



## Board of Directors

### Human Resources Committee Mandate and Charter

#### Mandate

The Mandate of the Board of Director's Human Resources Committee (the "Committee"), is to enable the Board to fulfill its oversight responsibilities in relation to

- (1) CEO and Executive matters, as set out below,
- (2) human resource management, as set out below,
- (3) organizational health and safety, and
- (4) other human resource related matters assigned to it by the Board.

#### 1. Oversight re: CEO and Executive matters

The Committee will

- (a) gain reasonable assurance in respect of the effectiveness of the performance of the Commissioner & CEO and the appropriateness of the associated compensation,
- (b) constructively engage with management in the
  - (i) recruitment, development and retention of the CEO, COO, CFO and other positions identified by the Board, and
  - (ii) succession planning and emergency replacement plans for the Executive, and
- (c) in circumstances where the emergency replacement plan has been invoked, recommend to the Board a preferred candidate for CEO,
- (d) in circumstances where the succession plan has been invoked, constructively engage with the CEO on the selection of the COO before the appointment is made<sup>1</sup>, and
- (e) gain reasonable assurance that the Commissioner has and is implementing appropriate and effective management controls in respect of
  - (i) assessing performance of the Executive members, and
  - (ii) ensuring compensation for the Executive is consistent with the approved compensation structure.

#### 2. Oversight re: human resources management

The Committee will

- (a) constructively engage with management in developing a workforce plan,
- (b) gain reasonable assurance that the Commission has and is implementing appropriate and effective management controls in respect of
  - (i) ensuring workforce plan implementation is consistent with the approved workforce plan,
  - (ii) ensuring the effectiveness of the Commission's human resource policies, including those for attracting, developing and retaining employees, and
  - (iii) evaluating workforce engagement, and

<sup>1</sup> Note – the Audit Committee reviews with the CEO the selection of a CFO before the appointment is made.



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- (c) gain reasonable assurance that the Commission has and is implementing appropriate
  - (i) compensation structures for excluded employees, including salaries and benefits, and
  - (ii) trade union negotiation mandates, including compensation structure and benefits.

### **3. Oversight re: organizational health and safety**

The Committee will gain reasonable assurance that the Commission has and is implementing appropriate and effective systems and processes to ensure the health and safety of Commission staff.

### **4. Oversight re: other Board assigned responsibilities**

The Committee will ensure that the Board meets its duties and responsibilities under section 5 (2) of OGAA to establish (and ensure conformance with) each of the following:

- (a) a conflict of interest policy for the directors;
- (b) a code of conduct policy that governs the conduct of employees and directors of the Commission.

The Committee will gain reasonable assurance that the Commission has and is implementing appropriate and effective systems and processes to

- (a) ensure the sufficiency of HR resources, and
- (b) assess performance of key HR personnel.

### **Charter**

The Committee will carry out such activities, including those specified in the Committee's Calendar, as it determines are necessary and appropriate to discharge its Mandate.

The Committee may make recommendations to the Board, for its consideration, in respect of matters arising from one or more aspect of the Committee's Mandate.

The Committee may from time to time amend its Calendar without prior notice or approval of the Board.

Appendix A of the Board of Director's Mandate and Charter applies to the activities of the Committee.