

By-law No. 6: Human Resources Committee Terms of Reference

Effective Date:	November 21, 2023, by resolution of the Board of Directors
Review Schedule:	At least every three years
Previous Versions	Approved by Board of Directors, September 22, 2013

1. Introduction

The Human Resources Committee (the “Committee”) is a standing committee of the Board of Directors (the “Board”) of the Canadian Race Relations Foundation (the “CRRF”; the “Foundation”). As such, it is part of the governance framework within which the Board, assisted by its committees, directs and oversees the affairs of the Foundation.

As a standing committee, the Committee reports to the Board, which is ultimately responsible for the direction and oversight of the CRRF’s human resources; the Committee has no independent decision-making capacity in its own right.

2. Purpose

The purpose of the Committee is to support the Board to oversee and provide policy direction to the management of the CRRF’s human resources.

3. Composition and Terms

The Committee shall be comprised of at least four (4) and not more than seven (7) members eligible to vote (the “Voting Members”), appointed by the Board on the recommendation of the Governance Committee. The Voting Members shall include:

- A Committee Chair, who shall be appointed by the Board from among the Board members on the recommendation of the Chairperson of the Board;
- The Chairperson of the Board, who is an ex officio voting member of all committees;
- Members of the Board of Directors; and
- Up to two (2) external members, where additional expertise is deemed to be required and/or beneficial, so long as the number of external members does not constitute a majority of Voting Members. Any external members shall be appointed for up to four (4) years, with an option to renew for one additional term of up to four (4) years.

The Executive Director is an ex officio, non-voting member of the Committee.

Each member of the Committee (the “Member”) shall continue to be a Member until a successor is appointed, unless the Member resigns, is removed by resolution of the Board or otherwise ceases to be a member of the Board.

4. Roles and Responsibilities

The Committee's primary roles are:

- To recommend to the Board, and review according to an established schedule:
 - The CRRF's Human Resources Policy, to provide direction within which Management is expected to develop and implement operational policies, guidelines and procedures for the sound management of human resources;
 - The CRRF's compensation policy for senior staff (except the Executive Director);
 - Others as may be determined from time to time.
- To support the Board to develop the annual performance agreement—and conduct the annual performance review—of the Executive Director, in accordance with the *Performance Management Program for Chief Executive Officers (CEOs) of Crown Corporations* as amended by Privy Council from time to time;
- To support the Board in any consultations conducted by the responsible Minister regarding the Governor-in-Council's appointment of the Executive Director, as required under Section 9(2) of the *Canadian Race Relations Foundation Act*;
- To ensure that an effective emergency succession plan is in place for the Executive Director; and
- Receive information on Human Resources issues and activities as required for the Board to perform its oversight role

5. Frequency of Meetings

The Committee shall meet in accordance with the schedule established by the Board for its meetings and those of its committees or as required at the call of the Chair of the Committee.

6. Quorum and Voting

A majority of the Voting Members constitutes a quorum at any meeting of the Committee. Each Voting Member shall have one vote.

Questions shall be decided by a majority of votes cast. In case of an equality of votes on a question, the Committee Chair shall have the right to cast a second vote. If the Committee Chair does not cast a second vote, the question shall be deemed defeated.

Should there be a requirement for an electronic vote between meetings, a quorum shall be constituted when at least two-thirds of the voting Members cast a vote by email. Any action taken by such electronic means shall be recorded into the minutes of the next duly convened meeting of the Committee.

7. Reimbursement of Expenses

Members will be reimbursed in accordance with the CRRF's *Payment of Honoraria and Travel Expenses to Directors* Policy.

8. Review

The Human Resources Committee shall review its terms of reference every three years—or more frequently if required—as part of the Governance Committee’s triennial review of all committee terms of reference.