

Terms of Reference¹

1. **General Purpose**

The Human Resources (HR) Committee supports the NBCC Board of Governors (the Board) in ensuring that NBCC (the College) has appropriate human resource strategies and policies that are consistent with good practices and business requirements that:

- 1.1. Attract, retain and motivate high calibre staff so as to encourage optimal performance of the College;
- 1.2. Meet the human resources needs of the College;
- 1.3. Motivate management to pursue the mandate and success of the College within an appropriate control framework; and
- 1.4. Demonstrate a clear relationship between performance and remuneration where applicable.

2. **Specific Responsibilities**

The HR Committee has the following specific responsibilities:

2.1. **Overview**

- 2.1.1. Ensures the College's compensation, human resource and labour relations philosophies and strategies are in keeping with:
 - 2.1.1.1. the College's purpose, vision, values and commitments;
 - 2.1.1.2. legislative and government policy guidelines and requirements; and
 - 2.1.1.3. the College's General By-laws.
- 2.1.2. Makes recommendations to the Board on all aspects of the employment of the President and Chief Executive Officer (the President), including recruitment, remuneration, performance management, and succession planning.

2.2. Undertakes strategic discussions as appropriate and relevant to the Committee's purpose.

2.3. **Recruitment**

- 2.3.1. Recommends to the Board the process to be undertaken to recruit the President, including composition of the Search Committee. The HR Committee Chair shall be the Chair of the Search Committee.
- 2.3.2. Liaises, through the Board Chair, with the Government department responsible regarding the parameters of the President's employment terms, if required.
- 2.3.3. Ensures that arrangements are in keeping with the relevant legislative and policy limits.

¹ Adapted from Crown Agency Human Resources Committees: A Good Practices Checklist, Crown Agencies Secretariat and Board Resourcing and Development Office, Province of British Columbia

2.4. Compensation

- 2.4.1. Reviews and recommends to the Board the compensation policy and guidelines for the President.
- 2.4.2. Ensures the compensation policy is in keeping with Province of New Brunswick public sector guidelines, if any, and links compensation to short-term and long-term performance, aligned with the College's mandate.
- 2.4.3. Reviews and recommends to the Board compensation for the President including: salary, incentive awards, perquisites, benefits and other remuneration.
- 2.4.4. Suggests, if required, the appointment of a third-party consultant, to advise the Board on the compensation program for the President.
- 2.4.5. Stays informed of good practices in executive compensation issues relevant to the mandate of the Committee.
- 2.4.6. The President will inform the HR Committee of Senior Executive Team compensation changes for information purposes only.

2.5. President's Evaluation

- 2.5.1. Reviews and recommends the President's annual goals and objectives to the Board.
- 2.5.2. Recommends the President's evaluation process to the Board.
- 2.5.3. Leads and oversees the implementation of the President's evaluation process.

2.6. Succession Planning

- 2.6.1. Reviews and recommends to the Board a succession plan to deal with a planned or unplanned departure of the President.
- 2.6.2. Consults, if required, with an external advisor regarding potential external presidential candidates, should no internal candidates be apparent.
- 2.6.3. Provides overall guidance, context and oversight to the President in their responsibility for succession planning for the College.
- 2.6.4. Reviews and verifies annually the succession and development plans for management prior to the President's discussion of those plans with the Board.

2.7. Organizational Structure

- 2.7.1. Reviews any significant changes to organizational structure recommended by the President, and makes recommendations to the Board on those changes.

2.8. Human Resources Policies

- 2.8.1. Reviews periodically, in consultation with the President, the index to the College's human resources policies and considers any recommendations for new human resource policy areas from senior management, based upon evolving human resources trends and best practices.
- 2.8.2. Reviews the results of any employee surveys and confirms anticipated follow-up with the President.
- 2.8.3. Stays informed of best practices in human resources issues as relevant to the mandate of the Committee.

2.9. Labour Relations

- 2.9.1. Ensures that the implementation of the labour relations guiding principles for unionized staff supports the College's goals and philosophy, and is consistent with the Government directed compensation guidelines for Part IV of the New Brunswick Public Service.
- 2.9.2. Recommends to the Board the general terms and guiding principles upon which management will be authorized to negotiate collective agreements.
- 2.9.3. **NOTE:** Labour Relations Guiding Principles to include:
 - 2.9.3.1. Input from the HR Committee to be sought regarding the general parameters or priorities for employer proposals.
 - 2.9.3.2. Confidentiality among the President, relevant Vice-Presidents, Board Chair and negotiator of the actual negotiating mandate given to the negotiator (within general terms approved by the Board).
 - 2.9.3.3. Bargaining strategy, tactics and contract language to be determined by the bargaining team.
 - 2.9.3.4. Sign-off on significant issues to be obtained by the negotiator from the President (provided they fall within general parameters approved by the Board); in exceptional circumstances, where senior management believes that the parameters established by Government, or by the Board, need to be varied in order to achieve a collective agreement, the situation will be reviewed by the HR Committee and/or the Board (as the circumstances warrant).
 - 2.9.3.5. Management rights to be protected in negotiation and regular administration of the collective agreements.
 - 2.9.3.6. General and final progress updates and negotiations will be provided to the Board through the HR Committee, inclusive of comparative analysis of previously agreed upon general terms and guiding principles.
 - 2.9.3.7. Negotiated collective agreements are subject to ratification by the Board and the Lieutenant Governor in Council.

2.10. Disclosure

- 2.10.1. Ensures the College's public disclosure requirements related to human resources, including public disclosure of executive compensation (if any), are met.

3. Membership and Quorum

- 3.1. Members of this Committee are independent of management, and have no direct or indirect material relationship with the College.
- 3.2. The Committee has a minimum of three (3) members, including the Committee Chair.
- 3.3. A quorum for Committee meetings consists of a majority of voting members of the Committee.
- 3.4. The Chair of the HR Committee is not the Chair of the Board.
- 3.5. The Board Chair, or alternatively the Vice-Chair, is an ex officio member of the Committee but does not count in meeting requirements for a quorum.
- 3.6. The President may attend Committee meetings in an ex officio, non-voting capacity.

4. Meetings and Organization

The HR Committee:

- 4.1. Has a meeting calendar and annual work plan for the year.
- 4.2. Meets at least quarterly with pre-determined dates and agendas.
- 4.3. Holds special meetings as required.
- 4.4. Holds *in camera* sessions either immediately before and/or after the Committee meetings; these sessions will be structured by the Committee Chair and are limited to Governors, unless employee presence is requested.

5. Other

The HR Committee:

- 5.1. Annually reviews and receives approval from the Board of its Terms of Reference to ensure they meet the needs of the Board.
- 5.2. Annually assesses its performance in carrying out its duties.
- 5.3. Reports, through the Committee Chair, regularly to the Board on the results of its activities in such manner approved by the Board.
- 5.4. Provides an orientation to new Committee members and ongoing training and development opportunities for its members.
- 5.5. Suggests, if required, the engagement of independent consultants to assist the Committee with its duties, subject to budgetary approval by the Board.
- 5.6. The President and others designated by the President will support the work of this Committee.

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