



TERMS OF REFERENCE

HUMAN RESOURCES COMMITTEE Revised December 2018

The Human Resources Committee exists to assist the board in fulfilling its obligations related to human resource and compensation matters including succession planning and associated policies.

AUTHORITY

The Committee is a committee of the board and shall develop a work plan with specific deliverables and timelines. The Committee has the authority to advise the Executive Committee. As such, the Committee will review, research and provide recommendations on matters relating to AO Human Resources. As required and with the approval of the Executive Committee, the Committee may consult with independent professional experts to assist with the execution of its duties.

COMPOSITION

The Human Resource Committee shall include:

- Chair (elected director & non-Officer)
- Two (2) appointed members
- AO Chair (ex-officio)
- Chief Executive Officer (ex-officio & non-voting)

The Chief Executive Officer shall attend all meetings of the Committee except for portions declared by the Chair to require in-camera deliberations.

APPOINTMENT

The board will appoint the Chair of the Committee who will have overall responsibility for the activities of the Committee. The board will select two (2) additional independent members to serve on the Committee for one-year terms.

MANDATE

The committee shall review, recommend and oversee specific human resources initiatives to:

- a. Review staff roles and responsibilities within the organizational structure, vision, mission and business plan, where required;
- b. Ensure that a performance management program is in place and monitor delivery;
- c. Assess the need for additional staff roles;
- d. Ensure staff contracts and agreements are revised to reflect current conditions; and
- e. Ensure HR policies are maintained.

A minimum of two (2) committee members should have training and experience in one or more areas directly related to the Committee mandate (finance, human resources, or legal).

ROLES

The Committee Chair shall lead meetings, set the meeting schedule, arrange meeting place/call details, prepare the agenda and keep (or ensure the keeping of) minutes to record discussions and actions taken at all meetings. In addition, the Chair is responsible for reporting progress, project timelines, or providing written recommendations and reports.

Committee members must participate in discussions and share the workload. Each member's expertise, whether it is a skill or knowledge, contributes to the Committee's success. When assigned a task, it becomes each member's duty to complete the task and report back to the Committee.

MEETINGS

The Committee will meet as required or at a minimum, will meet four times per year. Meetings may be held in person or by telephone conference.

Carrying out the work of the Committee effectively requires a commitment to attend all meetings. Any Committee member who is absent, without reasonable excuse as determined by the board, from three consecutive meetings, will be considered to have resigned his/her position and shall be so informed in writing.

REPORTING

The Committee will report on a quarterly basis to the board or as required, through its Chair.

EVALUATION

The Executive Committee will review the performance of the Committee on an annual basis and these terms of reference as required.

HUMAN RESOURCE COMMITTEE – TERMS OF REFERENCE		
OWNER:	STATUS:	DATE:
Board	Approved	December 14, 2013
Board	Revised	December 13, 2015
Board	Revised	May 29, 2016
Board	Revised	January 29, 2017
Board	Revised	December, 2018