



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

0.13.1.13 Rev. 2

Date: 2013-05-06

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	Signature	Date
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Reviewer #1	_____ Corporate Secretary	_____
Reviewer #2	_____ Human Resources Committee Chair	_____
Approver	_____ Governance & Nominating Committee Chair	_____

**The Human Resources Committee Terms of Reference were approved at a meeting of the CLSI Board of Directors on March 7, 2013.**

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## **1.0 SCOPE/PURPOSE**

The purpose of the Human Resources Committee is to provide oversight to Human Resource policies and processes, Executive succession and development and Executive compensation.

## **2.0 AUTHORITY**

This Human Resource 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**

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**

Members will normally be appointed 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**

- a. The Chair will be a member nominated by the Committee for a three year term.
- b. The Chair of the Committee is responsible for facilitating the effective performance of the Committee. The Chairperson is not an executive of the Corporation in the sense that the Chairperson is not responsible for the management of any aspect of the Corporation's business.

In discharging his/her responsibility, the Chairperson will, from time to time:

- I. provide leadership to the Committee on specific issues,
- II. act as a servant to the Committee in meeting Committee requirements,
- III. in accordance with the direction of the Committee, act as the spokesperson for the Committee.

Without limiting the generality of the responsibility of the Chairperson as described above, the Chairperson shall carry out the following:

**Pre-Committee Meeting Matters**

- a. Schedule Committee meetings, in consultation with the Corporate Secretary, if and when necessary;
- b. Set the agenda for Committee meetings, in consultation with the Corporate Secretary and other members of the Committee or management as appropriate;

**CONDUCT OF COMMITTEE MEETINGS**

- a. Know the minimum number of members required to be present to constitute a quorum and if a quorum is present, to declare the meeting properly constituted;
- b. Provide effective Committee leadership, overseeing all aspects of the Committee's direction and administration in fulfilling its Terms of Reference;
- c. Retain, oversee and terminate, in conjunction with the Committee, independent advisors to assist the Committee in its activities or assist an individual member if and when necessary;
- d. Chair all meetings and executive sessions of the Committee;
- e. Conduct the meeting so as to ascertain the sense or wishes of the members and attain consensus;
- f. Ensure that the Committee meets in non-management executive sessions, as necessary;
- g. Ensure that the culture of the Committee encourages full and constructive participation from all the members; and
- h. Undertake the internal assessment of the performance of the Committee annually.

**POST-COMMITTEE MEETING MATTERS**

1. Report the results of each Committee meeting to the Board of Directors on a timely basis as necessary;
2. Initiate action to implement decisions;  
And
3. Provide feedback to Committee members related to their contributions to the Committee.

**3.4 COMMITTEE SECRETARY**

The Corporate Secretary will appoint a secretary to the Human Resource Committee.

**3.5 RESOURCES**

The Committee may invite other officers, directors, CLSI employees or outside resources as it sees fit from time to time. In order to aid in maintaining confidentiality, the observer(s) will be required to sign an agreement of confidentiality.

## **4.0 PROCEDURES**

### **4.1 MEETINGS**

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

The Human Resource Committee will meet as called by the Chair as required, but not less than twice a year.

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

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

The Chief Financial and Administrative Officer will be expected to attend or be available for attendance at the meeting. 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 Secretary in the minutes of the meetings of the Committee; 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 oral and written 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 Executive Director.
- b. Review and make recommendations to the Board regarding the employment agreement and/or contract for the Executive Director 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, 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 Executive Director and receive and review senior members of Management.
- d. Establish the process to annually conduct a performance evaluation of the Executive Director and recommend to the Chair of the Board 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 Executive Director 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 human resource management 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.

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## REVISION HISTORY

<i>Revision</i>	<i>Date</i>	<i>Description</i>	<i>Author</i>
0	2012-Aug-14	Issued for Use	Celeste Bodnaryk
0A	2012-Nov 26	Update to include Committee Chair responsibilities	Beryl Lepage
1	2013-03-15	Added section 4.3 Confidentiality Review of terms and conditions by HR Committee Approved by Board of Directors	Celeste Bodnaryk
1A	2013-04-08	Issued for Use Removal of section 4.3 Confidentiality and moved the confidentiality requirement under 3.5 Resources	Celeste Bodnaryk
2	2013-05-06	Issued for Use	Celeste Bodnaryk