

**AFSC BOARD OF DIRECTORS**  
GOVERNANCE AND HUMAN RESOURCES COMMITTEE TERMS OF REFERENCE

**I. Purpose**

To assist the Board in its oversight responsibilities on matters relating to AFSC's corporate governance, corporate ethics, and human resources strategy.

**II. Independence and Conflicts of Interest**

**Independence:** All members of the Governance and Human Resources Committee shall be independent directors of the Corporation and free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee.

**Conflicts of Interest:** Where a matter for decision in which a Committee member has reasonable grounds to believe that the Committee member or an associated person has an actual or apparent private interest is before the Committee, the Committee member must declare that interest and withdraw from the meeting without participating in the consideration of the matter or voting on the matter.

**III. Composition and Meetings**

**Composition:** The Governance and Human Resources Committee shall be comprised of at least three members. The Chair of the Board and the Chairs of the Board's other standing committees (namely, the Audit Committee and the Risk Committee), shall be ex-officio members of the Governance and Human Resources Committee. The Board may additionally appoint any other member of the Board to the Committee to serve at the pleasure of the Board. If required by the Committee Chair, the Board may appoint one or more alternates to the Committee for the purposes of satisfying quorum for a Committee meeting. If an alternate is so appointed for a meeting, then that alternate is a member of the Committee only for that meeting. The Board shall review Committee membership annually.

**Appointment and Role of Chair:** The Board shall appoint the Chair of the Governance and Human Resources Committee. The Chair of the Governance and Human Resources Committee shall provide leadership to enhance the effectiveness of the Committee and act as the liaison between the Committee and the Board as well as between the Committee and management. The Chair shall manage the Committee's activities and meetings, and manage the process of reporting to the Board on the Committee's activities and related recommendations. If the Chair of the Committee is absent from a meeting, the Committee members who are present at that meeting may elect one of their number as the Chair for that meeting.

**Frequency of Meetings:** The Governance & Human Resources Committee shall meet at least four times annually or more frequently as required.

**Timing and Venue of Meetings:** The meetings will be convened by the Chair of the Committee. The Committee shall meet sufficiently in advance of the Board meeting to allow adequate time for all Board members to be well informed of the deliberations and recommendations of the Committee for considering the Committee's report at the Board meeting. The meetings may be held by telephone conference call. The Committee may also meet in-camera as required.

**Quorum:** A majority of the committee membership, including the Chair, being present at the meeting constitutes a quorum. The Committee Chair at a meeting will call an alternate to attend at the meeting if a member is required to meet quorum.

**Minutes:** Minutes of all meetings of the Committee shall be maintained and made available to the Board of Directors. The Corporation shall arrange for clerical assistance to record minutes of meetings if requested.

**Voting:** The Chair of the Committee is a voting member of the Committee. The affirmative votes of a majority of the Committee members present at any meeting of the Committee at which a quorum is present are sufficient to pass a motion to bind all Committee members. The Board will resolve a motion if the Committee vote is a tie. The Committee Chair at the meeting in which there is a tie will present the motion for resolution to the Board at the next Board meeting.

#### **IV. Responsibilities and Duties**

##### **1. Corporate Governance**

Review the structures and effectiveness of AFSC's corporate governance systems.

Review current and emerging corporate governance best practices and recommend changes to the Board to further improve effectiveness in corporate governance.

Annually review the Mandate and Roles Document (MRD) describing the governance relationship between the Minister and the Corporation and recommend changes/ updates to the Board. Ensure that the Corporation reports to the Minister on a timely basis regarding matters covered by the MRD.

Recommend to the Board the establishment and disbanding of Board Committees, as well as any recommended changes with respect to their responsibilities and duties via a review of each Committee's terms of reference.

Ensure an effective and formal evaluation of performance is in place for the Board and its Committees. Review evaluations and assess the performance of the Board and its Committees, address issues arising from evaluations and assessments and make recommendations to the Board on how to deal with the issues.

Periodically monitor Board capacity in terms of a skills matrix, develop and recommend a succession plan for the Board to minimize organizational risk associated with Board succession.

Recommend to the Board annual meeting plans for the Board and its Committees including frequency and significant business content of the meetings.

Review the communication processes between the Board and stakeholders.

Review and update the Board Governance Handbook periodically.

Review and evaluate the orientation process for new Board members and the training and development plans for all Board members for the purpose of making recommendations to the Board.

## **2. Corporate Ethics**

Annually review and recommend changes to the AFSC Code of Conduct and Ethics.

Review the processes for communicating the expectations of compliance with the Code of Conduct and Ethics to all AFSC personnel.

Oversee the processes for monitoring compliance, and for addressing non-compliance, with the Code of Conduct and Ethics by members of the Board and by AFSC staff.

## **3. Human Resources Strategy**

Provide recommendations to the Board regarding the recruitment, selection, appointment, compensation and termination of the Chief Executive Officer.

Set performance evaluation standards for assessing the corporate and individual performance of the Chief Executive Officer.

Review the job description, succession planning and reporting process for the Chief Executive Officer.

Provide recommendations to the Board regarding general executive succession and development.

Provide recommendations to the Board regarding a philosophy and strategy for enterprise-wide compensation programs.

If required, assist the Board with developing corporate human resources policies for areas such as, but not limited to, talent development, retention and succession planning.

**4. Other**

Annually review the Governance and Human Resources Committee Terms of Reference to ensure its continued relevance and appropriateness, and make recommendations to the Board regarding updates.

Annually perform a self-assessment of Committee performance.

Review and provide input on disclosures regarding role of the Committee in the Corporation's annual report.

Perform other duties and responsibilities as may from time to time be delegated by the Board of Directors.

*Updated: December 2019*