



**Canadian Light Source Inc.**  
**Board of Directors**  
**Human Resource Committee**  
**Terms of Reference**

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Approver	_____ Human Resources Committee Chair	_____

**The HR Committee Terms of Reference were approved at a meeting of the CLSI Board of Directors HR Committee on March 16, 2009.**

### Revision History

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0	2005-11-29	Original Draft	Beryl Lepage
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## **1.0 SCOPE/PURPOSE**

The Human Resources Committee provides oversight for:

- a. Human Resource Policies
- b. Executive Succession and Development
- c. Executive Compensation

## **2.0 AUTHORITY**

This Committee makes recommendations to the Board related to management appointments and succession, compensation and other human resource policies and procedures. The Committee has the authority to retain services necessary to assist in the assessment of human resource issues.

## **3.0 MEMBERSHIP**

The Human Resource Committee includes at least three members and not more than five members of the Board of Directors.

### **3.1 INDEPENDENCE AND EXPERTISE**

All members will be sufficiently versed in human resource and compensation matters in order to assess performance and guide compensation issues. At least one member should have human resource or general management expertise.

### **3.2 TERM OF OFFICE**

Membership will be for a three-year term, renewable for no more than one term. To ensure continuity, terms will be staggered with typically one seat filled each year, as appropriate. Any member may be removed or replaced at any time and shall cease to be a member of the Committee upon ceasing to be a Director.

### **3.3 COMMITTEE CHAIR**

The Human Resource Committee will be chaired by a Director appointed by the Board.

### **3.4 COMMITTEE SECRETARY**

The Corporate Secretary will appoint a secretary to the Human Resources Committee. The Chief Financial and Administrative Officer will act as a resource to the Committee.

## **4.0 PROCEDURES**

### **4.1 MEETINGS**

#### **i. Schedule of Meetings**

The Committee will meet at least twice annually, with authority to convene additional meetings as circumstances require.

#### **ii. Quorum**

No business may be transacted by the Committee except at a meeting of its members at which a quorum is present. A majority of members constitutes a quorum.

#### **iii. Meeting Format and Agenda**

The standard meeting procedures are noted below:

- a. The Committee may meet in camera
- b. The Committee may meet separately with management and with external advisors
- c. Meetings may be held in person, by video conference, by telephone, or electronic network
- d. Meeting agendas will be prepared and provided in advance to members, along with appropriate briefing materials
- e. Minutes will be prepared

#### **iv. Meeting Attendance**

The Chief Financial and Administrative Officer will be expected to attend or be available for attendance at the meeting. The Committee may invite other officers, directors, CLSI employees or outside resources as it sees fit from time to time. The Committee has the right to determine who shall and shall not be present at any part of the meeting.

### **4.2 REPORTING**

All recommendations, directions, decisions and resolutions of the Committee shall be recorded by the Committee Secretary in the minutes of the meetings; such minutes will be circulated to the members of the Committee prior to the next meeting. The deliberations of the Committee will be confidential to the extent legally possible.

The Committee advice to the Board will be in the form of written and verbal reports containing recommendations on matters addressed by the Committee. The report will be submitted at the Board meeting following the Committee meeting. The Board of Directors will have the final authority to accept or reject the recommendations of the Committee.

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## 5.0 ROLES AND RESPONSIBILITIES

The Human Resources Committee is established to assist the Board of Directors with human resource responsibilities and recommend to the Board of Directors general policies and practices related to the establishment and administration of human resources including:

### i. Management Appointment and Succession

- a. Review and make recommendations to the Board and to the Member as to the appointment of the CEO.
- b. Review and make recommendations to the Board regarding the employment agreement and/or contract for the CEO and review and approve those for senior members of Management.
- c. Review succession plans for key management positions within the Corporation.
- d. Review management development policies and practices and staffing plans within the Corporation.

### ii. Compensation, Benefits and Performance Management Policies

- a. Review and approve the compensation and benefit policies of the Corporation.
- b. Review and approve the terms and conditions of the pension plans and other employee benefit plans for CLSI employees, including senior members of Management, and report to the Board on any proposal submitted by Management for the amendment of these plans.
- c. Review the performance goals and objectives of the CEO and receive and review senior members of Management.
- d. Establish the process to annually conduct a performance evaluation of the CEO and recommend any changes in the compensation of that individual.
- e. Annually review and report to the Board on salaries and other compensation of senior members of Management as recommended by the CEO in accordance with plan provisions and individual performance.

### iii. Other

- a. Review and report to the Board, as necessary, on the appropriateness of the current and future organizational structure of the Corporation.
- b. Review the status and adequacy of the Corporation's efforts to ensure that its human resource policies are legally compliant with federal and provincial legislation and implemented in a socially responsible way, and recommend to the Board for approval, policy changes and program initiatives considered advisable.
- c. Review and approve current and future significant human resource initiatives, grievances, arbitration and legal cases dealt with and outstanding, training and communication activities.
- d. Review and approve collective bargaining mandates.
- e. Perform any other activities deemed necessary related to the management and administration of human resources and compensation of CLSI.