



PBC Health Benefits Society

**Terms of Reference for
the Human Resources
Committee**



Terms of Reference for the Human Resources Committee

I. Purpose

The purpose of the Board's Human Resources Committee (the "Committee") is to review, report, and when appropriate provide recommendations to the Board regarding human resources policies.

II. Composition

- a) The Committee will be composed of five directors.
- b) The President & CEO or designate will be the secretary to the Committee except at those times when the President & CEO's performance and compensation are being discussed.

III. Duties and Responsibilities

The Committee will:

- i. Review and report to the Board the Society's exempt compensation and benefits policy.
- ii. Implement the Performance Evaluation Process of the President:
 - The evaluation may include a review of documents such as terms of reference for the President & CEO, strategic plan, and financial achievements of the Society;
 - The Human Resources Committee will present their findings to the Board at an in-camera meeting.
 - The Board Chair and the HR Committee Chair will convey and discuss the results of the performance evaluation with the President & CEO and report back to the HR Committee on the discussion.
- iii. Review and recommend the compensation philosophy, guidelines and compensation for the President & CEO, including salary, incentive awards, perquisites, benefits and other remuneration.
- iv. Review the terms of reference of and oversee the selection of any outside consultant retained to advise on the compensation program for exempt staff.
- v. Review periodically the President & CEO's succession plans for the President & CEO and Vice Presidents, including specific development plans and career planning for potential successors, before the President & CEO's discussion of those plans with the Board.
- vi. Review with the President & CEO any significant outside commitments which the President & CEO is considering before the commitment is made and provide a recommendation to the Chair of the Board. This includes commitments to act as a director or trustee of for-profit and not-for-profit organizations.
- vii. With respect to Pensions, review and approve all matters that fall within pension administration or trust duties or as otherwise called upon to carry out responsibilities consistent with the pension act legislation and regulations, either provincially or federally.
- viii. Receive for information from the President & CEO updates to the performance objectives, performance assessment and individual salaries and bonuses for the President & CEO's direct reports.

- ix. Review and report to the Board any significant organizational changes and officer recruitment and appointments.
- x. Receive for information any information regarding compensation of any employee or group of employees as the Committee may request.
- xi. Conduct annual in-depth discussions with the President & CEO on his/her vision and strategic planning directions and top line activities.
- xii. Consider any other matters which the Committee or at the request of the Board, would assist the directors to meet their responsibilities.

IV. Accountability

- a) The Committee will report its discussions to the Board or if necessary, by written summary, at the next meeting of the Board.
- b) The Committee will review its Committee Chair Succession Plan on an annual basis.
- c) The Committee will work and liaise as necessary with other PBC Board Committees.
- d) The Committee will review and recommend changes to its Terms of Reference on an annual basis for referral to the Governance Committee and recommended approval to the Board.

V. Committee Timetable

The Committee's timetable for the forthcoming year will be agreed at the last meeting of the current year.

