

Human Resources Committee Terms of Reference

1. Purpose

The purpose of the Human Resources Committee (the “Committee”) is to ensure a strategic workforce plan is in place and to provide a focus on senior management human resource and compensation issues.

The Committee will take into account any relevant financial, social and environmental considerations in its planning and decision making.

In order to discharge its responsibilities, the Committee will have unrestricted access to the Commission’s personnel and documents through the Corporate Secretary and the Vice President of Human Resources, and will be provided with the resources necessary to carry out its responsibilities, including the authority to engage independent counsel and other advisers as part of this resource requirement.

These Terms of Reference establish the Committee’s governance framework and duties and responsibilities in fulfilling its oversight role.

2. Accountability

The Committee will report its discussions to the Board by distributing the minutes of its meetings and, where appropriate, by oral report at the next meeting of the Board of every major matter considered since the Board’s last meeting.

3. Committee Membership

The Board approves the Terms of Reference for the Committee, including the method for establishing committee membership and composition as well as delegated duties and responsibilities. The Committee Chair is appointed by the Board.

The Committee will be composed of no fewer than three Commissioners.

Those members will be familiar with best practices in human resources and labour relations.

The Corporate Secretary will provide staff support to the Committee.

4. Orientation

In accordance with the Board’s Terms of Reference, an orientation session and relevant orientation materials will be provided by the Corporate Secretary to the new members of the Committee.

5. Meetings

A quorum for any meeting of the Committee will be the majority of the members of the Committee.

Meetings will be held at the call of the Chair in accordance with the Committee Timetable that appears in the section “Committee Timetable”.

The Chief Executive Officer, Vice President Human Resources and Corporate Secretary may attend all meetings of the Committee, except for in-camera sessions.

There will be a Secretary for all Committee meetings.

6. Independent Advice

The Committee may at any time, through the Corporate Secretary and following approval of the Board Chair, engage independent consultants to assist the Committee with its duties.

7. Duties and Responsibilities

In exercising its function the Committee has a number of key responsibilities as set out below. Subject to the powers and duties of the Board, the Committee’s duties and responsibilities are as follows:

7.1 People Strategy

The Committee:

- a) Oversees the long-term People Strategy established by the CEO (in consultation with Executive Committee) and approved by the Board to ensure that people practices support organizational goals, including BC Housing’s ability to attract and retain the right staff in order to meet its mandate and expectations of the shareholder and clients;
- b) Reviews a quarterly People Strategy Update report; and
- c) Reviews the annual HR Business Continuity Risk Report related to Recruitment, Retention and Retirement.

7.2 Chief Executive Officer

The Committee makes recommendations to the Board on all aspects of the employment of the CEO:

- a) Recommends to the Board the performance evaluation process for the CEO, and leads and oversees the implementation of that evaluation process;
- b) Reviews and recommends to the Board the CEO’s goals and objectives annually, or as required, to ensure they are aligned with the organization’s mission, vision and values and key goals;
- c) Monitors CEO performance relative to stated goals and objectives and recommends annual performance rating to the Board;
- d) Reviews and recommends to the Board compensation for the CEO that is consistent with the Public Sector Employers’ Council Secretariat compensation policy;
- e) Recommends to the Board the process to be undertaken to recruit the CEO including the composition of the search committee; and

- f) Through the Board Chair, liaises with the Public Sector Employers Council Secretariat (PSEC) and the Minister/Ministry Responsible regarding the parameters of the CEO's employment terms.

7.3 Compensation Philosophy and Process

The Committee:

- a) Reviews and recommends to the Board compensation philosophy and guidelines for the CEO, Executive and Management that is consistent with the Public Sector Employers' Council Secretariat compensation policy; and
- b) Annually reviews and recommends to the Board CEO and Executive compensation.

7.4 Labour Relations

The Committee:

- a) Ensures that labour negotiations will be in accordance with a mandate as approved by the Board and the Public Sector Employer's Council on behalf of the Minister of Finance.
- b) Reviews and recommends to the Board for approval the guiding principles upon which management will negotiate collective agreements.

Through the Vice President of Human Resources, liaises with PSEC as required on matters related to labor relations and collective agreements.

7.5 Succession Planning

The Committee:

- a) Reviews the annual senior management succession plan;
- b) Reviews and recommends to the Board a succession plan to deal with planned or unplanned departure of the CEO;

7.6 Organizational Structure

The Committee reviews any significant changes to the management structure recommended by the CEO and makes recommendations on these changes to the Board.

7.7 Standards of Conduct

The Committee ensures that BC Housing's Standards of Conduct Policy defines the expected standards of behaviour for BC Housing employees and commissioners. It is the Committee's responsibility to:

- a) Review the Standards of Conduct Annual Report and ascertain whether the Standards of Conduct are strongly maintained.
 - o [Note: The Ethics Advisor functions as the conduct advisor for the Board and CEO. The Chair may seek the advice of the Ethics Advisor on an as needed basis.]
- b) Review the Management and Staff Standards of Conduct Annual Report and ascertain whether the Standards of Conduct are strongly maintained.

- [Note: the Vice President of Human Resources functions as the conduct advisor for management and staff excluding the CEO. The Vice President of Human Resources may seek the advice of internal or external (legal) counsel, including the Ethics Advisor, on an as needed basis.]

7.8 Safety

The Committee reviews standing reports on safety performance to assure that BC Housing offers a safe work environment that complies with regulatory and procedural provisions designed to protect the health and safety of staff, clients and stakeholders.

8. Committee Effectiveness

The Human Resources Committee annually reviews its Terms of Reference to ensure that it continues to meet best practice and the needs of the Board. As part of the annual Board evaluation process, the Committee will assess its performance in carrying out its duties.

9. Committee Timetable

This timetable outlines the Committee's schedule of activities during the year.

HUMAN RESOURCES COMMITTEE TIMETABLE					
	Quarter 1 (Apr 1 – Jun 30)	Quarter 2 (Jul 1 – Sept 30)	Quarter 3 (Oct 1 – Dec 31)	Quarter 4 (Jan 1 – Mar 31)	As Required
Review and approve the People Strategy (as required) and quarterly Updates.	X	X	X	X	X
Review and recommend the CEO performance evaluation and rating for the current year.				X	
Review and recommend the CEO's performance plan for the coming year.	X				
Review and recommend compensation philosophy and guidelines for the CEO, Executive and Management				X	
Review and recommend compensation for the CEO and Executive for the year ahead				X	
Review the senior and executive management succession plan	X				
Receive the HR Business Continuity Risk Report related to recruitment, retention and retirement	X				
Approve the mandate on the renewal of Terms and Conditions of BCGEU1 and BCGEU2 contracts as required					X
Review any significant changes to organizational structure as required					X
Review the Standards of Conduct quarterly and annual report	X	X	X	X	X
Review the annual report on occupational health and safety		X			
Reviews the Standards of Conduct policy			X		
Reviews Committee Terms of Reference			X		