



Terms of Reference

Human Resources and Compensation Committee (Standing Committee)

DECEMBER 2023

The Human Resources and Compensation Committee of the Board of Directors will have the oversight responsibility, authority, and specific duties as described below:

Purpose

The purpose of the Human Resources and Compensation Committee (HRCC) is to ensure that the Board fulfills its legal, ethical, and functional responsibilities towards the Performance Management and Compensation of the Executive Director.

Membership

The Human Resources and Compensation Committee shall consist of 3 members. One member shall be the club President, who will be the Committee Chair. The Club Secretary will also be a member of the HRCC, while the third member shall have expertise in Performance Management and compensation.

Terms of Office

The Human Resources and Compensation Committee terms of office shall be three years, coincident with the term of the President, with unlimited renewals. Renewal of committee members shall be conditional upon their performance, and is subject to the recommendation of the Secretary.

Committee members can be removed at any point by the Committee Chair, with notice provided to the Board of Directors about the change.

Committee Meetings

The Human Resources and Compensation Committee shall document an annual work plan outlining the work it will undertake in the context of its duties and responsibilities, and schedule meetings for the year based on the work plan.



Records and Committee Output

The Human Resources and Compensation Committee shall report regularly (verbally or in writing) on its activities, recommendations and conclusions to the full Board in the context of the Committee's annual work plan. Written minutes of Committee meetings and reports shall be maintained, and shall be available to the full Board.

Power and Authority

The Human Resources and Compensation Committee shall not have the power to obligate the Club to any financial outlay, or to commit it to any contract, agreement or other arrangement unless specifically authorized to do so by the Board.

Quorum

A majority of the members of the committee shall constitute a quorum at meetings.

Duties and Responsibilities

The Board delegates the following responsibilities to the Human Resources and Compensation Committee, which acts in an advisory capacity to the Board on these matters:

1. Undertake Performance Planning with the Executive Director, with an annual Performance Plan to be presented to the Board of Directors no later than the December Board Meeting. During the performance planning process the Committee will solicit feedback from Board members on priorities for the ED performance plan.
2. Complete quarterly meetings with the ED to review progress on the Performance Plan. Where there are tasks that are falling behind, the Committee will work to support the ED to bring those tasks back on track.
3. Complete an annual performance review with the ED, measuring ED performance against the yearly plan, and rating performance. During this process the Human Resources and Compensation Committee shall solicit feedback from all Board members.
4. As part of the Annual Performance Review the Committee will review the ED compensation and recommend compensation changes to the wider board for approval.
5. As part of the annual review, the Committee will review the Policy and forms and make adjustments and improvements as required.