

<b>Title</b>	<b>Nominating and Human Resources (HR) Committee Terms Of Reference (<i>Replaces Performance Management ToR</i>)</b>
<b>Date Created</b>	June 21, 2017
<b>Date of Approval</b>	August 23, 2017 (by Board of Directors)

**Mandate:**

The purpose of this standing committee is to assist the Board of Directors (the “Board”) in fulfilling its oversight role with respect to board membership, the role, recruitment and performance of the CEO, and oversight and approval of key employment policies.

**Membership:**

- A minimum of three board members as appointed by the Board (two members to be nominated at the AGM in accordance with the bylaws).

**Term:**

- Annual as appointed by the Board of Directors.
- A review of the committee terms of reference will be completed annually in June.

**Meetings:**

- Quarterly or more often as required by the responsibilities of the committee.
- Account and report to the Board following each committee meeting.

**Resources:**

- Current strategic plan
- Market data

**Responsibilities:**

Board

- Recruitment, onboarding and engagement of board members.
- Succession planning for key board roles, including annual evaluation of board member skills.
- Seek to ensure overall diversity of representatives and balance of interests on the Board.

CEO (*in conjunction with the Board*)

- Annual review of CEO compensation and contract.
- Setting of CEO’s annual performance and development goals and review of annual performance in conjunction with the Board.
- Recommending the search process for appointment of the CEO to, and approved by, the Board.
- Annual review of the CEO job description.
- Succession planning for the CEO role.

Organizational HR

- Review and approval of key employee policies for the organization.
- Review of escalated employee misconduct or deficient performance situations that trigger legal or reputational risk to the organization.
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- Ensure that the organization annually reviews employee engagement.



**Accountability and reporting relationship:**

The Committee is accountable to the Board and will report its discussions to the Board by maintaining minutes of its meetings and providing a report at the next Board meeting.

Board nominations will be conducted in accordance with the Bylaws.