of CLBC when it deems necessary, subject to the approval of the Board Chair.

9. Responsibility for Policy Review

The Committee has responsibility to review at least annually, and more frequently if necessary (e.g., based on legislative or regulatory changes, or a development in governance best practices) the policies assigned to it in the section of the Manual entitled List of Significant Organizational Policies.

10. Committee Calendar

The timetable for the Committee's activities is reflected in the Committee's calendar set out as attached.

Governance and Human Resources Committee Calendar

	Jan	Mar	May**	Sep	Nov
GOVERNANCE					
1. Board Governance Processes & Policies:					
1.1 Review and recommend approval of G&HR Committee TOR	X				
1.2 Review and recommend approval of Board Charter	X				
1.3 Receive and review periodic progress reports relative to key performance	X	X	X	X	X
1.4 Begin the bi-annual review of the Board Governance Manual*.					X
1.5 Review and recommend approval of Board Governance Manual *		X			
1.6 Review and recommend approval of Bylaws	As Required				
1.7 Review and ensure adequacy of Code of Conduct & Conflict of Interest policies and procedures for Directors and all employees					X
1.8 Ensure Conflict of Interest Declarations from Directors are done on an annual basis	X				
1.9 Review and recommend approval of Director & Officer Liability Coverage	As Required				
1.10 Periodically review and assess CLBC's communication to stakeholders and the general public with respect to its policies and practises in the areas of corporate governance; including the communication contained on CLBC's internal and external websites.				X	
1.11 Review audit reports assigned to the Committee and any recommendations	As Required				
1.12 Review the identification, assessment, and management of risks related to governance and human resources matters	As Required				
1.13 Address Code of Conduct issues as delegated to Committee by Board	As required				

** It is understood that if necessary there will be Committees meetings in June.

* Complete review of governance manual required every two years.

	Jan	Mar	May**	Sep	Nov
2. Board Appointments:					
2.1 Review the composition of the Board as a whole and recommend, if necessary, changes to the Board Competency Matrix		X			
2.2 Review and recommend approval of Board Profile/Director Criteria		X			
2.3 Review Board vacancies and make recommendations regarding desired skills and experience for new Directors to the Minister through the Board Chair		X			
2.4 Review and recommend approval of New Director Orientation process		X			
3. Board Performance:					
3.1 Assist and support the development of annual review processes for evaluating the effectiveness of the Board, Board Chair, and Committees, to recommend for Board approval	X				
3.2 Lead implementation of Board Evaluation		X			
3.3 Review completed Board Evaluation and submit to Board				X	
4. Board Development:					
4.1 Recommend Board Development & Education Plan for approval	X				
4.2 Lead Board development & education initiatives	As required				
5. Disclosure:					
5.1 Review and recommend approval of Executive and Director Compensation Disclosure		X			
5.2 Review CLBC's adherence to recommended governance disclosure policies & practices				X	
HUMAN RESOURCES					
6. Board / CEO Relationship:					
6.1 Together with Board Chair, lead development of CEO's annual performance goals and objectives		X			
6.2 Ensure an appropriate CEO performance review process is in place		X			

** It is understood that if necessary there will be Committees meetings in June.

	Jan	Mar	May**	Sep	Nov
6.3 Together with Board Chair, lead annual performance and compensation review for CEO		X			
6.4 Review and recommend approval of CLBC's philosophy and guidelines for Management compensation			X		
6.5 Review with CEO the organizational structure, management succession and development plans					X
6.6 Review with the CEO any proposed external commitments of the CEO before they are made and make recommendations to the Board	As Required				
7. HR Processes/ Labour Relations:					
7.1 Review and recommend approval of the guiding principles for collective bargaining and proposed collective agreements	As Required				
7.2 Review compliance with legal and regulatory requirements related to the CLBC workforce			X		

** It is understood that if necessary there will be Committees meetings in June.