



**Board of Governors  
Human Resources Committee**

**TERMS OF REFERENCE**

**1. PURPOSE**

The purpose of the Human Resources Committee is to assist the Board in fulfilling its obligations relating to VCC's human resources issues, including but not limited to, the President's contract, evaluation and compensation, succession planning and significant human resources policies.

**2. COMPOSITION AND QUORUM**

The Human Resources Committee is composed of up to four appointed Board Members.

The Board Chair and the President shall serve as ex-officio, non-voting members.

The Board elects the Committee members and the Committee elects its chair.

Committee members are familiar with good practices in human resources including executive compensation, human resources planning and processes, labour relations, recruitment and evaluation.

A majority of members of the Human Resources Committee constitutes a quorum.

**3. MEETINGS**

The Committee meets at least four times per year. Additional meetings may be held as deemed necessary..

**4. STAFF SUPPORT**

The Vice President, People Services and the President provide staff support to the Committee. Confidential secretarial support shall also be provided to the Committee.

**5. REPORTING**

The Committee reports to the Board by providing a high-level summary of its activities at the next Board meeting. The summary details what the Committee has been working on (since it last reported to the Board), what the Committee is bringing forward for discussion or approval, and the key issues that the Committee is focused on.

**6. EXTERNAL ADVISORS**

The Committee may engage independent advisors at the expense of VCC when it deems necessary, subject to the approval of the Board.

**7. ACCOUNTABILITY TO THE BOARD**

The Human Resources Committee has no authority to direct senior leadership or commit VCC unless specifically authorized by the Board through the Committee Terms of Reference or otherwise.

## 8. DUTIES AND RESPONSIBILITIES

Subject to the powers and duties of the Board, the Human Resources Committee performs the following duties:

- a) ensures VCC's compensation and human resources philosophies and strategies are in keeping with:
  - i. VCC's vision and values; and
  - ii. legislative and policy guidelines and requirements;
- b) together with the Board Chair, leads the development of the President's annual goals and objectives, for recommendation to the Board;
- c) together with the Board Chair, leads the President's annual performance and compensation review according to the process set out below;
- d) annually reviews VCC's management structure and succession plans;
- e) reviews and recommends to the Board VCC's philosophy and guidelines for senior leadership compensation;
- f) together with the Board Chair, review and approve the annual Executive Compensation Disclosure statement for submission to the Public Sector Employers' Council (PSEC).
- g) reviews senior leadership's recommendations for programs, policies and practices with respect to the development of VCC's human resources;
- h) receives updates on the progress of collective bargaining and ratifies agreements;
- i) reviews senior leadership's approach to student, employee and organizational health and engagement;
- j) ensures that senior leadership has implemented a process to receive and respond to complaints or allegations of wrong-doing or questionable acts by any College member, including employees, Board Members, contractors, volunteers and students<sup>1</sup>, and
- k) reviews and advises the Board with respect to complaints of alleged wrong-doing by any College member, including employees, Board Members, contractors, volunteers and students.<sup>2</sup>
- l) develops an annual calendar of activities for the Committee.

## 9. PRESIDENT'S EVALUATION AND COMPENSATION

The Board has delegated to the Committee responsibility to lead and carry out the President's annual evaluation. The process to be followed for the President's evaluation is as follows.

- a) The committee will work with the President to develop mutually agreed performance objectives and measurements for a 12 month period, ending with the president's anniversary date.
- b) Performance objectives should reflect the college's strategic priorities for the year, financial/FTE goals, and any substantial projects in which the college may be involved.
- c) The Committee will recommend board approval of the annual performance objectives and measurements at an *in camera* meeting.
- d) The President will provide the Committee with a written self-assessment at the 6 month point of the annual performance plan and verbal updates at the 1st and 3rd quarter checkpoints. The Committee will report progress to the Board, as deemed appropriate, at an *in camera* meeting.
- e) The committee conducts an annual performance assessment and reports their findings, including recommendations for compensation (subject to PSEC parameters), to the Board at an *in camera* meeting.
  - i. The report shall include findings, observations and conclusions regarding the President's performance and achievement of the objectives.
  - ii. To assist the Committee in creating the report, the President will provide a written performance assessment against the annual objectives and performance measurements.

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<sup>1</sup> This definition of "College member" is taken from VCC's Whistleblower Policy (B.2.19).

<sup>2</sup> Ibid

- f) Following the Board meeting, the Board Chair and Committee Chair meet with the President to provide them with the Board's evaluation and discuss the Board's views of priority areas for the upcoming year.
- g) The President may, but is not required to, provide a written response to the Board.
- h) At least once in every 3 year period, the Committee will include other mechanisms to gather data from internal and external stakeholders on the President's performance (e.g. surveys, questionnaires and interviews).

## **10. RESPONSIBILITY FOR POLICY REVIEW**

The Committee has responsibility to review human resources related policies every five years<sup>3</sup>, and more frequently based on legislative changes or a development in governance best practices

- A.3.1 Prevention of Harassment, Discrimination, and Bullying
- A.3.6 Standards of Employee Conduct & Conflict of Interest
- A.3.10 Sexual Violence & Misconduct
- B.2.2 Selection of Administrators
- B.2.19 Whistleblower

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<sup>3</sup> A.3.2 Policy Development and Maintenance (S.5)