



## Human Resources and Governance Committee Charter

### Purpose

The purpose of the Human Resources and Governance Committee (the “Committee”) is to review, report and make recommendations to the Board on matters of human resources, corporate governance, Board composition, the formation and membership of committees, the objectives, performance and compensation of the Chief Executive Officer and other officers, and the content and application of CPAB’s Codes of Ethics.

### The Committee

The Committee shall consist of three or more Directors appointed from time to time by the Board of Directors. A majority of the members of the Committee shall constitute a quorum.

The Board shall appoint one of the Committee members to serve as Chair. A Chair will be appointed by the Board, failing which the members of the Committee may designate a Chair by majority vote. The Committee may from time to time delegate to its Chair certain powers or responsibilities that the Committee itself may have hereunder. The Board Chair is an ex officio member of the Committee and is not counted in establishing a quorum and does not vote.

### Meetings

The Committee shall meet at such times during the year as it deems appropriate. The Chair shall prepare an agenda for each meeting based on the Human Resources and Governance Committee Work Calendar developed in response to the Human Resources and Governance Committee Charter. The Agenda and any pre reading material for each meeting will be circulated to the members in advance.

Minutes of each meeting must be prepared and circulated to the Board. When a Board meeting closely follows a Committee meeting, the Committee Chair will provide a verbal report to the Board and the minutes will be circulated in advance of the next Board meeting.

## **Accountability**

The Committee is accountable to the Board and has no authority to direct management or to commit CPAB unless specifically authorized by the Board through the Committee Terms of Reference or otherwise.

### **1. Duties and Responsibilities**

#### **1.1 Human Resources**

- a) Oversee the management of human resources.
- b) Recommend to the Board any changes to human resources policies and practices the Committee decides are advisable.

#### **1.2 Governance**

- a) Review, at least annually, corporate governance practices and recommend appropriate policies and procedures.
- b) Review, at least annually, the effectiveness of the Board as a whole, including its meetings and the information provided to directors.
- c) Recommend to the Board any changes to corporate governance practices the Committee decides are advisable.

#### **1.3 Composition of the Board and Committees**

- a) Recommend to the Board any committees to be established along with their charters, membership and the delegation of powers to the committees and the CEO.
- b) Recommend to the Board criteria for the selection of new directors.
- c) Consider the adequacy and nature of the compensation paid to directors, including the Chair of the Board and provide recommendations to the Board.
- d) Review any issues that arise with respect to the performance of individual directors.
- e) Monitor the membership of the Board to ensure that independence and other qualifications under applicable laws and proper corporate governance practices are maintained and that required areas of core competencies are represented on the Board.

#### **1.4 Officers**

- a) Review annually the objectives and performance measures set for the Chief Executive Officer, as well as his or her actual performance and provide recommendations to the Board.
- b) Review annually the compensation of the Chief Executive Officer in relation to his or her performance and external conditions and provide recommendations to the Board.
- c) Review with the CEO the objectives, performance and compensation arrangements for the other senior officers and provide recommendations to the Board.
- d) Review and recommend to the Board a succession plan for the CEO and other officers.

#### **1.5 Code of Ethics**

- a) Review the CPAB Codes of Ethics annually and make recommendations to the Board for changes the Committee determines are advisable.
- b) Take steps necessary to resolve any issues of compliance by directors with the Code of Ethics for Directors.
- c) Monitor the activities of CPAB and its directors to avoid or appropriately manage potential conflict of interest situations.

#### **1.6 Performance Evaluation**

- a) The Committee will conduct an annual self – assessment of its performance and effectiveness in relation to its mandate. It will also assess the performance and effectiveness of the Chair and individual members.

#### **1.7 General**

The Committee shall have the following additional general duties and responsibilities:

- a) Reviewing and assessing the adequacy of this Charter annually and;
- b) Performing such other functions and tasks as may be delegated by the Board.

## **1.8 Powers**

- a) The Committee shall have the authority to delegate tasks to a sub-committee.
- b) The Committee shall have the authority to conduct any investigation and access any officer, employee or agent of CPAB as necessary and appropriate to fulfilling its responsibilities.
- c) The Committee shall have the authority to retain its own experts and independent counsel, and may authorize the compensation to be paid by CPAB for the experts and independent counsel.