



## **BOARD HUMAN RESOURCES AND COMPENSATION COMMITTEE**

### **Terms of Reference**

#### **1. AUTHORITY**

- (a) The Board Human Resources and Compensation Committee (the "Committee") is created by and responsible to the Board of Governors (the "Board") of the University of Alberta (the "University").
- (b) The Vice-President (Finance and Administration) and the Provost and Vice-President (Academic) shall provide management support to the Committee.
- (c) University Governance shall provide administrative support to the Committee
- (d) The Committee shall function in accordance with the Board's General Committee Terms of Reference.

#### **2. COMPOSITION OF COMMITTEE**

- (a) Voting Members appointed by the Board (ordinarily a maximum of 10 voting members):
  - (1) Up to six Board members from the membership categories identified by the Alberta Post-Secondary Learning Act (the Act) as general public, alumni and senate. There shall be no board members on this committee representing academic staff, non-academic staff or students
  - (2) If required, a member of the general public with specific expertise in a field of interest to the Committee, to ensure the committee has the appropriate balance of skills and competencies;
  - (3) The Board Chair, by virtue of office
  - (4) The President and Vice-Chancellor, by virtue of office
  - (5) The Chancellor, by virtue of office

##### Non-Voting Officials appointed by the President

- (1) Provost and Vice-President (Academic)
  - (2) Vice-President (Finance and Administration)
  - (3) Vice-Provost and Associate Vice-President (Human Resources)
  - (4) University Secretary
  - (5) Committee Secretary
  - (6) Other officers, as determined by the President
- (b) The Board of Governors shall appoint the Committee Chair from the Committee membership category 2(a)(1), upon the recommendation of the Board Chair.
- (c) The Committee shall designate the Vice-Chair from the Committee membership upon the recommendation of the Board Chair and the Committee Chair. The Vice-Chair undertakes and discharges all duties of the Chair in the absence of the Chair.

### **3. MANDATE OF THE COMMITTEE**

Except as provided in paragraph 4 and in the Board's General Committee Terms of Reference, the Committee shall monitor, evaluate, advise and make decisions on behalf of the Board with respect to, and the Board delegates to the Committee responsibility and authority for, all policies and procedures affecting staff working conditions at the University and matters for collective bargaining and related service contracts. The Committee shall also consider any other matter delegated to the Committee by the Board.

Without limiting the generality of the foregoing the Committee shall:

#### **Collective Bargaining**

- a) consider and propose changes in collective agreements and confirm the mandate for negotiating committees with all bargaining units;

#### **Staff Working Conditions**

- b) regularly assess staff benefit plans, including trends;
- c) review and approve material changes to personnel policies of the University that are outside the regular collective bargaining process and consider trends affecting such policies;
- d) receive and review the Annual Report, and the report of the nominee of the Board to the Board of Trustees, of the Universities Academic Pension Plan;

#### **Senior Administration Appointments / Reviews**

##### President

- e) monitor Presidential effectiveness and, through the Chair of the Committee, provide advice to the Chair of the Board on the performance of the President;
- f) annually solicit, review and evaluate the comments of the members of the Board with respect to the performance of the President and consider such other data, reports and information as the Committee considers useful;
- g) appoint Board members to search and review committees for the President as established under the Board-approved University of Alberta Recruitment Policy and associated procedures;
- h) review and recommend to the Board the appointment, extension, reappointment and dismissal of the President;
- i) review and approve the compensation and all contractual terms and conditions for the President, prior to the execution thereof or any public announcement;

##### Vice-Presidents

- j) annually provide advice to the President, through the Chair of the Committee, with respect to the responsibilities and performance (in relation thereto) of the Vice-Presidents;
- k) review and approve the compensation and all contractual terms and conditions for the Vice-Presidents prior to the execution thereof or any public announcement, on the advice of the President;
- l) appoint Board members and external representatives of the Board to advisory search and review committees for Vice-Presidents, as established under the Board-approved University of Alberta Recruitment Policy and associated procedures;
- m) review and recommend to the Board the appointment, extension, reappointments and dismissals of the Vice-Presidents;

### Senior Administration

- n) annually review and approve the performance and compensation of the Deputy Provost, Deans, University Registrar and University Librarian on the advice and recommendation of the Provost;
- o) review succession plans for senior administration;
- p) review and recommend to the Board the appointment, extension, reappointments and dismissals of Deans;
- q) review and approve matters of substantive nature with respect to the procedures for the selection of Deans, as established under the Board-approved University of Alberta Recruitment Policy and associated procedures;
- r) approve the appointment of Killam and Tory Chairs;

In making reports and recommendations with respect to appointments, extensions, reappointments and dismissals of Deans and Vice-Presidents, the Committee shall do so on the advice and recommendation of the President.

<b>Reports, Advice, Trends</b>
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- s) review and provide recommendations to the Board Audit Committee on the University's enterprise-wide risks and risk measures related to the Committee mandate
- t) monitor executive and university trends for compensation and benefits for senior institutional administrators;
- u) annually report on an evaluation of the Board;
- v) monitor the performance of the University in the areas of responsibility of the Committee, against key strategic performance initiatives and performance measure reports and results in place from time to time and report thereon to the Board;
- w) annually review the terms of reference of the Committee and recommend to the Board any required changes.

The Committee shall review, evaluate and provide information and recommendations to the Board where the Board is making decisions in areas generally related to areas of responsibility of the Committee.

#### **4. LIMITATION ON DELEGATION BY THE BOARD**

The general delegation of authority by the Board to the Committee shall be limited as set out in this paragraph. Notwithstanding the general delegation of authority to the Committee as set out in paragraph 3, the Board shall make all decisions with respect to:

- a) the appointment, extension, reappointments and dismissals of Deans, Vice-Presidents and the President;
- b) the approval of goals and objectives for the President;
- c) the approval of collective agreements and any substantial revisions thereof;
- d) policy related to the remuneration of Deans, Vice-Presidents and the President and other senior members of the Administration of the University; and
- e) the establishment of an annual report on an evaluation of the Board and decisions arising from that report.

#### **5. REPORTING TO THE BOARD**

As provided in the Board's General Terms of Reference the Committee shall regularly report to the Board with respect to its activities and decisions.

**Decision History:**

DATE	DECISION-MAKER	DECISION
2002-09-20	Board of Governors	Approved
2006-10-3	Board Human Resources and Compensation Committee	Revised
2007-06-22	Board of Governors	Approved
2008-05-21	Board Human Resources and Compensation Committee	Recommended to Board of Governors
2008-06-20	Board of Governors	Approved
2010-09-23	Board Human Resources and Compensation Committee	Suggested Revisions
2011-02-01	Board Human Resources and Compensation Committee	Recommended to Board of Governors
2011-02-11	Board of Governors	Approved
2011-10-21	Board of Governors	Approved
2013-10-01	Board Human Resources and Compensation Committee	Recommended to Board of Governors
2013-10-18	Board of Governors	Approved
2014-09-29	Board Human Resources and Compensation Committee	Recommended to Board of Governors
2014-10-24	Board of Governors	Approved
2015-09-29	Board Human Resources and Compensation Committee	Recommended to Board of Governors
2015-10-16	Board of Governors	Approved
2016-05-30	Board Human Resources and Compensation Committee	Recommended to Board of Governors
2016-06-17	Board of Governors	Approved
2016-09-27	Board Human Resources and Compensation Committee	Recommended to Board of Governors
2016-10-21	Board of Governors	Approved