

TERMS OF REFERENCE – HR & GOVERNANCE COMMITTEE

Mandate

The HR and Governance Committee is a committee of the Board.

Governance refers to the processes and structures used to direct and manage an organization's operations and activities. Good governance systems are designed to help organizations focus on the activities that contribute most to their overall objectives, use their resources effectively, and ensure that they are managed in the best interests of their stakeholders. It is the role of the HR and Governance Committee to provide recommendations to the Board about Board membership and succession planning; and to consult, consider and advise on HR activities through a governance lens.

The role of this committee is to make recommendations to the Board about policies, procedures, structures and other matters which will:

- A. support and improve the ability of the Board to exercise good governance,
- B. consult, consider and advise on HR activities through a governance lens, and
- C. assist the Chief Executive Officer in managing the operations of Volleyball BC.

Key Duties

The Committee will perform the following key duties:

- Make recommendations to the Board concerning best practices of corporate governance and accountability;
- Review Board composition and structure annually;
- Develop and administrate the nomination process, including the election of officers at the AGM;
- Recruit and review new Director appointments for recommendation by the Board to the Members, and ensure a process is in place to orient new Board members;
- Review and/or develop Board policies and procedures to achieve good corporate governance;
- Recommend Board committee structures including purposes and relationships to other committees and staff;
- Develop tools to assess and enhance the performance of the Board and committees, which may include training opportunities;
- Succession plan for Board Directors and the CEO;
- Review the By-laws annually prior to the annual general meeting to see if any recommendations for change, including possible change to the Board itself, should be brought forward to the membership;

- Consider and make recommendations on any matters that may involve a conflict of interest;
- Advise and support the CEO on any significant developments or initiatives impacting VBC staff;
- Advise the Board on governance issues that may come up from time to time.

Key Governance Outputs

- Director job descriptions
- Create Directors' Skills Matrix
- Recruit Directors
- Election of Directors
- Board Orientation and training
- Review annual Director self-assessment
- Annual conflict-of-interest sign-off
- Annual work plan and calendar
- Rules of order
- Review Committee structures
- Annual review of VBC Board policies

Key HR Outputs

- Strategic HR initiatives
- Annual Health and Safety Review
- Compensation Review (as required)
- CEO Performance Management
- CEO Succession

Authority

The Committee has no authority to bind the Board or Volleyball BC, and is strictly an advisory committee.

Composition

The Committee will be composed of the President (or designate), CEO, and at least one more Board member. The Committee may invite non-Board members to join or participate in meetings or the review of certain matters. Committee members shall be free from any relationship, which in the opinion of the Board, would interfere with the exercise of his or her judgement as a member of the Committee.

Appointment

The Board shall confirm the appointment of specific members of the Committee.

Meetings

The Committee will meet not less than three times per year. Meetings will be scheduled by the Chair or CEO. Quorum will be three.

Resources

The Committee should not require any significant resources, other than minor disbursements, and may not incur expenses without the approval of the CEO.

Reporting

The Committee will report to the Board at regular Board meetings, and may present written reports and recommendations.

Approval & Review

The Terms of Reference were approved by the Board of Directors of Volleyball BC on November 26, 2020, and should be reviewed at least bi-annually.