

<b><u>POLICY</u></b> <b>TERMS OF REFERENCE</b> <b>GOVERNANCE AND HUMAN RESOURCES COMMITTEE</b>		Page 1 of 3
<b><u>AUTHORIZATION</u></b> Board of Directors – Fraser Health	<b><u>INITIALLY RELEASED DATE</u></b> February 2009	<b><u>VERSION DATE</u></b> October 2024

**INTENT / PURPOSE**

The purpose of the Governance and Human Resources Committee (“the committee”) is to:

Provide a focus on governance that will enhance the Authority’s performance. The Committee assesses and makes recommendations regarding Board effectiveness, provides direction regarding ongoing director development and leads the process for recommending director criteria to the Government for consideration when appointing directors.

Assist the Board in fulfilling its obligations relating to human resource and compensation matters and to establish a plan of continuity and development of senior management.

**POLICY**

**COMPOSITION & OPERATIONS**

The Committee shall be composed of not fewer than three directors and not more than five directors. The Board Chair is ex-officio, with full voting privileges.

A quorum shall be a simple majority of the voting membership.

The Committee shall operate in a manner that is consistent with the Committee Guidelines of the Board Manual.

The Committee shall meet at least four times each year.

**DUTIES & RESPONSIBILITIES**

**People Development [Human Resources]**

Subject to the powers and duties of the Board, the Committee has the responsibility to:

Review with the CEO existing management resources and plans, including recruitment and training programs, to ensure that qualified people will be available for succession to execute positions and key officer positions in its reporting organizations, and report on this matter to the Board at least once each year.

Review and endorse major changes in the organizational structure of the Executive Team as proposed by the CEO.

Review Fraser Health’s People Development Policies from time to time.

<b><u>POLICY</u></b>	<b>Page 2 of 3</b>
<b>TERMS OF REFERENCE</b>	
<b>GOVERNANCE AND HUMAN RESOURCES COMMITTEE</b>	

Review and recommend the CEO’s Role Description as well as Candidate Competency Profile to the Board.

Recommend performance evaluation process for the CEO and when approved, lead the implementation of the evaluation process.

Review and recommend the CEO’s compensation to the Board for approval, subject to any legislative guidelines.

Review and recommend Fraser Health’s compensation philosophy and guidelines.

Review tentative collective agreement settlements as proposed by the Board of HEABC with a view to providing a recommendation to the Board on ratification or rejection.

Review with the CEO any significant outside commitments the CEO is considering before the commitment is made. This includes commitments to act as a director or trustee of for-profit and not-for-profit organizations. The CEO will ensure that they conduct an annual review of the outside commitments of each member of the Executive team including a review of the Conflict of Interest Policy.

**Governance**

Subject to the powers and duties of the Board, the Committee has the responsibility to:

Review, for Board approval, Board policies and procedures by which the Board will operate including the terms of reference for the Board, the Board Chair, a Director and Committees. The terms of reference and charters for each committee will be reviewed every two to three years by the Board.

- A. Develop, and annually update a long-term plan for Board composition that takes into consideration the current strengths, skills and experience on the Board, retirement dates and the strategic direction of Fraser Health.
- B. Recommend to the Board, and annually implement an appropriate evaluation process for the Board, the Board Chair, and committees and assume responsibility for recommending an individual director evaluation.
- C. Develop recommendations regarding the essential and desired experiences and skills for potential directors, taking into consideration the Boards’ short-term needs and long-term succession plans.
- D. In consultation with the Chair and CEO, recommend through the Chair, to the Government the criteria and potential candidates the Minister should consider when appointing directors to the Board.

<b><u>POLICY</u></b>	<b>Page 3 of 3</b>
<b>TERMS OF REFERENCE</b>	
<b>GOVERNANCE AND HUMAN RESOURCES COMMITTEE</b>	

Review, monitor and make recommendations regarding director orientation and ongoing development.

Recommend to the Board any reports on governance and human resources that may be required or considered advisable.

At the request of the Board Chair or the Board, undertake such other corporate governance initiatives as may be necessary or desirable to contribute to the success of Fraser Health.

Review annually, for Board approval, a Board Manual outlining the policies and procedures by which the Board will operate and the terms of reference for the Board, the Board Chair, the CEO, individual directors and Board Committees.

Ensure there is a system that enables a committee or director to engage separate independent counsel in appropriate circumstances, at Fraser Health's expense, and be responsible for the ongoing administration of such a system.

**ACCOUNTABILITY**

The Committee shall report its discussions to the Board by distributing minutes of its meetings and providing an oral and/or written report at the next Board meeting.

**COMMITTEE WORKPLAN**

The Committee will prepare and follow a work plan for the Committee schedule of activities.

**DATE(S) REVISED / REVIEWED SUMMARY**

<b>Version</b>	<b>Date</b>	<b>Comments / Changes</b>
1.0	February 2009	Initial
2.0	May 2012	Revised
3.0	August 2014	Reviewed – no changes
4.0	July 2015	Reviewed – no changes
5.0	December 2016	Reviewed – no changes
6.0	December 2018	Reviewed – no changes
7.0	December 2021	Reviewed – no changes
8.0	December 2022	Reviewed– no changes
9.0	October 2024	Reviewed - adjust all reference from “he/she” to “they” and adjust the review timeline to every two to three years Revised