



Purpose

The purpose of the Governance and Human Resource Committee is to:

- Ensure that RPIRG develops and implements an effective approach to governance which enables the programs and affairs of the organization to be carried out, directed and managed in an efficient and ethical manner; and
- Assist the Board in fulfilling its obligations relating to the human resource and compensation matters of the Executive Director and to establish a plan of continuity and development of the Executive Director.

Authority

The committee as a whole will be an advisor to the Board of Directors. The committee will:

- Investigate or research policy and governance issues and then propose action in the form of a recommendation to the Board for approval; and
- Provide recommendations based on best practice methodologies relating to human resource policies and bring forward proposed actions for Board approval.

Composition and Terms

The Committee will be composed of no fewer than two (2) and no more than four (4) Board members. Committee members shall possess qualifications and experience necessary to fulfill the relevant committee mandate and shall commit the time to participate.

The Board appoints members to the Committee. The Executive Director will have a standing invitation to attend committee meetings.

The Board appoints members to the Committee. Members will serve from appointment until the re- striking of the committee. Should a vacancy occur on the Committee, for whatever reason, the Board may appoint a qualified Board member to fill that vacancy for the remainder of the vacant position's term. The Board may remove any member of the Committee subject to RPIRG Bylaws and Policies.

Committee Chair

The committee members shall appoint a chair from among themselves. The term of the chair shall coincide with that of the member. If the committee fails to appoint a chair, the Executive Director will serve as chair until a successful appointment is made.

The committee chair shall preside at each committee meeting, and shall ensure the meeting is conducted effectively and efficiently, with timely follow up of issues.

Meetings

The committee will meet as frequently as necessary to fulfill its responsibilities and carry out its mandate. The Chair of the committee, in consultation with the committee members and Executive Director, shall determine the agenda for each meeting.

Committee members shall receive notice of each meeting and related materials in sufficient time for the members to adequately prepare for the meeting.

Committees may hold an in-camera session in adherence to the In-Camera Protocol as a regular part of committee meetings.

Resources

The Committee will receive the necessary resources from RPIRG staff to fulfill its mandate. The Executive Director or staff designate, may provide support for committee meetings, as required.

Duties and Responsibilities

Subject to the powers and duties of the Board, the Committee will perform the following duties relating to:

GOVERNANCE MATTERS

- Annually review RPIRG's approach to governance to ensure leading practice;
- Advise the board on the adequacy and effectiveness of RPIRG's key governing documents and framework policies, including: strategic plan, mission and vision;
- Recommend to the board, as required, amendments to board policies and Bylaws;

- Ensure appropriate structures and procedures are in place so as the board is governing at the governance level and delegating appropriately to the Executive Director;
- Develop and update a long-term plan for board succession and competencies that takes into consideration the strategic direction of the organization and the skills necessary for appropriate leadership and oversight;
- Address board vacancies, conduct an evaluation of the skills and experience of current board members, and identify a short list of candidates that can represent the skills and experience required on the board;
- Review processes for evaluating the effectiveness of the board and its committees and committee chairpersons, as well as meetings and board processes;
- Ensure programs are in place for the orientation of new directors and the ongoing development of all directors;
- Provide oversight to the organization's codes of conduct and ethics;
- Identify and assess risk areas related to the Committee's mandate;
- Ensure the organization is positioned to foster positive community and membership relationships; and
- Any other governance related responsibilities as assigned to the committee by the board.

HUMAN RESOURCE MATTERS

- Annually review the position description for the Executive Director, as well as the terms and conditions of Executive Director employment;
- Recommend to the Board the performance evaluation process for the Executive Director and lead and oversee the evaluation process;
- Review, prior to presentation to the Board, the Executive Director's goals and objectives annually, or as required, to ensure they are aligned with the organization's mission, vision, values and key objectives;
- Monitor Executive Director's performance relative to stated goals and objectives and recommends an annual performance rating to the Board;
- Review and recommend to the Board compensation for the Executive Director that is consistent with the Board approved Human Resource policy;
- Oversee plans for training and development of the Executive Director;
- Review and recommend to the Board a succession plan to deal with a planned or unplanned departure of the Executive Director; and
- Lead the process to recruit the Executive Director role.

Accountability

The Committee will report its discussions to the Board by either distributing the minutes of the meetings and, where appropriate, by oral report at the next meeting of the Board of every major matter and recommendation.

Evaluation

The Board of Directors will evaluate the performance of the Committee. The performance of the committee will be assessed against the Committee mandate, performance and accomplishment of yearly objectives/deliverables.

Review and Approval

The Board of Directors will review these terms of reference annually.

ENACTED by the Board the 08th day of October, 2025



Executive Director