

## BOARD EXECUTIVE + HUMAN RESOURCES COMMITTEE TERMS OF REFERENCE

Approved by the Board: January 2010; April 2013

### MEMBERSHIP

- Board Chair
- Board Vice-Chair
- Three (3) Directors-at-Large
- The Board Chair may invite other Board members, staff or guests as appropriate to provide expertise or opinions at Executive + Human Resources Committee meetings

### CHAIR

The Board Chair shall be the Chair of the Committee.

### MANDATE

#### ***Authority***

- This Committee reports to the Board of Governors
- It has authority to make recommendations for approval by the Board and it shall be subject to the order of the Board and none of its acts shall conflict with action taken by the Board
- The Board may delegate authority to the Executive + Human Resources Committee to make decisions and / or perform such actions as necessary, with that authority being approved by resolution of the Board

#### ***General Responsibilities***

- Deal with matters not assigned to any committee and report and make recommendations to the Board on such matters
- Deal with items of business that arise between regular meetings of the Board, require immediate attention and are not of major or broad importance
- Conduct the annual Presidential evaluation on behalf of the Board with input from all members and provide a summary report to the Board
- Deal with any key human resource and / or compensation matters that arise with the President + Vice-Chancellor and / or members of the senior administration

### MEETINGS

- Unless otherwise ordered by the Board, regular meetings shall be held in conjunction with the regular monthly Board meetings
- Meetings will normally be "closed sessions" with guests at the invitation of the Chair only
- Special meetings shall be called by the Board Chair or President + Vice-Chancellor or upon the written request of a member of the Board