

TERMS OF REFERENCE

Human Resources & Compensation Committee

SCOPE AND MANDATE

The Human Resources and Compensation Committee acts solely in an advisory capacity to the Board.

The Human Resources and Compensation Committee (“the Committee”) is a Standing Board Committee of the Board of Directors and shall assist the Board in carrying out its responsibilities by:

- developing a succession plan for the position of Chief Executive Officer of the Association;
- ensuring that the Board of Directors evaluates the Chief Executive Officer’s performance;
- reviewing all aspects of remuneration received by the Chief Executive Officer;
- reviewing the remuneration packages for all other Westerner Park employees, as recommended by the Chief Executive Officer; and
- monitoring the Association’s Human Resources policies.

The Committee shall be provided with reasonable access to resources and documentation relative to their Committee and in accordance with the Westerner Park Privacy of Information Policy.

ESTABLISHMENT

A Standing Committee of the Board to be known as the Human Resources & Compensation Committee was established by the Board of Directors on May 27, 2004.

REPORTING

The Committee shall regularly report as required or as requested by the Board, and shall bring its recommendations to the Board for its approval. At a minimum, the Committee shall prepare and deliver one annual summary report to the Board, for information.

TERMS OF REFERENCE

Human Resources & Compensation Committee

COMPOSITION OF COMMITTEE

The Committee shall consist of not less than three (3), and not more than five (5) members comprised of:

- three (3) directors; one of which will act as Chair.
- The President shall be an ex-officio, voting member of the Committee. The Chief Executive Officer and Human Resources Manager shall be a non-voting member of the Committee.

Appropriate skills and expertise are to be considered in the formation of the Committee.

All members of the Committee must be shareholders of the Association.

APPOINTMENT OF COMMITTEE MEMBERS

Committee membership will be reviewed annually and new members shall be ratified by the Board. The Chair shall serve a two-year term. Directors shall each serve a two-year term, with an option to serve a second consecutive term of two years. Non-directors members shall serve a three-year term, with an option to serve a second consecutive term of three years. All members, with the exception of the Chair, may only serve a third consecutive two-year term under exceptional circumstances and at the pleasure of the Board.

In consultation with the Chair of the Committee, recommendations for membership shall be sourced by the Governance and Nominating Committee and recommended to the Board for approval.

Members of the Committee shall be appointed or re-appointed at a meeting of the Board held each January; provided that any member may be removed or replaced at any time by the Board. In any event, a Director shall cease to be a member of the Committee upon ceasing to be a member of the Board, but may be reappointed as a non-Director member and eligible to serve two consecutive terms in a non-director capacity, should there be committee vacancies.

VACANCIES

Where vacancies occur at any time in the membership of the Committee, they will be filled through recommendations by the Governance and Nominating Committee, and approved by the Board. The vacancies must be filled by Directors if such vacancies result in less than the five (5) stipulated Directors.

TERMS OF REFERENCE

Human Resources & Compensation Committee

CHAIR

The Committee shall be chaired by a Director, appointed by the Board, who will act as liaison to the Board. The Committee Chair shall serve a two year term, with an option to serve a second consecutive term of two years, and may serve a third consecutive term only under exceptional circumstances and at the pleasure of the Board of Directors.

If the Chair of the Committee is not present at any meeting of the Committee, one of the other Directors on the Committee shall be chosen by the Committee to preside.

The Chair presiding at any meeting shall have a vote on any resolution presented for approval at any meeting. The Chair does not have a deciding vote in the event of a tie.

SECRETARY

The Committee shall have a Secretary, who need not be a member of the Committee.

COMMITTEE MEETINGS

The Committee shall meet at least annually at the call of the Chair.

In addition, a meeting may be called by the Secretary of the Committee on the direction of the Chair or any two members of the Committee.

Committee meetings may be held in person, by means of telephone or other audio or video conference method.

NOTICE OF MEETING

Notice of the time and place of every meeting may be given orally, in writing, by facsimile or by other electronic means to each member of the Committee, at least 48 hours prior to the time fixed for such meeting.

A member may, in any manner, waive notice of the meeting. Attendance of a member at a meeting shall constitute waiver of notice.

QUORUM

Fifty percent of the membership of the Committee, whether present, in person, by telephone or other audio or video conference method, shall constitute a quorum.

The presence of the Ex Officio members shall contribute to the quorum or membership count of the Committee.

A resolution in writing, passed by members of the Committee entitled to vote on that resolution, is as valid as if it had been passed at a meeting of the Committee. A copy of any such resolution in writing shall be kept with the Minutes of the proceedings of the Committee.

TERMS OF REFERENCE

Human Resources & Compensation Committee

ATTENDANCE AT MEETINGS

The Chief Executive Officer and Human Resources Manager are expected to attend meetings or portions thereof.

The Committee may, by specific invitation, have other resource persons in attendance.

The Committee shall have the right to determine which non-committee members shall or shall not be present at any time during a meeting of the Committee.

MINUTES

Minutes of Committee meetings shall be reviewed by the Chief Executive Officer; and reviewed and approved by the Committee Chair and maintained by the Committee Secretary or designate. The minutes shall be retained with the organization's files at Head Office.

Minutes of Committee meetings shall be sent to all Committee members and are available for all Directors and to the external auditors.

SPECIFIC RESPONSIBILITIES

In carrying out its mandate, the Committee shall have the following specific roles and responsibilities acting in its advisory capacity to the Board:

- Maintaining a long-term succession plan for the Chief Executive Officer that takes into consideration the desired qualifications of the Chief Executive Officer; the strengths, skills, and experience required of the position; expected retirement dates; and the strategic direction of the Association. The process includes the sourcing of qualified candidates and recommending the selected candidate to the Board, as the need arises.
- Conducting annually, with the Board of Directors, a "Chief Executive Officer's Performance Appraisal" against the goals, financial objectives, strategic plans and the Chief Executive Officer's self appraisal. The assessment and views expressed by the Board of Directors in the performance appraisal will be compiled by the Chair of the Committee and presented to the Committee members. Following the presentation to the Committee, the report will be reviewed confidentially with the Chief Executive Officer by the Chair of the Committee and the President. Subsequently, the Committee will prepare a brief report confirming the completion of the Performance Appraisal and provide this report to the Board with appropriate recommendations. Specific details of the report will remain confidential.
- Reviewing all aspects of remuneration received by the Chief Executive Officer, including benefits and bonuses.
- Ensuring that the organizational chart for the Association is updated annually.

TERMS OF REFERENCE

Human Resources & Compensation Committee

SPECIFIC RESPONSIBILITIES

- Ensuring succession planning of the direct reports to the Chief Executive Officer, including appointment, training and monitoring of performance through the Chief Executive Officer.
- Reviewing the remuneration packages for all other Westerner Park employees as recommended by the Chief Executive Officer.
- Monitoring and ensuring appropriate Human Resources policies are in place.

No alteration of the roles and responsibilities of the Human Resources & Compensation Committee shall be effective without the approval of the Board.

Reviewed and adopted by the Board of Directors on April 28, 2005.

Reviewed by:

Approved by:

X

John Harms
Chief Executive Officer

X

Wendy Barnes
President

REVISIONS

April 27, 2006
January 24, 2008
January 22, 2009
January 28, 2010