



**BOARD OF GOVERNORS  
Governance and Human Resources Committee**

**Terms of Reference**

**Mandate**

The mandate of the Governance and Human Resources Committee is to assist the Board of Governors in its oversight of the effectiveness of (1) corporate governance, the Board, Board Committees and governors, (2) the President's performance and relationship, (3) human resources policies and plans, (4) the Board renewal and appointments process, and (5) in the University achieving its strategic direction priority in the area of infrastructure and support with regard to human resources.

The Committee generally reviews and recommends to the Board for approval decision items, but has the authority to retain the services of professional advisors appropriate to fulfilling its responsibilities.

**Composition**

The Governance and Human Resources Committee shall be composed of not less than three and not more than six members of the Board. Because of the matters before the Committee, its members shall generally be external members of the Board.

**Duties and Responsibilities**

The Committee is responsible for:

- (a) reviewing and monitoring the Board's governance practices, structures, by-laws, regulations, and effectiveness, and reporting, with recommendations for changes when called for, to the Board annually in this regard;
- (b) evaluating the effectiveness of the Board and its Committees on a regular basis, and making recommendations to the Board based on these;
- (c) reviewing periodically the role, membership, and terms of reference of Board committees;
- (d) reviewing periodically the composition of the Board, including the attributes, qualities and experience sought to provide strategic direction and oversight to the University and its President;
- (e) recommending to the Board the names of individuals and length of term to be considered by the Board for possible appointment or re-appointment;

(In the case of persons nominated by the Dalhousie Alumni Association, the Dalhousie Student Union and the University Senate, the Committee shall present such names for approval by the Board.)

- (f) recommending to the Board the names of individuals and length of term to be recommended for appointment or reappointment by the Governor in Council;
- (g) recommending the names of persons to be appointed as Officers of the Board and initiating and managing processes for succession in this regard;
- (h) recommending on an annual basis, and at such other times as may be appropriate, members of all Board committees and of committee chairs where not specified, and of Board representatives on other bodies or committees, seeking that all Board members serve on at least one committee, committee memberships and chairs are rotated from time to time, and committee memberships are balanced as appropriate;
- (i) approving, on behalf of the Board, appointments to the Dalhousie Advisory Council, and reporting to the Board the names of individuals appointed;
- (j) overseeing the development of an Orientation Program and the holding of information sessions for members on the workings of the Board and the University, strategic issues, conflicts of interest and commitment;
- (k) initiating and monitoring development and recognition programs for Board members and disseminating to Board members information relating to Board development;
- (l) gaining reasonable assurance regarding human resources generally at the University, including reviewing, approving (or recommending to the Board for approval) and monitoring the achievement of and compliance with human resources strategies and policies (such as equity, diversity, talent management);
- (m) keeping informed on collective bargaining processes and administration of collective agreements, and advising on labour-management relations;
- (n) reviewing and approving, on behalf of the Board, the mandate for collective bargaining with individual employee bargaining units;
- (o) monitoring the appropriateness of faculty and staff salary, pension and benefit plans and overall compensation philosophies, frameworks and policies consistent with sound financial management, ability to recruit and retain, and excellent employer-employee relations. The Committee should regularly receive, or seek out, comparative market and trend data to assist it in considering such matters;
- (p) reviewing and approving, on behalf of the Board, the compensation philosophies and framework and the annual total compensation for employees who are members of the professional and managerial group (DPMG);
- (q) reviewing and approving, on behalf of the Board, the compensation philosophies, framework and policies for senior administrative compensation and the annual total compensation. Senior administrators include the President, the Vice-Presidents, Deans, and other administrators who are not members of the professional and managerial group;
- (r) advising and supporting the Board Chair, as needed, on the compensation package for the President and any annual or other adjustments thereto, the conduct of the

President's performance evaluation, and the determination of retirement or termination benefits;

- (s) reviewing and approving, on behalf of the Board, compensation and benefits offered to individual senior administrators which fall outside the approved compensation framework and which are recommended to the Committee by the President;
- (t) reviewing annually with the President the results of the performance evaluation process for the Vice-Presidents and any issues or recommendations arising from this process;
- (u) reviewing periodically the University's targets and achievement in its strategic direction priority in the area of infrastructure and support with regard to human resources;
- (v) overseeing risks in areas within the Committee's mandate, as designated from time to time by the Finance, Audit, Investment & Risk Committee;
- (w) reporting regularly to the Board on the Committee's activities.

### **Governance**

The Governance and Human Resources Committee shall meet a minimum of three times per year.

One-half of the members of the Committee shall constitute a quorum.

The University Secretary will provide administrative support and serve as a resource and recording secretary for the Committee.

The records of the Committee's recommendations and/or decisions shall be maintained by the University Secretary in the form of supporting documents related to those recommendations/ decisions and/or minutes of meetings as appropriate.

This is a standing committee of the Board of Governors.

Approved by the Board of Governors – November 22, 2016