

Governance & Human Resources Committee Terms of Reference

The Governance & Human Resources Committee (the Committee) is a standing committee of, and reports to, the Board of the Alberta Gaming, Liquor and Cannabis Commission (AGLC). Through these terms of reference, the Board delegates certain responsibilities to the Committee to assist the Board in fulfilling its duties and obligations related to governance and corporate human resources matters of AGLC.

1. Mandate, Purpose and Authority

The function of the Governance & Human Resources Committee is to assist the Board in fulfilling its obligations related to human resources and governance matters of AGLC.

The Committee is accountable to the Board for ensuring Board governance policies and procedures are in place to support a well-functioning and progressive governance system. Additionally, the Committee ensures corporate policies and practices are in place for management development and succession.

2. Duties and Responsibilities

Governance

- Review the following materials annually and provide recommendations to the Board if any revisions are required: AGLC Mandate and Roles document, Board terms of reference, Board governance policy, Board Orientation Manual and orientation process and these terms of reference;
- Plan and ensure execution of an annual retreat of the Board under the direction of the Board and Board Chair;
- Develop and recommend an evaluation process for the Board, its committees and the Board Chair and ensure the implementation of the approved process;
- Perform other governance functions assigned to the Committee by the Board.

Human Resources

- Review the process for the annual evaluation and performance review of the President & CEO, and implement after approval of, and under the direction of, the Board and the Board Chair;
- Lead the annual performance and compensation review for the President & CEO (within the Board's jurisdiction);
- Lead the Board's annual review of the organization's succession plan and plan for development of senior management;
- Review and update the Board Competency and Skills Matrix annually and make recommendations to the Board;
- Make recommendations to the Board steps required for Board member recruitment consistent with the policies and processes established by the Government of Alberta (Guidebook for Appointments to Alberta's Public Agencies) and in collaboration with the Ministry of Treasury Board and Finance (Note: Designates for recruitment interview panels will be determined by the Board Chair.); and
- Perform other human resources functions assigned to the Committee by the Board.

3. Committee Membership

The Committee shall be comprised of no fewer than three (3) members of the Board and shall not have more than 4 members or a majority of the appointed Board members. The Board Chair shall be an ex officio (voting) member.

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Committee members shall have:

- a strong governance background and understanding of the distinction between the role of the board versus the role of management;
- relevant professional volunteer and/or non-profit experience human resources management, ideally including workforce planning, employee engagement, succession planning, organizational capacity, compensation, and professional development;
- knowledge in CEO performance management and evaluation;
- an appreciation of the public sector decision making process and accountability framework, including the unique role of this Committee;
- independence, including an unbiased perspective on the matters brought before the Committee and the members' employment or involvement in other activities must not place them in a conflict of interest position; and
- effective communication skills.

The Board Chair shall appoint the members of the Committee and appoint a Chair from amongst those appointed.

Any Committee member may be removed or replaced at any time by the Board Chair, recommendation of the Committee to the Board Chair or on the Board's initiative. The Board Chair will fill vacancies on the Committee by appointment from qualified directors of the Board. The Board Chair, in consultation with Board members shall annually review the Committee membership skills composition.

The President & CEO or designate is expected to attend Committee meetings for governance items. As well, the Vice President, Human Resources or designate is expected to attend for human resources items.

The Manager, Board Office shall be appointed as the Management Liaison for the Committee. The Management Liaison will work with the Committee Chair in establishing the agendas, coordinating the Committee reports and will attend meetings as appropriate.

The Committee may invite, at its discretion, members of management and/or other guests to attend all or a portion of a meeting of the Committee.

4. Meetings

The committee meeting dates will be established for the following year as part of the annual Board calendar. The meetings will occur not less than 2 weeks before a Board meeting in order for the minutes and Board approvals to be included as part of the Board meeting package.

Committee members are not required to attend meetings in person. Audio or video conferencing tools will be provided to committee members.

All Board members will receive notice of Committee meetings and are entitled, to attend any meeting of the Committee as a non-voting observer. Participation of non-members in Committee discussions is at the discretion of the Committee Chair.

5. Annual Work Plan

The Committee will develop an annual work plan and shall ensure the schedule of meetings co-ordinates with the deliverables outlined in the work plan.

6. Agenda and Reporting to the Board

The Chair of the Committee will establish the agenda for meetings in consultation with Committee members and the Management Liaison ensuring alignment with the Committee work plan.

To the extent possible, the agenda and meeting materials will be circulated to all Board members at least five (5) days in advance of regular meeting dates to ensure sufficient time for review prior to the meeting. The Committee, through the Committee Chair, shall submit a written report, with recommendations, to the Board at the Board's next regularly scheduled meeting after a meeting of the Committee.

The secretary of the Committee shall be the Executive Assistant to the Board.

7. Minutes

The minutes of all Committee meetings will be approved at the next meeting of the Committee. Minutes of the meetings will be circulated to all Board members.

8. Quorum

A minimum of three (3) members in attendance shall be necessary to establish a quorum of the committee at any meeting and all actions of the Committee shall be taken by a majority of the members participating at the meeting.