

Governance and Human Resources Committee – Terms of Reference

Policy Number: G-08.07.00	Next Review Date: 2031
Approved by: NSRDDA Board	Approval Date: April 28, 2026

1. Purpose

The purpose of the Governance and Human Resources (GHR) Committee is to support the Board in ensuring effective governance practices and overseeing the organization's human resources strategies and policies. This includes recommending and reviewing the NSRDDA's governance model, Board recruitment and evaluation processes, succession planning, and policies related to executive performance, compensation and organizational culture. The Committee ensures that governance structures and human resources policies support the NSRDDA's strategic objectives, ethical standards, and legal obligations.

2. Specific Responsibilities

The Committee has the following specific responsibilities.

A. Governance Framework

- Ensures appropriate governance principles, structures and procedures are in place to allow the Board to function effectively
- At least every two years, reviews the Regulator's governance framework, its bylaw and governance policies (according to the review schedule established by the Board) and advises the Board regarding: areas of concern, best practices, and recommended changes, if any
- Recommends Board-specific bylaws to the Board for approval under s. 12(1) of the *Act*
- Reviews and approves changes to Committee Terms of Reference recommended by other Board committees before presentation to the Board
- Provides oversight to the Regulator's codes of conduct and ethics; at least annually, reviews the Regulator's Code of Conduct and Conflict of Interest Guidelines to ensure they are current and appropriate, and addresses any issues or concerns
- Monitors changes to legislation, government policy and /or strategic direction that affects the duties and responsibilities of the Board

B. Board Composition and Succession Planning

- Considers and recommends to the Board the ideal skills, qualifications, experience and diversity required of the Board as a whole based on the strategic opportunities and challenges of the

Regulator, the Board's stewardship responsibilities and the NSRDDA's commitment to EDIRA Principles (the "Board Skills and Experience Profile")

- Annually reviews the composition of the Board as a whole and recommends, if any, changes to the Board Skills and Experience Profile
- Tracks Board members' terms and plans for filling upcoming vacancies
- As vacancies arise,
 - Reviews and updates the Board Skills and Experience Profile and compares it to the skills of continuing Board members,
 - Identifies gaps that should be filled in new Board member candidates (the "Board member Recruitment Profile")
- Advise the Minister of upcoming vacancies of public members of the Board and recommend skill and/or representation gaps for their consideration
- Develops and facilitates the process for the bi-annual election of a Board Chair and Vice-Chair
- Provides advice, where requested, to the Board Chair in the composition of Board Committees

C. Orientation and Professional Development

- Creates and oversees a comprehensive orientation program for new Board members
- Recommends to the Board an annual professional development program for the Board and as required for individual Board members, including continuing education on EDIRA-related topics that are relevant to the Regulator's mandate, considering the Regulator's capacity and available resources

D. Board Evaluation

- Develops (for approval by the Board) and supports the annual processes for evaluating the effectiveness of the Board, Committees, the Board Chair, Committee Chairs and Board members
- Recommends to the Board a meeting evaluation process

E. General Human Resources Oversight

- Ensures the Regulator's compensation and human resource philosophies and strategies are in keeping with:
 - The Regulator's mission, vision, values and key goals, and
 - Legal requirements
 - Its commitment to EDIRA principles
- Makes recommendations to the Board on all aspects of the employment of the Registrar, including recruitment, remuneration, performance management, and succession planning
- General oversight of the Regulator's compliance with its Respectful Workplace Policy

F. Compensation

- Reviews and recommends to the Board for approval the Honourarium and Travel Expense Policy for Board and Statutory Committee members
- Reviews and recommends to the Board the compensation philosophy for the Registrar and staff, including salary, incentive awards, benefits and other remuneration
- Reviews and recommends to the Board annual compensation for the Registrar including salary, incentive awards, benefits and other remuneration
- May periodically appoint a third-party consultant to advise the Board on the compensation program for the Registrar and staff
- Stays informed of good practices in Board and executive compensation issues, including from an equity lens, relevant to the mandate of the Committee

G. Recruitment of the Registrar

- Recommends to the Board the process to be undertaken to recruit the Registrar, including composition of the Search Committee
- Recommends to the Board the parameters of the Registrar's terms of employment

H. Registrar's Evaluation

- Reviews and recommends the Registrar's annual goals and objectives to the Board
- Recommends the Registrar's evaluation process to the Board, in consultation with the Registrar
- In collaboration with the Board Chair, leads and oversees the implementation of the Registrar's annual evaluation process

I. Succession Planning

- Reviews and recommends to the Board a succession plan to deal with a planned or unplanned departure of the Registrar
- If there are no Registrar succession candidates internal to the Regulator's, consults with an external advisor regarding potential external candidates
- Provides overall guidance, context and oversight to the Registrar in his/her responsibility for succession planning for the Regulator's staff
- Annually reviews and verifies for completeness, succession and development plans for all key staff positions

J. Organizational Structure

- Reviews any significant changes to organizational structure recommended by the Registrar, and makes recommendations to the Board on those changes

L. Communications and Disclosure

- Periodically assesses the Regulator's communication to stakeholders and the public with respect to its policies and practices in the areas of corporate governance and recommends changes, if any, to the Board

3. Membership and Quorum

- The Committee has a minimum of four (4) members, including the Committee Chair.
- A quorum for Committee meetings consists of a majority of voting members of the Committee.
- The majority of members are familiar with governance best practices for professional regulators and/or human resources management and have previous relevant board experience.
- The Chair of the Committee is not the Chair of the Board and will be appointed annually by the Board, on the recommendation of the Board Chair.
- The Chair of the Committee does not vote but shall cast the deciding vote in the event of a tie.
- The Board Chair is an *ex officio* member of the Committee but does not vote or count in meeting requirements for a quorum.
- The Registrar may attend Committee meetings in an *ex officio*, non-voting capacity.

4. Meetings and Organization

- The Committee:
 - Has a meeting calendar and annual work plan for the year
 - Meets at least quarterly with pre-determined dates and agendas
 - Holds special meetings as required
 - Will hold in-camera sessions immediately before and/or after the Committee meetings; these sessions will be structured by the Committee Chair and will not include NSRDDA staff (including the Registrar)

5. Minutes and Reporting Responsibilities

A member of the Committee will act as the recording secretary for meetings of the Committee. Minutes of the meeting will include highlights of major discussions and all recommendations, decisions, and directives of the Committee.

A draft copy of the minutes of each meeting, approved by the Committee Chair, will be circulated to the Committee within two weeks of said meeting (where practicable) for approval by the Committee at the next meeting.

The Chair of the Committee (or their designate) shall present a written report to the Board in advance of each Board meeting which includes:

- The membership of the Committee
- How many times the Committee has met since the last Board meeting
- A 'for information' section which provides a general update of the Committee's areas of focus since the last Board meeting
- A 'for decision' section which includes:
 - Any recommendations being made to the Board for its approval
 - The specific form of resolution(s) being presented to the Board for approval
 - Background/context for each recommendation
 - Research/consultations undertaken by the Committee in coming to its recommendation(s)
 - Alternative(s) considered
 - Rationale for the recommendation(s)

6. Confidentiality

All deliberations of the Committee, and all records, material and information pertaining to NSRDDA obtained by a member of the Committee shall be considered confidential. Committee members shall maintain the confidentiality of such deliberations, and shall safeguard such records, material, and information from improper access. At no time will any Committee member use, disclose or divulge any confidential personal information obtained during the regular course of their work on the Committee.

7. Other

The Committee:

- Annually reviews and receives approval from the Board of its Terms of Reference to ensure they meet the needs of the Board
- Annually assesses its performance in carrying out its duties
- Through the Committee Chair, reports regularly to the Board on the results of its activities in such manner approved by the Board
- Provides an orientation to new Committee members and ongoing training and development opportunities for its members
- May engage independent consultants as required to assist the Committee with its duties, subject to budgetary approval by the Board

The Registrar or designate will support the work of the Committee.

8. Monitoring and Policy Review

The Chair of the GHR Committee will ensure that these Terms of Reference are reviewed in accordance with the Board's policy review cycle or as required by significant operational or environmental changes.

9. Accountability

The Chair of the GHR Committee is accountable for ensuring compliance with this policy.

ANNUAL WORK PLAN – GHR COMMITTEE

Meeting	Agenda Items
August	• Develop recommended annual professional development program for Board members (based on results of Board evaluation and goal setting) • Review environmental scan of any changes or anticipated changes to legislation or public policy that affects the Regulator's operations • Review the Regulator's human resources and compensation philosophies • Review of employee compensation report from the Regulator's compensation analyst, including comparative information (in years where this applies) • Review of trends relating to executive compensation for regulatory bodies • Conduct the Registrar's performance review • Review Registrar's review of staff and recommendations for modifications to compensation or other employment parameters • Plan and organize election of incoming Chair and Vice-Chair (election takes place at September board meeting every second year)
October	• Annual review of Board Skills Profile and develop recommendations for changes, if any, to that Profile • Determine whether there are any upcoming vacancies to be filled on the Board – develop an "ideal skills profile" for those vacancies • Review the Board's communications and disclosure practices with respect to its governance policies and practices in relation to the practices of other regulators • Annual review of index of human resources policies and any recommendations for new HR policy directions from the Registrar • Review trends and best practices in HR policies for like organizations
February	• Review the annual Board evaluation process and develop recommendations for changes, if any, to that process • Annual performance evaluation of the Registrar; recommend salary adjustments for following year to the Board

	• Review the succession plan for the Regulator's key positions • Review the succession plan for the Registrar's position (for planned or unplanned absences) • Recommend any changes in compensation philosophies or programs for the Registrar and staff to the Board • Review Registrar's recommendations for salary adjustments for key staff • Discussion of annual goals and objectives for the Registrar for upcoming year
April	• Annual review of by-laws and governance policies (including Committee terms of reference) • Annual review of Code of Ethics and Conflict of Interest Policy for the Regulator • Consider the Board's standing Committee structure and develop recommendations for any changes thereto • If requested, provide input to Board Chair on the composition of Board Committees for the following year • Review the orientation program for new appointments to the Board of Board members • Finalization and recommendation to Board re annual goals and objectives for the Registrar
June	• Review annual Board evaluation results and develop recommendations for improvements • Annual evaluation of the Committee's performance and terms of reference/annual work plan; recommend changes to Governance and HR Committee terms of reference

The Committee has the discretion to move items between and among meetings but will cover all items of the work plan over the course of a year.