

Manual	Board of Directors	TERMS OF REFERENCE
Section	Terms of Reference	
Author	PRESIDENT & CHIEF EXECUTIVE OFFICER	
Approved by	Board of Directors	
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TERMS OF REFERENCE - NOMINATING, GOVERNANCE & HUMAN RESOURCES COMMITTEE

Purpose and Scope

The Nominating, Governance and Human Resources (HR) Committee (the Committee) shall oversee, monitor and where necessary, make recommendations to the Board on aspects of corporate governance and key HR matters for the Corporation.

The Committee shall manage the process for nominations to the Board, its committees, and for OHA Board appointments to other organizations. The Committee's mandate does not limit the Board's ability to determine the membership of Board task forces, working groups, or appointees to internal or external bodies.

The Committee is responsible for monitoring the CEO and Chief of Staff (COS) performance, and succession plans; overseeing people risks, human resource strategy, and key initiatives that support the achievement of the HR & Governance components of the Corporation's strategic plan.

1. Nominating Functions

- a) The Committee will recommend to the Board nominees for election to the Board to fill any vacancies on the Board, and in doing so;
 - (i) Endeavour to provide for community representation after considering the list of elected Directors and ex officio Directors;
 - (ii) Consider the names of all persons submitted as nominees;
 - (iii) Consider the potential contribution of any person nominated in relation to the functions and strategy of the Corporation; and
 - (iv) Consider diversity and inclusivity reflecting the community we serve.

Board of Directors	Version #: 6
Terms of Reference - Nominating, Governance & Human Resources Committee	Reference #: 8571

- b) In selecting Directors for consideration by the Board for election or appointment as officers of the Corporation, the Committee shall facilitate an effective annual performance evaluation of each Director and the members of the Standing and Special Committees of the Board and the Board as a whole. Such reviews will include but not be limited to:
- (i) the overall contribution of such Directors to the Corporation;
 - (ii) whether the duties and responsibilities undertaken by such Directors have been effectively discharged;
 - (iii) the Director's participation and attendance; and
 - (iv) the extent to which such Directors have endorsed and enhanced the vision, mission and core values of the Corporation.

2. Governance Functions

With respect to the Governance function, the Committee will ensure processes are established and monitored for:

- a) the establishment and regular review of the Corporation's mission, vision and values and Strategic Plan and recommend for approval to the Board;
- b) Oversee accreditation with respect to Board governance with regular updates regarding plans, survey results and action plans;
- c) on a quarterly basis, receive Leadership Evaluation Management (LEM) status report, reflecting progress towards implementation of strategic plan;
- d) an effective Board orientation program and continuing education of the members of the Board;
- e) the regular evaluation of its own performance in relation to its responsibilities and periodic review and revision of the governance policies, processes and structures as appropriate;
- f) the resolution by the Board of issues of concern raised in the annual performance evaluation of the Board and in the Accreditation process; and

Board of Directors	Version #: 6
Terms of Reference - Nominating, Governance & Human Resources Committee	Reference #: 8571

g) a regular review of By Laws and governance structure of the Corporation.

3. Human Resources Functions

With respect to the Compensation and Incentive Plans:

- a) Monitor market trends in compensation and benefits including regulatory requirements (e.g.; *Broader Public Sector Executive Compensation Act, 2014, (BPSECA)*) relating to compensation and human resources governance matters.
- b) Review and make recommendations to the Executive Committee and then to the Board related to significant policy matters impacting executive and management compensation.
- c) Monitor the health of the Corporation (e.g. engagement surveys, and review resulting action plans).

With respect to Talent Management:

- a) Annually review, monitor and measure key targets related to human resource strategy and key talent initiatives.
- b) Review labour relations strategy as required.
- c) Oversee compliance with statutory obligations relating to employees including the *Employment Standards Act and Workplace Health & Safety legislation*.
- d) Oversee and recommend to the Board approval of the CEO and COS Annual Goals and Objectives.
- e) Complete the annual evaluation of the CEO and COS performance and recommend to the Board appropriate compensation.
- f) Update a position description for CEO and COS roles as required with a review at least every three years.
- g) Oversee CEO and COS recruitment, selection and succession planning including emergency replacement and recommend to the Board the emergency replacement for CEO and COS.

Board of Directors	Version #: 6
Terms of Reference - Nominating, Governance & Human Resources Committee	Reference #: 8571

- h) Oversee the CEO and COS supervision of management and management succession plans.

Reporting Relationship

The Nominating, Governance & Human Resources Committee will report to the Board.

Membership and Voting:

All Committee members will include the following representatives/delegates:

- At least three (3) elected Board members (voting);
- Chair of the Board (voting);
- President and CEO (non-voting);
- Chief of Staff (non-voting);
- Vice President, Strategy and External Relations(non-voting);and
- Senior Executive responsible for Human Resources (non-voting).

Staff Support

The President and CEO and VP Strategy and External Relations will provide support to the Committee as required.

Quorum

A quorum shall be a majority of the voting members.

Meeting Frequency

The Nominating, Governance & Human Resources Committee will meet at the call of the Committee Chair.