

Governance and Human Resources Committee Terms of Reference

Mandate

The Governance and Human Resources Committee (“the Committee”) strives to strengthen and enhance the Board of Governors’ roles and responsibilities and is advisory to the Board. The role of the Committee is to provide a focus on governance and people resources. The Committee assesses and makes recommendations to the Board regarding the Board’s effectiveness; provides direction regarding on-going governor development; and education and leads the process for recommending member criteria to the government for consideration when appointing new members. The Committee assists the Board in fulfilling its obligations relative to human resource and compensation matters, and oversight of the recruitment and performance of the President.

Composition

Upon the recommendation of the Board Chair, the Committee shall be comprised of:

1. Committee Chair (voting)
2. Board Chair (ex-officio, voting)
3. Board Vice Chair (ex-officio, voting)
4. President (ex-officio, voting)
5. Chancellor (ex-officio, voting)
6. No fewer than two (2) Members of the Board (voting).

The Committee Chair will be appointed as per the Board Bylaws, with a preference for the Committee Chair to be a human resource professional.

Board members who are appointed as student, non-academic or academic representatives shall not sit on the Governance and Human Resource Committee.

Resources

The Office of University Governance shall be a resource to the Committee, specifically relating to governance, logistics and record keeping for the Committee. Additional resources to the committee are the President and the Vice-Presidents, and General Counsel, as required.

If the Board or Committee determines that an External Advisor or an External Committee Member with a particular expertise is needed to participate on the Committee, the Board may choose to appoint such persons.

Duties and Responsibilities

The Committee shall fulfill the following duties and responsibilities in keeping with the Committee Mandate:

A. Governance Functions

1. Review the roles and responsibilities of the Board, its Committees, Chairs, and administrative support. Make recommendations to the Board for improvements to the Bylaws, terms of reference, and governance structure.
2. Oversee the annual evaluation and process of the Board and Board Committees and recommend to the Board any changes to the annual evaluation and review process.

3. Develop recommendations to the Board regarding the essential and desired experiences and skills for potential Board members, taking into consideration the Board's short-term needs and long-term succession plans.
4. In consultation with the Board Chair and the President, identify competencies and personal attributes required to fulfill the roles and responsibilities of the Board in alignment with the principles, values, and strategic objectives of the University.
5. In consultation with the Board Chair, work to identify candidates as prospective Board members to fulfill the roles and responsibilities of the Board.
6. Recommend to the Board any benefits (taxable and non-taxable) applicable to Board members.
7. Review the Board's Code of Conduct at least once every three years, oversee compliance with the Code, and recommend any changes to the Code to the Board for approval.
8. Review the Board Bylaws at least once every three years, oversee compliance with the Bylaws, and recommend any changes to the Bylaws to the Board for approval.

B. Human Resources Functions

1. Ensure that human resources strategies align with the strategic objectives of the University.
2. Advise the Board on the conditions of employment and collective bargaining for all MacEwan University employees.
3. Review and approve bargaining mandates and collective agreements for the University.
4. In consultation with the Board Chair, recommend Board members to advisory search and review committees for senior administration (e.g., President, Vice-Presidents, etc.) as established under University policies and associated procedures.
5. Follow the performance evaluation process for the President, including the review of the President's annual goals and objectives as established through approved University policy and procedures.
6. Receive periodic progress updates from administration on the University's human resources plan.

C. Policy and Other Matters

1. Commit to the health and safety of the University by ensuring administration operates with a structure that appropriately recognizes and responds to health and safety risks.
2. Review and approve changes to existing University policies relating to the Committee's mandate as set out in the University's Policy Document Framework and identified in Appendix A.
3. Review and recommend new University policies relating to the Committee's mandate.
4. Consider risks associated with items before the Committee and make recommendations to the Board.
5. Consider other matters at the request of the Board.

D. Workplan Development

The Committee will develop an annual workplan for recommendation to the Board of Governors for approval.

E. Accountability

The Committee will report its discussion to the Board by maintaining minutes of its meetings and providing an oral report at each Board meeting.

Terms of Reference Review

The Committee will review its Terms of Reference annually and recommend to the Board of Governors any required changes.

Approved: October 17, 2024

Next Review: October 2025

Policies delegated to the Governance and Human Resources Committee for approval

- Academic Senior Administrator Policy
- Compensation Policy
- Health, Safety & Environment
- Barrier-Free Access and Accommodation

History

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| 06.15.2023 | MOTION # Policy delegation approved by the board. |
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