



Executive and Human Resources Committee

TERMS OF REFERENCE

Approved by the Board of Governors on June 19, 2018

Revised on March 24, 2020

1. PURPOSE

The purpose of the Executive and Human Resources Committee is to provide Board oversight, to assist the Board in fulfilling its obligations relating to Capilano University's human resource issues including the President's evaluation and compensation; senior leadership succession planning; and human resource policies within the jurisdiction of the Board, and to oversee the Board's succession planning and nominating activities.

The Committee also acts on behalf of the Board expeditiously on necessary matters between regularly scheduled meetings of the Board.

2. COMPOSITION AND QUORUM

The Committee is composed of the Board Chair, the Board Vice-Chair and the chairs of the standing committees named in article 11 of the Board Bylaws (Policy B.306). The Committee will have no fewer than four members. Where there are fewer than four members available to serve the Committee, the Board Chair will appoint additional Committee members. Only appointed members of the Board will be appointed to this Committee by the Board Chair.

The Board Chair will serve as the chair of Committee.

Committee quorum will be a majority of the Committee members.¹

The duties of the Committee include Human Resources matters; only appointed members of the Board will attend meetings concerning matters where a conflict of interest exists for other members (e.g. labour negotiations).

¹ Bylaws Policy B.306, article 11.1.

3. DUTIES AND RESPONSIBILITIES

The principal duties of the Committee are to:

Board Oversight

- (a) annually review the Committee's Terms of Reference, orient new Committee members and develop a work plan for the coming year;
- (b) provide oversight on the Board's direction and the annual goals and priorities of the Board;
- (c) provide oversight on the development and management of the Board's annual meeting calendar;
- (d) supervise the conduct of Board members;
- (e) provide advice to the Board Chair and President as needed;
- (f) exercise all the powers and perform all the duties of the Board when urgent matters arise that cannot wait for a scheduled Board meeting and report on action taken at the next regularly scheduled meeting of the Board;

President's Evaluation and Senior Leadership Succession

- (g) annually conduct the evaluation of the President in accordance with their employment contract, including:
 - i. in consultation with the President, develop the President's annual performance objectives for approval by the Board;
 - ii. annually coordinate feedback from all Board members for the President, assemble a written performance appraisal to be approved by the Board at an *in camera* meeting, and meet with the President to discuss the same; and
 - iii. ensure that the President has a sound plan for senior leadership succession planning;

Human Resources Policies

- (h) oversee the development and review of Board policies on human resources, compensation and labour relations matters, in accordance with conditions prescribed by government (including the Public Sector Employers' Council) and make recommendations for developing, updating, or rescinding such policies to the Board for approval;

- (i) establish annual policy priorities on human resources, compensation and labour relations matters for approval by the Board;

Board Succession and Nominations

- (j) maintain, annually review, and recommend to the Board any necessary changes to a matrix of the Board's requirements for skills and competencies among current and future Board members;
- (k) develop an annual succession plan to prepare Board members to take on the Chair, Vice-chair and committee Chair roles and ensure there are nominations for annual election of Chair and Vice-chair;
- (l) with reference to the Board's skills and competency matrix, identify the skills and characteristics required of future Board members to meet the University's strategic needs and ensure the Board benefits from both continuity of experience and orderly turnover of its appointed members; and
- (m) make recommendations to the Board about Board composition and/or identify candidates for appointment as Board members.

4. ACCOUNTABILITY

The Committee is accountable to the Board.

The Committee has no power to make decisions on behalf of the Board, except as specifically directed by the Board or authorized by the Board through these Terms of Reference or otherwise.²

The Committee shall carry out its duties and responsibilities and the work assigned from time to time by the Board, shall report to the Board, and may make recommendations to the Board. All recommendations presented to the Committee for consideration shall be reported to the Board.³

When the Committee acts on behalf of the Board on urgent matters that cannot wait for a scheduled meeting of the Board, the Committee is required to report on action taken at the next regularly scheduled meeting of the Board.

The Committee will review its Terms of Reference annually and propose any changes to the Governance Committee for review and recommendation to the full Board.⁴

² Board Charter (Policy B.308), article 2.5.

³ Board Bylaws (Policy B.306), article 10.4.

⁴ Board Bylaws (Policy B.306), article 10.4.

The Committee is accountable to remain informed about emerging best practices in corporate governance relevant to the work of the Committee.⁵

5. MEETINGS

The Committee will meet at least twice each year, and as necessary between regularly scheduled meetings of the Board, as determined by the Board Chair.

The Committee Chair, in consultation with the senior administrator(s) assigned to support the Committee or designate, schedules the meetings and develops the agenda for each Committee meeting.

Committee members may participate in a committee meeting by means of conference telephones or other communication facilities by which all participants in the meeting can understand and communicate with each other.⁶

Committee meetings may be held by electronic means when in person meetings are not practical. When synchronous meetings are held by electronic means the same rules as for in-person meetings will apply.⁷ Asynchronous meetings may be held over email when synchronous meetings are not practical in accordance with the rules set out in article 9.1(e) of the Board Bylaws (Policy B.306).

In accordance with articles 10.2 and 10.3 of the Board Bylaws (Policy B.306), Committee meetings are not public and shall be attended only by members of the Committee, with any guests invited by the Committee chair, and with University administrators assigned to serve as resource persons or who are requested to attend by the Committee chair.

The Committee shall maintain minutes of its meetings.

6. EXTERNAL ADVISORS

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

⁵ Board Charter (Policy B.308), article 2.5.

⁶ Board Bylaws (Policy B.306), article 9.1(c).

⁷ Board Bylaws (Policy B.306), article 9.1(e).

7. TIMETABLE

The timetable outlines the Committee’s annual schedule of activities. The Committee Chair may amend the timetable without Board approval if necessary to accomplish the work of the Committee.

	Activity	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
	Board Oversight												
1	Terms of reference review					X							
2	Orientation and planning									X			
3	Annual Board goals & priorities									X			
4	Annual Meeting Calendar									X			
5	Supervise Board conduct	As required											
6	Advise Chair and President	As required											
7	Address urgent matters	As required											
	President’s Evaluation & Succession												
8	Develop President’s Annual Performance Objectives						X						
9	Coordinate feedback from Board members for the President						X						
10	Prepare President’s Performance Appraisal									X			
11	Meet with President regarding Performance Appraisal										X		
	Human Resources Policies												
12	Review policies on human resources, compensation and labour relations matters	As required											
13	Review policies status and develop plan and priorities										X		
	Board Succession and Nominations												
14	Review and update skills and competencies matrix									X			
15	Nominations for election of Chair and Vice-Chair						X						
16	Develop succession plan and identify candidates for appointment									X			