

1. GOVERNANCE AND HUMAN RESOURCES COMMITTEE TERMS OF REFERENCE

1.1. COMPOSITION

The Committee should be composed of at least three Directors.

Committee members are familiar with good practices in human resources and governance.

1.2. DUTIES AND RESPONSIBILITIES

Subject to the powers and duties of the Board, the Committee:

1.2.1. Corporate Governance

- a) at least annually, reviews the governance framework for BCIIF and advises the Board regarding:
 - i) areas of concern;
 - ii) best practices; and
 - iii) recommended changes;
- b) ensures appropriate structures and procedures are in place to allow the Board to function effectively;
- c) annually reviews the composition of the Board as a whole and recommends, if necessary, changes to the Board Matrix;
- d) as vacancies arise, assists the Board review the skills and experience required on the Board, identifies any gaps that should be filled in new Director candidates and articulates priority criteria;
- e) ensures programs are in place for new Director orientation and ongoing Director professional development;
- f) assists and supports the annual review processes for evaluating the effectiveness of the Board, Committees and Directors;
- g) periodically reviews and assesses BCIIF'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 BCIIF's internal and external websites;

- h) evaluates incumbent Directors whose terms are expiring and considers their qualifications to stand for re-appointment;
- i) annually reviews and ensures the adequacy of BCIIIF's Code of Conduct;
- j) annually obtains annual Code of Conduct Declarations from Directors and managers;
- k) ensures that BCIIIF has in place procedures to address issues raised by employees or other parties concerning alleged breaches of the Code of Conduct, including alleged irregularities in respect of accounting, financial reporting or internal control matters;
- l) addresses Code of Conduct issues as delegated to the Committee by the Board; and
- m) assumes other related responsibilities as assigned to the Committee by the Board;

1.2.2. Human Resources

- a) annually reviews the CEO evaluation process;
- b) together with the Board Chair, leads the development of the CEO's annual goals and objectives, for recommendation to the Board;
- c) together with the Board Chair, leads the CEO's annual performance and compensation review;
- d) annually reviews the staff structure and succession plans;
- e) reviews, and recommends to the Board, BCIIIF's philosophy and guidelines for management compensation in consideration of PSEC guidelines;
- f) ensures BCIIIF has appropriate human resources policies and compensation policies that satisfy the Public Sector Employer's Council (PSEC) conditions;
- g) reviews BCIIIF's human resources policies and recommends amendments, additions or deletions as appropriate;
- h) reviews BCIIIF's health and safety, environmental and other policies that may affect Directors' responsibilities and liabilities; and
- i) assumes other related responsibilities as assigned to the Committee by the Board.

1.3. RESPONSIBILITY FOR POLICY REVIEW

The Committee has responsibility to review at least every two years, and more frequently if necessary (e.g., based on legislative changes, or a development in governance best practices) the following Board and Board-Approved University Policies:

1.3.1. Board Policies

Governance

- Governance Structure
- Board Charter
- Board Calendar
- Board Chair Position Description
- Individual Board Member Position Description
- Committee Operating Guidelines
- Governance and Human Resources Committee Terms of Reference
- Board Meeting Guidelines
- Strategic Planning
- Board Composition and Succession Planning
- Orientation and Professional Development
- Board Evaluation
- Code of Conduct
- **[ntd: insert relevant policies]**

Human Resources

- Human Resources Committee Terms of Reference
- CEO Position Description
- CEO Evaluation and Succession Planning
- Corporate Secretary Position Description

1.3.2. Board-Approved Policies

- **[insert relevant policies]**



1.4. COMMITTEE TIMETABLE

The timetable for the Committee’s activities is reflected in the Committee’s calendar set out below.



Governance and Human Resources Committee Calendar					
	Date	Date	Date	Date	Date
1. Review governance framework					
2. Review Charter and Position Descriptions					
3. Oversee orientation for new Directors	As Required				
4. Recommend and lead professional development for Directors					
5. Review Board and Director evaluation processes and recommend appropriate process for upcoming year; lead evaluation process. a) Board evaluation started b) Board evaluation completed					
6. Establish Board Matrix					
7. Review skills and experience required on board and confirm or amend Board Matrix	As Required				
8. Identify and recommend candidates for Board appointment.	As Required				
9. Review Code of Conduct					
10. Obtain Code of Conduct Declarations					
11. Review Committee Charter					
12. Review and lead CEO evaluation process and recommend appropriate process for upcoming year: • CEO self evaluation • Board evaluation of CEO					



Governance and Human Resources Committee Calendar					
	Date	Date	Date	Date	Date
13. Review management succession and development plans					
14. Review human resources policies and any recommended changes					