

## **Article V - Governance and Human Resources Committee**

1. The Governance and Human Resources Committee supports the NSCAD Board of Governors in its efforts to continuously improve the effectiveness and efficiency of its governance of NSCAD and in the oversight of NSCAD's management of its human resources.

- (a) The Governance and Human Resources Committee shall be constituted as follows:
  - (i) the Chair or Vice-Chair of the Board, as decided by the Governance & Human Resources Committee;
  - (ii) one other Officer of the Board;
  - (iii) one Governor, elected to the Board by the Faculty;
  - (iii) three other Governors of the Board; and
  - (iv) The President who is an *ex officio* member of the Committee but does not vote, except for the Nominating Committee sub-committee of the Board, and count in meeting requirements for a quorum.
- (b) The Chair of the Board may act as Chair of the Governance and Human Resources Committee.
- (c) A quorum for Committee meetings consists of at least four (4) voting members of the Committee.
- (d) The Governance and Human Resources Committee shall have the following responsibilities:
  - (i) Ensure appropriate governance principles, structures, and procedures are in place to allow the Board to function effectively;
  - (ii) Review regularly NSCAD's governance framework and the Board's governance policies and advise the Board regarding: areas of concern, best practices, and recommended changes if any;
  - (iii) Review and approve changes to Committee Terms of Reference recommended by other Board committees before presentation to the Board;
  - (iv) Provide oversight to NSCAD's Code of Conduct and Conflict of Interest Guidelines to ensure they are current and appropriate, and address any issues and concerns;
  - (v) Ensure the Board has a good understanding of the entities within Government that participate in the governance of NSCAD (e.g. Responsible Minister/Ministry, Lieutenant Governor in Council, Board of Management, etc.); and
  - (vi) Monitor legislation, government policy and /or strategic direction that affects the duties and responsibilities of the Board.

## 2. Board Composition and Succession Planning

- (a) Consider and recommend to the Board the ideal skills, qualifications, experience and

background required of the Board as a whole based on the strategic opportunities and challenges of the organization and the Board's stewardship responsibilities (the "Board Skills and Experience Profile").

- (b) Annually review the composition of the Board as a whole and recommend, if any, changes to the Board Skills and Experience Profile.
- (c) Track governors' terms and plans for filling upcoming vacancies. As vacancies arise, review and update the Board Skills and Experience Profile and compare it to the skills of continuing governors, and identify gaps that should be filled in new governor candidates (the "Governor Recruitment Profile").
- (d) Facilitate the process for the annual election of a Board Chair, Vice-Chair, Treasurer and Secretary.
- (e) Provide advice, where requested, to the Board Chair in the composition of Board committees.

### 3. Orientation and Professional Development

- (a) Create and oversee a comprehensive orientation program for new governors.
- (b) Recommend to the Board an annual professional development program for the Board and as required for individual governors.

### 4. Board evaluation

- (a) Develop (for approval by the Board) and support the annual processes for evaluating the effectiveness of Board committees, the Board Chair, Committee Chairs and governors.
- (b) Recommend a Board meeting evaluation process.

### 5. General Human Resources Oversight

- (a) Ensure NSCAD's compensation, human resource and labour relations philosophies and strategies are in keeping with: NSCAD's mission, vision, values and key goals, and legislative and government policy guidelines and requirements.
- (b) Make recommendations to the Board on all aspects of the employment of the President and Chief Executive Officer (the President), including recruitment, remuneration, performance management, and succession planning.
- (c) Make recommendations to the Board on the extent to which the employment of other senior management/executive positions in NSCAD is to be delegated to the President, and provides oversight to the President for the delegated responsibilities.
- (d) Ensure the bargaining strategy for unionized staff supports NSCAD's goals and philosophy, and is consistent with the Government-approved mandate, if any; otherwise, employment matters related to unionized staff are typically delegated to the President/management.

## 6. Compensation

- (a) Review and recommend to the Board the compensation philosophy and guidelines for the President and senior management, including salary, incentive awards, perquisites, benefits and other remuneration.
- (b) Review and recommend to the Board annual compensation for the President including: salary, incentive awards, perquisites, benefits and other remuneration.
- (c) Review (and approve, depending on the extent of delegation the President) the President's recommendations regarding annual compensation for senior management, including salary, incentive awards, perquisites.
- (d) May periodically appoint a third-party consultant to advise the Board on the compensation program for the President and senior management compensation program for the President.
- (e) Stay informed of good practices in executive compensation issues relevant to the mandate of the Committee.

## 7. Recruitment of the President

- (a) Recommend to the Board the process to be undertaken to recruit the President, including the composition of the Search Committee.
- (b) Recommend to the Board the parameters of the President's terms of employment.
- (c) Review (and approve, depending on the extent of delegation to the President) the President's recommendations regarding on the terms and conditions of employment and severance arrangements for senior management/executive positions; these arrangements must be in keeping with the relevant legislative/policy limits (e.g. employment standards legislation).

## 8. Presidential Evaluation

- (a) Review and recommend the President's annual goals and objectives to the Board.
- (b) Recommend the President's evaluation process to the Board.
- (c) Lead and oversee the implementation of the President's evaluation process.

## 9. Succession Planning

- (a) Review and recommend to the Board a succession plan to deal with a planned or unplanned departure of the President.
- (b) If there are no President Succession candidates internal to NSCAD, consults with an external advisor regarding potential external candidates.
- (c) Provide overall guidance, context and oversight to the President in his/her responsibility for succession planning for NSCAD.
- (d) Annually review and verify for completeness, succession and development plans for management prior to the President's discussion of those plans with the Board.

## 10. Organizational Structure

- (a) Review any significant changes to organizational structure recommended by the President, and make recommendations to the Board on those changes.

## 11. Labour Relations

- (a) Ensure the bargaining strategy for unionized staff supports the NSCAD goals and philosophy.
- (b) Recommend to the Board the general terms and guiding principles upon which management will be authorized to negotiate collective agreements.

## 12. Communications and Disclosure

- (a) Periodically assess the organization's communication to stakeholders and the public with respect to its policies and practices in the area of corporate governance and recommend changes if any to the Board.
- (b) Ensure NSCAD's public exposure requirements related to human resources including public disclosure of executive compensation (if any) are met.

## 13. Meetings and Organization

### The Governance and Human Resources Committee:

- (a) Has a meeting calendar and annual work plan for the year.
- (b) Meets at least quarterly with pre-determined dates and agendas.
- (c) Holds special meetings as required.
- (d) Will hold *in-camera* sessions immediately before and/or after the Committee meetings; these sessions will be structured by the Committee Chair.

## 14. Minutes and Reporting Responsibilities

- (a) A member of the administrative staff will act as the recording secretary for meetings of the Governance and Human Resources Committee. Minutes of the meeting will include highlights of major discussions and all recommendations, decisions and directives of the Committee.
- (b) A draft copy of the minutes of each meeting, approved by the Committee Chair, will be circulated to the Committee prior to the next Committee meeting (where practicable) for approval by the Committee.
- (c) The Chair of the Committee (or his/her designate) will present the Committee's report at the next scheduled Board meeting in such form and manner as required by the Board.

## 15. Confidentiality

All deliberations of the Committee, and all records, material and information pertaining to GHRC obtained by a member of the Committee shall be considered confidential. Committee members shall maintain the confidentiality of such deliberations, and shall safeguard such records, material and information from improper access. At no time will any Committee member use or disclose or divulge any confidential personal information for personal gain or for the benefit of others.

16. Other

The Governance and Human Resources Committee will:

- (a) Annually review and receive approval from the Board of its Terms of Reference to ensure they meet the needs of the Board.
- (b) Annually assess its performance in carrying out its duties.
- (c) Through the Committee Chair, report regularly to the Board on the results of its activities in such manner approved by the Board.
- (d) Provide an orientation to new Committee members and ongoing training and development opportunities for its members.
- (e) May engage independent consultants as required to assist the Committee with its duties, subject to budgetary approval by the Board.