



Terms of Reference Government and Human Resources Committee

The Governance Committee shall have the following responsibilities:

- The nomination of a slate of officers to serve for terms to be fixed by the Board;
- Recommending to the Board a process for evaluating the effectiveness of the Board, of the Chair and the Board's committees, as well as a process of evaluating the effectiveness of its individual members and, upon approval, the implementation of such processes;
- Recommending to the Board what action should be taken in connection with individual Board members whose terms are about to expire and who are eligible for re-election;
- The search for and selection of individuals to recommend to the Board to fill Board vacancies;
- Arranging for orientation programmes for new Board members concerning the operations and structures of the Corporation and its Board, the policy issues facing the Corporation, the environment in which it operates, and the responsibilities of directors of the Corporation;
- Periodically reviewing and, if considered advisable, proposing to the Board changes in the governance of the Corporation.
- After consultation with the Board Chair, recommend to the Board changes in membership and leadership of the various Committees of the Board.
- Pre-approving special fees to be paid in exceptional circumstances where the Board has requested a director to perform a special assignment.
- Pre-approving tuition and other expenses associated with director attendance at seminars/conferences.

The Human Resources Committee shall have the following responsibilities:

- Ensuring that the Corporation has in place appropriate human resources policies to meet its mission including those necessary to meet legal requirements; e.g. occupational health and safety, pension plan, harassment and equity, and reviewing them on an annual basis;
- Ensuring that the Corporation has a compensation system including salary and benefits that demonstrates internal equity and establishes the organization's compensation policy relative to the marketplace;
- Approving annually the compensation policy range adjustment;
- Approving annually the compensation for the Officers;

- Approving a bargaining mandate and ratifying collective agreements with regard to organized employees;
- Reviewing periodically the compensation system for Board members and recommending to the Board adjustments as appropriate.
- Reviewing CEO compensation annually and recommending appropriate adjustments to the Board;
- Briefing the CEO on the Board's evaluation of the CEO performance and reporting to the Board on the session.
- Identify all material human resource risks including senior leadership succession processes and risks.