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## 1. Purpose

The purposes of the Governance and Human Resources Committee are to:

- a) ensure TRU has an effective governance framework and the Board is effective in carrying out its responsibilities; and
- b) assist the Board in fulfilling its obligations relating to TRU human resources issues including succession planning and significant human resources policies.

## 2. Composition and Quorum

The Governance and Human Resources Committee is composed of up to five Governors.<sup>1,2</sup>

The Board, on the recommendation of the Board Chair, appoints the Committee members.

A majority of members of the Governance and Human Resources Committee constitutes a quorum.<sup>3</sup>

## 3. Accountability to the Board

The Governance and Human Resources Committee has no authority to direct management or to commit TRU unless specifically authorized by the Board through the Committee Terms of Reference or otherwise.

## 4. Duties and Responsibilities

Subject to the powers and duties of the Board, the Governance and Human Resources Committee will perform the following duties.

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<sup>1</sup> While all Governors are eligible to serve on this Committee, there may be topics (e.g., President succession; collective bargaining) where elected members of the Board are excused from the discussion due to real or perceived conflict of interest.

<sup>2</sup> The President, Vice-President Administration and Finance, the Provost & Vice-President Academic, the General Counsel and Corporate Secretary, and other University staff will attend committee meetings as required.

<sup>3</sup> Bylaws, Section III, Paragraph 4.

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#### **4.1. Governance**

The Committee will:

- a) annually review compliance by TRU with all applicable regulatory requirements relating to corporate governance;
- b) at least biennially, review the governance framework for TRU and advise the Board regarding:
  - i) areas of concern;
  - ii) best practices; and
  - iii) recommended changes.
- c) ensure appropriate structures and procedures are in place to allow the Board to function effectively;
- d) annually review the composition of the Board as a whole and recommend, if necessary, changes to the Board Competency Matrix;
- e) together with the Board Chair, annually and as vacancies arise, review the skills and experience on the Board and recommend to the Board the desired skills and experience for potential new appointed Governors to be recommended to the Government through the Board Chair;
- f) ensure programs are in place for new Governor orientation and ongoing professional development;
- g) assist and support the annual review processes for evaluating the effectiveness of the Board, the Board Chair, and Committees;
- h) at least every two years, review and assess TRU's Communications Strategy document on communications to stakeholders and the general public with respect to its policies and practices in the area of corporate governance, including the communication contained on TRU's internal and external websites;
- i) annually, request Administration to attest to compliance with the Communications Strategy document and report to the Board on this;
- j) annually review and ensure the adequacy of TRU's Code of Conduct for Governors;
- k) address Code of Conduct issues as delegated to the Committee by the Board;
- l) assume other related responsibilities as assigned by the Board.

#### **4.2. Human Resources**

The Committee will:

- a) annually review TRU's management structure and succession plans;
- b) review and recommend to the Board TRU's philosophy and guidelines for management compensation;

- c) review management recommendations for programs, policies and practices with respect to the development of TRU's human resources;
- d) review recommendations by the President for the removal of a member of the teaching staff of the University and make a recommendation to the Board in this respect;
- e) review recommendations by the President of the guiding principles for collective bargaining and proposed collective agreements and make a recommendation to the Board in this respect; and
- f) review with the President any proposed external commitments in which the President is interested before they are made, and make recommendations to the Board.

## **5. Meetings**

The Committee meets at least three times per year. Additional meetings may be held as deemed necessary by the Committee Chair or as requested by any Committee member.

## **6. Reporting**

The Committee will report to the Board after each of the Committee's meetings.

## **7. Staff Support**

The Corporate Secretary provides staff support to the Committee, and the Corporate Secretary or his/her delegate is secretary to the Committee.

## **8. External Advisors**

The Committee may engage independent advisors at the expense of TRU when it deems necessary, subject to the approval of the Board Chair.

## **9. Responsibility for Document Review**

The Committee has responsibility to review at least every two years, and more frequently if necessary (e.g., based on legislative or regulatory changes, or a development in governance best practices) the following Board and organizational documents.

- Board Charter
- Board Calendar
- Governor Position Description
- Board Chair Position Description
- President Position Description

- Corporate Secretary Position Description
- Committee Operating Guidelines
- Governance and Human Resources Committee Terms of Reference (must be reviewed annually)
- Code of Conduct

## 10. Committee Calendar

The timetable for the Committee’s activities is reflected in the Committee’s calendar set out below.

<b>GOVERNANCE AND HUMAN RESOURCES COMMITTEE CALENDAR</b>			
	<b>NOV</b>	<b>FEB</b>	<b>MAY</b>
1. Review governance framework and applicable Board and organizational policies	<b>X</b>		
2. Oversee orientation for new Governors			<b>X</b>
3. Recommend and lead professional development for Governors			<b>X</b>
4. Review Board evaluation processes and recommend appropriate process for upcoming year; lead evaluation process		<b>X</b>	
a. Board evaluation started		<b>X</b>	
b. Board evaluation completed			<b>X</b>
5. With Board Chair, review skills and experience required on Board and confirm or amend Competency Matrix	<b>X</b>		
6. Review Code of Conduct	<b>X</b>		
7. Review human resources policies and any recommended changes		<b>X</b>	
8. Review and recommend to Board management compensation structure and philosophy			<b>X</b>
9. Review and assess TRU’s communications to stakeholders and the general public:	<b>X</b>		
a. at least every two years, review and assess TRU’s Communications Strategy document	<b>X</b>		
b. annually, request Administration to attest to compliance with the Communications Strategy document and report to the Board on this	<b>X</b>		