

## Terms of Reference

# Nominations & Human Resources Committee

### **1. NHRC Purpose and Scope**

The purpose of the Nominations & Human Resources Committee (NHRC) is to assist the Bobsleigh Canada Skeleton (BCS) Board in fulfilling its obligations and oversight responsibilities related to organizational governance and human resources. The NHRC will make recommendations to the Board on matters regarding:

- a. CEO, Board and Committee nominations,
- b. Succession planning,
- c. CEO and Board performance, and
- d. HR-related policies and practices.

### **2. Type of Committee**

NHRC is a Standing Committee, meaning it is a formal and permanent part of the BCS governance structure.

### **3. NHRC Objectives, Goals, and Deliverables**

The objectives, goals, and deliverables of the NHRC are as follows:

#### **a. CEO, Board & Committee Nominations**

- i. Identifies and recommends qualified individuals, as needed, for consideration as BCS CEO, Board membership or Board committee membership.
- ii. Ensures a diverse and skilled composition to the Board that reflects the needs of BCS and meets the requirements set out in the Canada Sport Governance Code and, in so doing, maintains a Skills Matrix on behalf of the Board.

#### **b. Succession Planning**

- i. Develops and oversees BCS's succession plan for Board and CEO roles.
- ii. Reviews and updates succession policies and procedures annually.

#### **c. CEO & Board Performance**

- i. Recommends CEO annual performance goals and oversees CEO annual performance review and, as applicable, CEO compensation decisions.
- ii. Supports the Board in evaluating its performance and governance effectiveness.

#### **d. Human Resources Related Policies & Practices**

- i. Oversees the development and maintenance of the following documents in line with BCS's mission and values and, in so doing, reviews each document at least annually and, if needed, recommends revisions:

- Code of Conduct
- Discipline & Complaints Policy
- Appeals Policy
- Sport Equity & Access Policy
- Board Diversity Policy
- Board Skills Matrix

- ii. Upon departure of the CEO, a Board Member or a Committee Member, the NHRC will conduct

an ‘exit interview’ with the individual for the purpose of gaining any insight that may be helpful in improving any applicable aspect of BCS.

#### **4. NHRC Authority**

The NHRC is empowered to make recommendations to the Board. However, it does not have the authority to make independent decisions or commitments on behalf of BCS. The NHRC may seek Board approval to engage external advisors, as necessary, to fulfill its responsibilities.

#### **5. NHRC Composition**

The NHRC is composed as follows:

- a. A minimum of three (3) voting members appointed by the Board, with no member being an employee of BCS.
  - i. The Board determines which of the 3 members shall serve as NHRC Chair.
  - ii. The CEO may be added as an ex-officio, non-voting member of the NHRC but might not be invited to attend all or entire meetings.
- b. Voting members should possess experience in human resources, people leadership/management, or board development.
- c. The Board may establish sub-groups within the NHRC for specific purposes, which shall report back to the NHRC.

#### **6. NHRC Meetings and Records**

- a. The GRMC will meet at least once per year and as frequently thereafter as the GRMC deems necessary to ensure (i) its duties are fulfilled and (ii) a timely and value-add report can be provided at the Board’s mid-year committee reporting session.
- b. Meetings may be held in person or by telephone or video conference. Non-Members may only attend GRMC meetings upon the approval of the GRMC Chair.
- c. Quorum for NHRC meetings shall consist of at least two members, including the NHRC Chair.
- d. Any material Minutes of meetings shall be kept and uploaded to the BCS share drive within 10 days of the meeting. Additionally, upon request by the Board, Minutes are to be provided to the Board.

#### **7. NHRC Reporting**

The NHRC will report to the Board at the Board’s mid-year committee report session (generally during Fiscal Q3) and whenever else circumstances warrant the Board’s awareness or action.

#### **8. NHRC Budget**

The NHRC will submit its budget requirements as part of the annual BCS budgeting process. Any additional expenses outside this approved budget must receive prior Board approval.

#### **9. Enabling or Constraining Factors**

The following factors are enabling or constraining for the NHRC:

- a. The NHRC is a Board committee and does not have independent decision-making authority.
- b. NHRC members must recuse themselves from any discussions or decisions in which they have a conflict.