



BOARD OF GOVERNORS HUMAN RESOURCES AND COMPENSATION COMMITTEE

Terms of Reference

1) Mandate and Role of the Committee

- a) The Human Resources and Compensation Committee (the “Committee”) supports the Board of Governors (the “Board”) of the University of Manitoba (the “University”) in ensuring effective oversight of University human resources policies and procedures; collective bargaining; compensation; and senior administration performance, and succession planning.
- b) The Committee provides insight, oversight, and foresight, as components of due diligence, related to the University’s contract, performance appraisal and compensation of the University President; performance reviews, compensation and succession planning of senior administrative staff; collective bargaining mandates; and human resources and compensation philosophy, approach and long-term trends.
- c) The Committee approaches its areas of responsibility with a strategic and policy focus, keeping in mind the University’s Mission, Vision, Values, strategic direction, and commitments to equity, diversity, inclusion, Indigenous engagement, and reconciliation.

2) Authority

- a) The Committee is created by and is accountable to the Board of the University of Manitoba, under the powers provided to the Board by *The University of Manitoba Act*.

3) Areas of Responsibility

- a) ***Presidential appointment, reappointment, and performance***
 - i) Monitor, evaluate and recommend to the Board the processes for the selection, appointment, reappointment, or dismissal of the President.
 - ii) Negotiate and approve all terms and conditions of the contract with the President, in alignment with the *Senior Salaries Administration Policy* and related documents.
 - iii) Review, approve and report to the Board the annual performance review of the President conducted by the Board Chair in alignment with the *Procedure for the Annual Evaluation of the President*.
 - iv) Approve the President’s total compensation on behalf of the Board.
 - v) Review the President’s annual report and proposed priorities and recommend approval to the Board.
 - vi) Review the President’s position description and recommend approval of any changes to the Board.
- b) ***Human resources policies and philosophy***
 - i) Review and recommend to the Board human resources policies requiring

Board approval.

- ii) Monitor, evaluate and recommend to the Board the University's compensation philosophy.
- iii) Monitor staff benefits issues and recommend any changes to the Board.
- iv) Review and recommend to the Board, matters related to the University pension plans, including changes the plan texts, governance documents, and appointments of members to the pension committees.
- v) Monitor the annual reports of the pension plans, actuarial valuations, and financial health of the plans and report any significant risks to the Board.
- vi) Approve hiring of external compensation consultants as required.
- vii) Monitor current and emerging risks related to human resources and compensation, monitor actions to mitigate risks, and report any significant residual risks to the Board.
- viii) Monitor long-term human resources and employment trends.
- ix) Monitor trends in Canadian higher education human resources policies and approaches, policies with respect to university senior leaders, and global trends with respect to the selection and reappointment of university presidents.

c) ***University leadership compensation and succession planning***

- i) Review, approve and report to the Board compensation increases for the executive group, the senior academic administrative staff group and other non-unionized groups, as recommended by the President.
- ii) Provide oversight and ensure completion of the annual performance reviews of senior University administrators by the President and Vice-Presidents.
- iii) Annually review succession planning for senior administration.

d) ***Collective bargaining***

- i) Review and approve Collective Bargaining mandates on behalf of the Board.
- ii) Monitor the progress of collective bargaining processes.
- iii) Provide periodic updates to the Board on collective bargaining.

4) Limits on Authority

- a) The Committee functions in accordance with the *University of Manitoba Act* and the Board of Governors' bylaws.
- b) All Committee members must abide by *The Code of Conduct for Members of the Board*.
- c) The delegation of authority by the Board shall be limited as set out in these Terms of Reference, or in further delegation by the Board of specific matters.

5) Composition of Committee

a) ***Ex officio voting members***

- i) The Chancellor
- ii) The President (excluded during considerations of matters relating to the President)
- iii) The Chair of the Board
- iv) The Vice-Chair of the Board
- v) The Chair of the Finance and Infrastructure Committee

- b) **Voting members appointed by the Board**
 - i) Up to two members of the Board
 - ii) Up to two external community members with human resources or labour relations expertise.

- c) **Non-voting internal resource persons**
 - i) The University Secretary as Secretary
 - ii) The Provost and Vice-President (Academic)
 - iii) The Vice-President (Administration)
 - iv) The Associate Vice-President (Human Resources)

Non-voting resource persons shall not be counted toward quorum.

The Chair may, at their discretion, call for all or parts of a Committee meeting to be held without voting members who are employees of the University present.

6) Chair and Vice-Chair

- a) The Chair of the Board shall be Chair of the Committee.
- b) The Vice-Chair of the Board shall be Vice-Chair of the Committee.

7) Term of Office

- a) The term of office is for one year from June 1 to May 31. Members of the Committee shall continue until their successors are named, provided they continue to be members of the Board.

8) Frequency of Meetings and Annual Work Plan

- a) The Chair shall, with the support of the Executive Committee, develop an annual work plan.
- b) The Committee Chair shall determine the frequency of meetings required to achieve the annual work plan.
- c) The Committee shall have an annual work plan, maintained by the Secretary, for the purpose of ensuring the meeting agenda addresses all the responsibilities as outlined in these Terms of Reference.

9) Reporting to the Board

- a) The minutes of the Committee will be available for review by all Board members on the Board portal.
- b) The Committee shall report regularly to the Board as it deems necessary with respect to its activities and decisions.

10) Committee Process and Procedures

- a) The Committee will function in accordance with the Board of Governors Bylaws, and in accordance with its Terms of Reference.
- b) The Committee will perform any such other function as assigned by law, *The University of Manitoba Act* or the Board.
- c) The Committee will conduct an annual self-evaluation as developed by the Governance and Board Development Committee and report the results to that Committee for its review.
- d) The Committee shall review its Terms of Reference every three years and recommend any necessary changes to the Governance and Board

Development Committee for its review.

- e) Quorum for meetings of the Committee is set at 50 percent plus one of voting members.