

TERMS OF REFERENCE FOR THE GOVERNANCE AND HUMAN RESOURCES COMMITTEE

I. PURPOSE

The primary functions of the Governance and Human Resources Committee ("the Committee") are:

- A.** to provide a focus on governance that will enhance the effectiveness of the Alberta Dental Association and College (the "ADA&C"); and
- B.** to assist Council in fulfilling its obligations relating to human resource matters and to establish a plan of continuity and development of management and key members of staff.

II. COMPOSITION AND OPERATIONS

- A.** The Committee shall be composed of three directors, one of whom shall be the Vice President.
- B.** If appropriate, the Vice President shall chair the Committee.
- C.** The Committee shall meet at least one time per year.
- D.** The Committee shall operate under the guidelines applicable to all Council committees, which are located in Tab D-2 of the Guide for Council Governance Framework.

III. GOVERNANCE DUTIES AND RESPONSIBILITIES

Subject to the powers and duties of Council, the Committee holds the following duties and responsibilities:

- A.** Develop, and annually update, a long-term plan for Council composition that takes into consideration the current strengths, skills and experience on Council, retirement dates and the strategic direction of the ADA&C.
- B.** Develop recommendations regarding the desired experiences and skills for potential directors, taking into consideration Council's short-term needs and long-term succession plans.

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- C. Working with the President, recommend to Council for subsequent recommendation to the Government and the regulated members, criteria and potential candidates for consideration when they are nominating or appointing directors. This critical process should be led by the President and Governance and Human Resources Committee Chair, who engage directly with the Government and the regulated members with full disclosure of the process and documents used to make the particular request they are making at the time.
- D. Review, monitor and make recommendations regarding the orientation and ongoing development of existing and new directors.
- E. Assess the adequacy and form of Council compensation for directors that are regulated members and make recommendations to Council as needed.
- F. Stay informed and up to date about compensation and expense policies for public directors.
- G. Annually review the Guide for Council Governance Framework and recommend any changes to Council.
- H. In consultation with the President, annually propose the leadership and membership of each Council committee with consideration to specifications for committee membership in the By-laws and committee terms of reference, as well as the preferences, skills and experience of each director and a periodic rotation in committee memberships to recognize and balance the needs for new ideas, continuity and maintenance of functional expertise.
- I. Annually assess the roster of standing Council committees and recommend any changes to Council.
- J. Annually assess the roster of ad hoc committees and/or task forces and recommend to Council:
 - i) whether the ad hoc committee or task force should continue as is, have its term extended, be turned into a standing committee or disbanded; and

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- ii) any recommended changes to terms of reference for ad hoc committees and/or task forces.
- K. Assess the needs of Council in terms of the frequency and location of Council and committee meetings, meeting agendas, discussion papers, reports and information, and the conduct of meetings and make recommendations to Council as required.
- L. Recommend to Council, and annually implement, an appropriate evaluation process for Council, the President, Council committees and individual directors.
- M. Working with the Chief Executive Officer, develop the budget for Council operations and review with the Audit Committee prior to submitting to Council for approval, and maintain oversight of the budget once it is approved.
- N. Recommend to Council any reports on governance issues that may be required or considered advisable for its review.
- O. At the request of the President or Council, undertake such other corporate governance initiatives, as may be necessary or desirable to contribute to the effectiveness of the ADA&C.

IV. HUMAN RESOURCES DUTIES AND RESPONSIBILITIES

Subject to the powers and duties of Council, the Committee holds the following duties and responsibilities:

- A. Review any compensation reports included in financial statements or as a note or schedule to the financial statements.
- B. As requested, provide advice to the Executive Committee about practices and trends relative to the Chief Executive Officer's compensation.
- C. Review and make recommendations to Council about the Chief Executive Officer's contract, as required.

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- D. Provide leadership and oversight of the Chief Executive Officer succession planning process and make recommendations to Council.
- E. Review the ADA&C's human resource and compensation philosophy, strategy, and guidelines and work with the Chief Executive Officer or recommend to Council as necessary where the Committee believes changes are necessary.
- F. Review any major changes in the organizational structure of the ADA&C as proposed by the Chief Executive Officer.
- G. Provide advice to Council as requested about practices and trends relative to human resource issues affecting the ADA&C.

V. ACCOUNTABILITY

The Committee shall report to Council at every regularly scheduled Council meeting concerning all matters for which it is responsible.

VI. COMMITTEE TIMETABLE

The timetable on the following pages outlines the Committee's schedule of activities.

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Governance and Human Resources Committee Timetable												
	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
Governance												
A. Council composition planning process												
B. Develop recommendations regarding desired experiences and skills for potential directors												
C. Recommend criteria and potential candidates for consideration as director nominees or appointed directors												
D. Review, monitor and make recommendations regarding director orientation and ongoing development												
E. Assess adequacy and form of compensation for directors that are regulated members and make recommendations to Council												
F. Review compensation and expense policies for public directors												
G. Guide for Council Governance Framework review												
H. Propose Council committee leadership and membership												
I. Assess the roster of standing Council committees												
J. Assess roster of ad hoc committees and/or task forces												

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Governance and Human Resources Committee Timetable												
	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
K. Assess Council's the needs for frequency and location of Council and committee meetings, meeting agendas, discussion papers, reports and information, and the conduct of meetings and make recommendations to Council												
L. Council evaluation process												
M. Develop the budget for Council operations and review with Audit Committee												
N. Recommend reports on governance issues												
Human Resources												
A. Review any compensation reports included in financial statements or as a note or schedule to the financial statements												
B. Provide advice to the Executive Committee about practices and trends relative to the Chief Executive Officer's compensation												
C. Review and make recommendations to Council about the Chief Executive Officer's contract												
D. Chief Executive Officer succession planning process												
E. Review the ADA&C's human resource and compensation philosophy, strategy, and												

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Governance and Human Resources Committee Timetable												
	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
guidelines												
F. Review proposed major changes in ADA&C organizational structure												
G. Provide about practices and trends relative to human resource issues												

Committee Members

Chair - Vice President