



HUMAN RESOURCES AND COMPENSATION COMMITTEE

Terms of Reference

September 2022

1. Overview

- 1.1. The Human Resources and Compensation Committee (the “Committee”) is an Advisory committee of the Board of Directors of Speed Skating Canada (SSC)

2. Policies and Code of Conduct

- 2.1. Committee members are subject to and shall abide by the SSC Code of Conduct and all SSC policies.
- 2.2. Conflict of Interest
 - 2.2.1. Each Committee Member shall provide a signed declaration annually declaring any conflicts of interest and provide a verbal declaration of any conflicts of interest at each meeting of the committee; and
 - 2.2.2. A Committee Member who declares a conflict of interest will physically remove themselves from the discussion relating to the matter giving rise to the conflict and not vote on the matter.
- 2.3. Confidentiality
 - 2.3.1. Each Committee Member shall sign a confidentiality agreement at the beginning of their term the confirming their understanding of their obligations to Speed Skating Canada.

3. Mandate and Objectives

- 3.1. HR Policies
 - 3.1.1. Review regularly with the CEO Speed Skating Canada’s organizational structure, compensation philosophy, performance management system and comprehensive guidelines, along with human resources policies, and recommend to the Board any necessary changes; and
 - 3.1.2. Review such other related initiatives as may be necessary or desirable to enhance the human resources of CEO Speed Skating Canada
- 3.2. Succession Planning
 - 3.2.1. Ensure appropriate processes are in place for the succession of senior management;



- 3.2.2. Review annually management succession and professional development plans for senior management with the CEO; and
- 3.2.3. Maintain the ability to ensure the CEO and other senior officers have policy(s) and/or programs in place that build a culture of integrity. Ensure the CEO and/or the senior officers have access to Board members in the event there is a breach perceived or otherwise.
- 3.3. CEO Performance
 - 3.3.1. Establish measurable, key annual goals for the CEO which are directly linked to the Strategic Plan;
 - 3.3.2. Support the CEO and Board in the annual performance review of the CEO, prepared for final approval by the Board;
 - 3.3.3. Review the annual adjustments to compensation for the CEO and make a recommendation to the Board; and
 - 3.3.4. As required, review the CEO contract.
- 3.4. Safe Sport/Code of Conduct Violations
 - 3.4.1. The committee shall function as a vital resource for the CEO and other personnel in the management and resolution of individual or collective instances of conduct-related complaints, investigations, and disciplinary actions. Furthermore, it shall serve as conduit through which the Board may receive pertinent updates and information on these matters, as deemed necessary.
- 3.5 The committee will have access to members of management, employees, and all relevant information, and may engage independent counsel and other advisors as necessary to carry out its responsibilities.

4. Composition, Appointment and Roles

- 4.1. The Committee will be composed of a minimum of one (1) SSC board member and up to three (3) additional board members.
- 4.2. Annually the Board will approve the membership of the committee.
- 4.3. The **Committee Chair** is a board member and is appointed by the Board to Chair the Committee. The Committee Chair:
 - 4.3.1. Sets the agenda for each meeting and ensures that agendas and supporting materials are distributed to Committee Members in advance of meetings.
 - 4.3.2. Acts as or designates a moderator for all Committee meetings – responsible for reviewing and managing the meeting agenda and summarizing decisions and action items.
 - 4.3.3. Oversees the timely preparation of Minutes of meetings of the Committee and the timely approval of those Minutes by the Committee; and
 - 4.3.4. Works with the SSC designated staff member on ensuring appropriate succession.
- 4.4. **Committee Members** shall be appointed by the Board and may be current or past members of the Board and / or subject matter experts. A committee member will:



- 4.4.1. Understand the mandate and objectives of the Committee
- 4.4.2. Understand and represent the interests of stakeholders
- 4.4.3. Take a genuine interest in the Committee's outcomes and overall success
- 4.4.4. Actively participate in meetings through attendance, discussion, and review of minutes, papers, and other documents
- 4.4.5. Support open discussion and debate and encourage fellow Committee members to voice their insights.

5. Authority

- 5.1. The Committee will exercise its authority in accordance with Board guidelines and such additional provisions as are set out in this Terms of Reference.
- 5.2. The Committee is a limited agent of the Board in relation to human resources and compensation matters. The Committee, with approval from the Board, may establish sub-Committees or task forces to deal with specific issues in relation to the mandate of the Committee.

6. Meetings

- 6.1. The Committee shall meet at least three (3) times per fiscal year, and more often as considered necessary by the Chair.
 - 6.1.1. An Agenda and supporting materials will be distributed to the Committee at least four (4) days prior to the meeting, or such other times as the Committee may decide.
 - 6.1.2. The Committee may meet in person, by conference call (or digital equivalent) or by email as determined by the Chair and within the limits of the SSC Budget.
- 6.2. Meetings shall be conducted as outlined in Call to Order by Herb Perry and Susan Perry.
- 6.3. Quorum shall be a simple majority of Committee Members, including at least the Chair or designate as determined by the Board.
 - 6.3.1. Voting shall be conducted as necessary in order to determine the final recommendation of the Committee.

7. Reporting

- 7.1. Minutes will be taken according to guidance provided in Call to Order and will be filed with Speed Skating Canada's national office.
- 7.2. At each meeting, the Committee will receive reports from the relevant individual or group:
 - 7.2.1. Minutes/action items from previous meetings; and
 - 7.2.2. Issues having been identified since the previous meeting.



- 7.3. As a committee of the Board, the Committee operates independently of management. Status reports may be presented by the Chair (or designate) to the Board or at a meeting of the Members as requested by the Board.

8. Approval

- 8.1. These Terms of Reference were approved by Speed Skating Canada's Board of Directors in **September 2022**. The Board will review these Terms of Reference on a regular basis, with input from the Committee as required. Any provisions of SSC's Bylaws as they relate to committees will also apply.