



Board of Directors
Governance and Human Resources Committee
Mandate and Charter

## Mandate

The Mandate of the Board of Director's Governance and Human Resources Committee (the "Committee"), is to enable the Board to fulfill its oversight responsibilities in relation to

1. Board governance,
2. CEO and Executive matters,
3. human resource management,
4. organizational health and safety,
5. Committee affairs.

### 1. Oversight re: Board Governance matters

The Committee, through recommendations made to the Board, will

- a. establish and implement a Board Succession Plan that sets out principles, competencies, structures, processes, and a competency matrix for the Board.
- b. establish and provide oversight to a Recruitment Sub-Committee in respect of the identification of potential Board successional opportunities and the conduct of the recruitment process for prospective members,
- c. constructively engage with management in the establishment and implementation of
  - i. orientation materials for new Board members, and
  - ii. a professional development program for Board members,
- d. establish and implement the process for the annual review of
  - i. the Board of Directors and the Committees, and
  - ii. the members of the Board,
- e. ensure that the Board meets its duties and responsibilities under section 5 (2) of OGAA to establish and ensure conformance with
  - i. a conflict of interest policy for the directors, and
  - ii. a code of conduct policy that governs the conduct of employees and directors of the Commission.



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## 2. Oversight re: CEO and Executive matters

The Committee will

- a. gain reasonable assurance in respect of the effectiveness of the performance of the Commissioner & CEO and the appropriateness of the associated compensation,
- b. constructively engage with management in the
  - i. succession planning of the Commissioner & CEO,
  - ii. emergency succession planning of the Commissioner & CEO,
- c. gain reasonable assurance that the CEO & Commissioner has implemented and is maintaining appropriate and effective management controls in respect of
  - i. executive succession planning,
  - ii. assessing performance of the Executive members, and
  - iii. ensuring compensation for the Executive is consistent with the approved compensation structure.

## 3. Oversight re: human resources management

The Committee will

- a. constructively engage with management in its development of a Human Resources Plan,
- b. gain reasonable assurance that the Commission has implemented and is maintaining appropriate and effective management controls in respect of
  - i. Human Resources Planning,
  - ii. ensuring the effectiveness of the Commission's human resource policies, including those for attracting, developing and retaining employees, and
  - iii. evaluating workforce engagement, and
- c. gain reasonable assurance that the Commission has implemented and is maintaining appropriate
  - i. compensation structures for excluded employees, including salaries and benefits, and
  - ii. trade union negotiation mandates, including compensation structure and benefits.



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#### 4. Oversight re: health and safety

The Committee will gain reasonable assurance that the Commission has implemented and is maintaining appropriate and effective systems and processes to ensure the health and safety of Commission staff.

#### 5. Committee Affairs

The Committee will,

- i. report its affairs to the Board after each meeting, including any proposed recommendations,
- ii. review on an annual basis its Mandate, Charter, and Work Plan
- iii. assess its performance against its Mandate and Charter,
- iv. periodically review the job description of the Committee Chair, and
- v. Assess Corporate Secretary function.

#### Charter

The Committee will carry out such activities, including those specified in the Committee's Work Plan, as it determines are necessary and appropriate to discharge its Mandate.

The Committee may from time to time amend its Work Plan without prior notice or approval of the Board.

Appendix A of the Board of Director's Mandate and Charter applies to the activities of the Committee.