



# Governance and Human Resources Committee Terms of Reference

Category:	Governance
Number	
Last Revised:	April 10, 2016
Owner:	Governance and Human Resources Committee
Approved by:	Board of Governors
Contact:	Chair of the Governance and Human Resources Committee @ (306) 790-5950 ext. 2100

## Authority

The Board of Governors of the First Nations University of Canada created the Governance and Human Resources Committee under the authority of the *First Nations University of Canada Act*.

## Mandate

The Governance and Human Resources Committee:

- a) provides oversight and makes recommendations to the Board on all matters regarding management and administration of the University's employees.
- b) ensures the Board meets its oversight role for ensuring the University's compliance with all related statutes, regulations, guidelines, and collective agreements governing human resources and occupational and environmental health and safety.
- c) facilitates, on behalf of the Board, all matters regarding recruitment of the President and ongoing management of the President's annual performance and compensation review.
- d) leading, directing, and improving the University's Board governance structures, standards, processes, and tools.
- e) facilitating an annual Board evaluation and reporting the results to the Board.
- f) facilitating and advising the Board on Board appointments and re-appointments.
- g) facilitating an annual process to determine Board member committee assignments and committee chair assignments.
- h) facilitating the process for the Board to select a Chair and Vice-Chair (bi-annually).

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- i) establishing any institutions, corporate entities, working groups, or committees to assist the Board in undertaking its authority and responsibilities.
- j) overseeing development and implementation of the University's strategic plan (including receiving progress reports from management).
- k) overseeing development and implementation of the University's internal and external communication strategies.
- l) overseeing development and implementation of governance policies for the University.
- m) overseeing development of the annual report

## Composition

- a) Four (4) members of the Board (minimum)
- b) The Vice-Chair of the Board of Governors will act in the role of Chair of the Governance and Human Resources Committee.
- c) Chair of the Board (ex-officio, non-voting member)

## Resource People

The First Nations University of Canada:

- a) President
- b) Secretary to the Board
- c) Vice President Academic
- d) Associate Vice President Academic
- e) Human Resources Director

## Term of Office

- a) Two years

## Duties

### 1. Committee Management

- a) Annually — review and recommend for Board approval a work plan that ensures the committee's duties and responsibilities are scheduled and achieved.
- b) After each committee meeting — report committee information and make recommendations as appropriate to the Board.

- c) As required — address any other matter properly referred to the committee by the Board.

## 2. Health and Safety

- a) As required — oversee the University's compliance with all related statutes, regulations, guidelines and agreements governing human resources, environmental protection, and the health and safety of the University community.
- b) As required — oversee development and implementation of policies and processes that ensure the University's compliance with occupation and environmental health and safety legislation, relevant regulations, standards and codes of practice.

## 3. Employee Compensation and Benefits

- a) As required — monitor, evaluate, and make recommendations to the Board on policies and strategic matters related to the University's human resources and personnel issues (including recruitment, retention, conditions of employment, professional development, diversity, harassment, discrimination, conflict resolution, and on matters of compensation for out-of-scope employees that include salaries, overtime, leaves, vacations, paid holidays, moving expenses, and working conditions).
- b) As required — review and recommend collective agreements for Board approval (includes reviewing and recommending the general economic parameters that will inform collective bargaining and reporting to the Board progress against these parameters during bargaining).
- c) As required — assess the framework governing staff benefit plans.
- d) Annually — receive for information anticipated recruitment and/or changes in the staffing levels for the University (with budget approval)
- e) Annually — review the University's succession plans for senior administrators.
- f) As required — recommend the compensation for out-of-scope employees for Board approval.

## 4. President Selection, Evaluation, Compensation, Benefits and Pension

- a) As required — oversee the selection of the President according to *An Act Respecting the First Nations University of Canada*.
- b) As required — working closely with the Chair of the Board, negotiate and recommend a contract to engage the President for Board approval.
- c) Annually - review the President's annual objectives and recommend for Board approval.
- d) Annually — working closely with the Chair of the Board, facilitate the Board's annual review of the performance and compensation of the President.

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- e) As required — review and recommend the frameworks and policies that will be used for the President’s annual review of performance and compensation for Board approval.

### 5. University Strategy

- a) Every five years — oversee, participate in development of, and recommend the University’s strategic plan for Board approval.
- b) Annually — review and report to the Board the University’s progress towards accomplishing the strategic plan through an approved performance measurement framework.
- c) As required — review and recommend to the Board management’s recommendations to enter into federation or partnership agreements, memoranda of understanding, or protocols with other educational entities.
- d) Annually – review and recommend to the Board for approval the Annual Report

### 6. University Governance

- a) As required — review First Nations University of Canada policies and procedures. Recommend any amendments for Board approval.
- b) As required — review the Board Terms of Reference and recommend any amendments to the Board. Ensure all committees of the Board review their terms of reference and recommend any amendments to the Board.
- c) Annually — coordinate the formal annual evaluation of the Board, Board Chair, Board members and committees. Report as required to the Board.
- d) As required — ensure the appropriate orientation, training, and education are made available to Board members.
- e) As required — with the Chair of the Board and the President of FNuniv, review and respond to any relevant legislation, report, position paper, or other developments on the subject of corporate governance generally and the duties and responsibilities of board members in particular.
- f) As required — review and report to the Board on conflict of interest matters involving the President and senior executives.
- g) As required — review and recommend for Board approval major public disclosures on corporate governance and Board member profiles, qualifications, attendance, and code of conduct compliance.

## 7. Board Nominations

- a) As required — provide a list of qualified candidates to the Board to recommend to the Selection Committee appointed by the FSIN Education and Training Commission.
- b) As required — manage the process for the appointment of the Chair and Vice-Chair of the Board.
- c) As required — review and recommend to the Board candidates for committee membership and committee chairs.
- d) As required — review and make recommendations to the Board on the size, composition, and structure of the Board committees.

## Meetings and Quorum

- a) The Governance and Human Resources Committee meets at least four times a year.
- b) The Chair of the Governance and Human Resources Committee or the Chair of Board may call a meeting.
- c) Quorum is half plus one of the voting committee members.
- d) The University's Secretary to the Board records the minutes of the meeting and circulates them to the members of the committee for their comments and approval.

## Reporting Requirements

- a) The University's Secretary to the Board sends the committee's meeting minutes to the Board before the next regular Board meeting.
- b) The Chair of the Governance and Human Resources Committee (or a designate) provides an oral or written report on the outcomes of the committee meeting at the next regular meeting of the Board.