

**SCA HR and Compensation Committee**  
**Terms of Reference**

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| <b>1.0 Name</b>   |
| a. The committee shall be known as the HR committee.  |
| <b>2.0 Type</b>   |
| a. The HR committee is an Ad Hoc committee.   |
| <b>3.0 Purpose</b>  |
| a. The committee exists to provide advice and direction to the Board with respect to the management and compensation of the President. The committee also exists to provide advice and direction to the President with respect to the management of human resources.  |
| <b>4.0 Responsibilities</b>   |
| a. The HR committee shall have the following general duties and responsibilities: <ul style="list-style-type: none"><li>i. Develop the President's performance objective, together with the President, for approval of the Board.</li><li>ii. Draft and maintain a Board policy with respect to the evaluation and compensation of the President.</li><li>iii. Oversee the evaluation and compensation of the President as set out in policy approved by the Board.</li><li>iv. Provide Board leadership with respect to the matter of management succession.</li><li>v. As requested by the President, provide advice and direction on HR management issues, including the compensation of staff.</li><li>vi. Carry out any other responsibilities as assigned by the Board from time to time.</li></ul> |
| <b>5.0 Decision-making Authority</b>  |
| a. The committee is authorized by the SCA Board to provide the Board and the President with recommendations and advice with respect to HR and compensation matters.<br>b. On an annual basis, the SCA Board shall approve a list of deliverables delegated to the committee to achieve. Subject to Board approval, the committee shall have the authority to make decisions and provide direction with respect to those delegated deliverables.<br>c. Explicitly, the committee shall be responsible, on behalf of the Board, for managing the performance evaluation and compensation discussions with respect to the President position.  |
| <b>6.0 Membership</b>   |
| a. Committee members shall be appointed by the SCA Board of Directors.<br>b. The membership may be changed by the Board at any time.<br>c. The Chair of the SCA Board shall be a voting ex-officio member of the committee.<br>d. The committee shall have a minimum of four members, not including ex-officio members, but including the committee Chair.  |

## **7.0 Chair**

- a. The Chair of the committee shall be the Vice-Chair of the Board.
- b. The Chair of the committee is a voting member of the committee.

## **8.0 Meetings**

- a. The first meeting of the committee in any year shall occur between the SCA AGM and the first full meeting of the SCA Board in the new calendar year. This meeting shall be known as the committee organizing meeting.
- b. The committee will meet as required throughout the year, at the call of the committee Chair.
- c. The intent is for the committee to meet once in between each SCA Board meeting. However, there may be times when the committee meets more, or less, frequently.
- d. Committee meetings will typically be by teleconference or videoconference.
- e. Committee business may be conducted by email as well, so long as all committee members have the opportunity to participate.
- f. There will be no specific quorum requirements for this committee. However, if the SCA Board has delegated specific decision-making authority to the committee, at least three voting members of the committee must participate in the decision in order for it to take effect.
- g. SCA administration shall support the work of the committee as requested, including but not limited to: drafting agenda, preparing briefing material, recording and circulating minutes, and producing reports to the Board.

## **9.0 Reporting**

- a. The committee shall report to the SCA Board on its activities, decisions, and recommendations at every meeting of the SCA Board.
- b. SCA administration shall work, as requested, with the committee Chair to prepare written summaries of committee meetings, and written reports for the committee.
- c. Committee meeting reports will identify the members in attendance, the items covered on the agenda, progress towards deliverables, and any specific outcomes including recommendations, decisions, and directions to staff.

## **10.0 Budget & Resources**

- a. The annual budget for the committee, if any, shall be set by the Board of Directors during the SCA budget process.
- b. The CEO shall be the primary staff support resource assigned to the committee.

**11.0 Deliverables**

- a. At its organizing meeting, the committee shall develop a plan of action for the calendar year, specifying deliverables.
- b. The committee plan of action shall be provided to the Board for review and approval at the first meeting of the Board in a calendar year.
- c. Committees shall report on the progress towards deliverables at each subsequent meeting of the SCA Board, and shall report on the final outcomes of deliverables at the SCA AGM.

**12.0 Review of Terms of Reference**

- a. The terms of reference for the committee shall be reviewed by the committee on an annual basis.
- b. Changes to the terms of reference must be approved by the SCA Board.
- c. Changes may be made by the Board at any time. However, generally, the review of terms of reference shall be completed prior to the end of October each year.

*DRAFTED: September, 2016*