

**TERMS OF REFERENCE
HUMAN RESOURCES COMMITTEE
Revised April 19, 2023**

PURPOSE

The Human Resources Committee's mandate is to assist the Board in fulfilling its obligations and mitigating risks related to human resources, including compensation matters.

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 Board and all Board Committees on all human resources-related matters. As such, the Committee will review, research, and provide recommendations on matters relating to AO Human Resources. The Committee may consult with independent professional experts to assist with the execution of its duties with the approval of the Board.

COMPOSITION

Appointments to the Human Resources Committee shall include:

- Chair (elected director & non-office Board member).
- One (1) elected director.
- Up to two (2) non-Board AO members.
- The Board Chair will be invited to attend all meetings and receive agendas and minutes.
- The Chief Executive Officer will be invited to attend all meetings and is entitled to receive agendas, materials, and minutes, except for portions declared by the Chair of the Committee to require in-camera deliberations.
- A minimum of two (2) Committee members should have training and experience in one or more areas directly related to the Committee mandate.
- Other guests may attend at the invitation of the Committee.

SPECIFIC DUTIES

The Committee shall review, recommend, and oversee specific human resources initiatives including but not limited to:

- a) AO HR Strategy, make broad-based recommendations, including but not limited to systems for staff succession planning, staff recruitment, retention and compensation, and performance of contractors, advice, and support to management on labour/management relationships within the bounds of the Board's expertise in such matters; make recommendations on the AO organizational structure.
- b) AO HR policies - recommend revisions to comprehensive HR policies related to the management of staff and volunteer resources, including regular performance appraisal processes and fair grievance procedures for staff. Recommend policies or processes that are current with the needs of the organization, relevant statutes, and reporting requirements (e.g., tax withholding, employment standards, worker health and safety, human rights, etc.).
- c) CEO and AO broad-based Total Rewards, advise the Board with respect to guidelines/directives for CEO compensation and advice for management for staff compensation.
- d) CEO Evaluation and Performance Management Process, advise and recommend to

the Board.

- e) CEO Employment Agreement - Annually review the career intentions of the CEO to ensure appropriate succession and contingency planning for the position.

ROLES

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

Committee members must participate in discussions and support the Committee's duties, as assigned by the Committee Chair. 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 ad hoc based on priorities and projects. Meetings may be held in person, via video conference or by telephone to permit all participants to communicate adequately with each other. Minutes will be kept.

Carrying out the work of the Committee effectively requires a commitment to attend all meetings. Any Committee member who is absent from three consecutive meetings, without a reasonable explanation, will be considered by the Board to have resigned from their position and shall be so informed in writing.

REPORTING

The Committee will report to the Board on a quarterly basis, or as required, through its Chair. In addition, the Committee will submit an annual report at every AGM.

The Committee will communicate, as required, with other AO Committees.

EVALUATION

The Board will review the Committee and the Committee's Terms of Reference as required.

| HUMAN RESOURCE COMMITTEE -TERMS OF REFERENCE | | |
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| OWNER: | STATUS: | DATE: |
| Board | Revised and Approved | April 29 th , 2023 |