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| Appendix B  **HUMAN RESOURCES & COMPENSATION COMMITTEE**  **TERMS OF REFERENCE** |
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| PURPOSE The purpose of the Human Resources & Compensation Committee (the “Committee”) is to assist the Board of Directors (the “Board”) of the Workplace Health, Safety and Compensation Commission of New Brunswick (“WorkSafeNB”) in discharging its stewardship and oversight responsibilities relating to human resources and compensation, ensuring that WorkSafeNB has human resources strategies and policies in place to support WorkSafeNB’s strategic goals, meet applicable requirements set by government and stakeholders, and meet the test of public scrutiny (collectively, the “Purpose”). |
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| DUTIES AND RESPONSIBILITIES Subject to the powers of the Board, the Board assigns to the Committee the following duties and responsibilities to be performed by the Committee on behalf of the Board:  2.1 **Human Resources Function Oversight**  **I**n respect of matters relating to human resources oversight, the Committee shall:   1. review the Human Resources strategy to ensure that it supports high performance teams that are competent, engaged and empowered to achieve WorkSafeNB’s strategic goals, and provide input and observations to the Board; 2. report to the Board on progress in implementing the human resources strategy; 3. review and monitor management strategies to identify and mitigate workforce risks; 4. evaluate and make recommendations to the Board of Directors on issues related to the corporate culture within WorkSafeNB; 5. monitor and review significant human resources practices and policies including those related to compensation, benefits, culture, talent management, succession planning, performance management, code of ethics, and employee health, safety, and wellness to ensure alignment with the strategic direction of the organization and evolving HR trends and best practices; and, 6. review the annual Human Resources business plan.. |
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| 2.2 **PRESIDENT & CEO PERFORMANCE**  In respect of matters relating to CEO Performance, the Committee shall:   1. review and recommend to the Board for consideration and approval the President and CEO’s employment contracts and any amendments thereto; and 2. review and recommend to the Board for consideration and approval the President and CEO’s performance evaluation in relation to corporate goals and objectives |
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| 2.3 **Compensation**  In respect of matters relating to Compensation, the Committee shall:   1. review and recommend to the Board a corporate compensation philosophy; 2. monitor trends for compensating senior executives; 3. review human resources policies and practices related to employee compensation, benefits, rewards, and recognition to ensure they meet the organizational goals of fiscal responsibility, stakeholder accountability, and the attraction and retention of high-performance team members; and 4. reviews and recommend to the Board compensation for the President & CEO including: salary, perquisites, benefits, and other remuneration. |
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| **2.4 Succession Planning**  **I**n respect of matters relating to Succession Planning, the Committee shall:   1. make recommendations to the Board regarding a succession planning process in respect to the position of the President & CEO; and 2. be informed of succession planning for executive positions that report directly to the President |
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| 2.5 **Labour Relations**  In respect of matters relating to Labour Relations, the Committee shall:   1. review strategies for negotiating the renewal of collective agreements.   2.6 In respect of the Committee’s affairs, the Committee will:   1. review and assess the adequacy of its Terms of Reference annually, requesting Board approval for proposed changes; and, 2. evaluate both the Committee’s and individual members’ performance on a regular basis. |
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| AUTHORITY3.1 The Committee in discharging its responsibilities shall have unrestricted access to members of management, employees, and relevant information it considers necessary to discharge its duties. It shall also have unrestricted access to records, data, and reports.3.2 The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities as set out above, including the authority to select, retain, terminate, and approve the fees and other retention terms of experts and consultants, as it deems appropriate in accordance with its Purposes, without seeking approval of the Board. |
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| 1. **DELEGATION TO SUBCOMITTEE**   The Committee may, in its discretion, constitute and/or delegate its duties and responsibilities to a subcommittee of the Committee. |
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| COMPOSITION 5.1 The Board will select and appoint members of the Committee. Appointments shall be made for up to two years and are renewable at the discretion of the Board. All efforts shall be made to ensure that the member’s terms, both primary and alternate, are staggered so as to ensure continuity of experience on the Committee. **The Committee** Chairperson presides over the committee meetings and reports Committee actions to the **Board.**  5.2 The Committee membership shall consist of:   1. a Committee Chairperson selected by the Board who shall be a voting member of the Board but will not have voting authority at the Committee, 2. the President & Chief Executive Officer of WorkSafeNB, who shall be a non-voting member of the Committee; 3. a Board Member representative of employers and selected by the employer representatives on the Board who shall be a primary member of the Committee and who has voting authority; 4. a Board Member representative of workers and selected by the worker representatives on the Board who shall be a primary member of the Committee and who has voting authority; 5. a Board Member representative of employers and selected by the employer representatives on the Board who shall be an alternate member of the Committee and who shall have voting authority in the absence of the primary employer representative on the Committee; 6. a Board Member representative of workers and selected by the worker representatives on the Board who shall be an alternate member of the Committee and who shall have voting authority in the absence of the primary worker representative on the Committee; and 7. to the extent not a Chairperson of the Committee, the Chairperson and the Vice-Chairperson of the Board, who shall each be a non-voting *ex-officio* member of the Committee.    1. Unless otherwise instructed by the Committee, the Director, Human Resources, will attend the Committee meetings as an advisor to the Committee.    2. When making appointments to the Committee, consideration will be given to the needs of the Committee as well as competencies which the Board may consider necessary to carry out the duties of the Committee.   5.6 The Committee Chairperson and members of the Committee shall hold office from the date of their appointment by the Board until they are removed or replaced by the Board or cease to be members of the Board.  5.7 The Chairperson of the Committee may designate, in writing to the Corporate Secretary, another Committee member to be Acting Chairperson of the Committee in their absence, where required. In exercising this designation, the Chairperson of the Committee may select either: (a) a consenting primary or alternate member of the Committee, or (b) the Board Chair or Vice-Chairperson. In each instance, the Committee Chairperson shall ensure that the Committee is maintaining fair representation among members representing workers and employers. |
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| PROCEDURES The Committee shall adhere to the following procedures:   1. **Meeting Frequency:** The Committee shall meet at least twice per calendar year or more frequently as the Committee deems necessary. The Committee may also approve matters electronically in lieu of a meeting, in accordance with WorkSafeNB’s by-laws. 2. **Convening a Meeting:** The Committee Chairperson, in consultation with the two primary Committee members, will ordinarily convene any Committee meeting though any two members (the Chairperson or either of the two primary members) can require that a meeting be convened. 3. **Meeting Quorum:** One voting member, either the primary or alternate member, representing employers, and one voting member, either the primary or alternate member, representing workers shall, together with the Committee Chairperson (or Acting Chairperson as the case may be), constitute a quorum. 4. **Minutes:** Minutes shall be prepared by a recording secretary and presented to the Committee for its approval in accordance with applicable Board policy and procedure. 5. **Access to Officials:** The Committee shall have unrestricted access to officials of the organization as may be required to discharge their duties and responsibilities. |
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| OVERSIGHT OF EXECUTIVE LEADERSHIP **The Committee** shall oversee the Executive Leadership Team through its direction to the President & CEO. |
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| VOTING **The Committee** shall make all reasonable efforts to render decisions on a consensus basis. Where a consensus is not possible between voting members, primary or alternate as required, and there is a tie vote at the Committee, the matter shall be forwarded to **the Board for** debate and resolution. |
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| OPERATIONAL PRINCIPLES **The Committee** shall adhere to the following operational principles:   1. **Work plan**: **The Committee** Chairperson, in consultation with the Board Chairperson and senior management, shall establish a work plan annually to ensure that the Committee responsibilities are scheduled to specific meeting agendas and dates. 2. **Meeting agenda**: **The Committee** Chairperson shall establish meeting agendas in consultation with Committee members and senior management. 3. **Information requirements**: The Committee shall establish and communicate its information requirements, which shall include the nature, extent and timing of required information. Information shall be provided to the Committee at least one week prior to the meeting. 4. **Preparation and attendance**: The Committee members have an obligation to prepare for and participate in Committee meetings. |
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| ACCOUNTABILITY The Committee shall cause a record of the Committee meeting to be provided to the Board at the next Board meeting following the respective Committee meeting. |