

**TERMS OF REFERENCE FOR THE HUMAN RESOURCES COMMITTEE**

**I. PURPOSE**

The purpose of the Human Resources Committee (the “Committee”) is to assist the Board in fulfilling its obligations relating to human resources and compensation policy for the Authority.

**II. COMPOSITION AND OPERATIONS**

- A.** The Committee shall be composed of not fewer than three directors and not more than five directors.
- B.** The Committee shall operate in a manner that is consistent with the Committee Operating Guidelines outlined in Tab C-1 of the Board Manual.
- C.** The Committee shall meet at least four times each year.

**III. DUTIES AND RESPONSIBILITIES**

In regards to human resources, subject to the powers and duties of the Board, the Committee will:

- A.** Recommend a performance evaluation process for the CEO (the “CEO”) and when approved, lead the implementation of the evaluation process.
- B.** In cooperation with the CEO, develop annual objectives for the CEO and recommend them to the Board for approval.
- C.** Review and recommend the CEO’s compensation.
- D.** Review and recommend the Authority’s compensation policy and guidelines.
- E.** Review and recommend executive compensation disclosure.
- F.** Review with the CEO existing management resources and plans, including recruitment and training programs, to ensure that qualified personnel will be available for succession to executive positions at the Authority, and report on this matter to the Board at least once each year.
- G.** Review major changes in the organizational structure of management as proposed by the CEO and make recommendations as may be required.

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- H.** Review the Authority's human resource policies from time to time.
- I.** Review with the CEO any significant outside commitments the CEO is considering before the commitment is made. This includes commitments to act as a director or trustee of for-profit and not-for-profit organizations.

**IV. ACCOUNTABILITY**

The Committee shall report its discussions to the Board at the next Board meeting.

**V. COMMITTEE TIMETABLE**

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

**HUMAN RESOURCES COMMITTEE – ACTIVITY CALENDAR**

		<b>April</b>	<b>May</b>	<b>June</b>	<b>September</b>	<b>November</b>	<b>March</b>	
	CEO Personal Goals & Objectives				Place Holder		CEO develops a set of goals and objectives, for next fiscal, that are reviewed by the Board Chair and committee and approved by the Board	
1	CEO Evaluation	<ul style="list-style-type: none"> <li>CEO writes self-appraisal for the year under review and submits to committee. (early – mid April)</li> <li>Committee discusses self-appraisal with CEO (late April)</li> </ul>	<ol style="list-style-type: none"> <li>Committee seeks input from directors and may seek input from CEO's direct reports (early May)</li> <li>Committee submits a consolidated assessment of the CEO to the Board Chair (mid May)</li> <li>Board Chair prepares evaluation and reviews with the full Board (conducted as in camera special meeting of the Board) (late May)</li> <li>Board Chair meets with CEO to review evaluation.</li> </ol>					
2	CEO Compensation			Finalize compensation (if necessary)				
3	ITA Staff Compensation			<ul style="list-style-type: none"> <li>Review previous fiscal bonus goals</li> <li>Review and recommend to Board the Authority's compensation policy and guidelines</li> </ul>			Review and approve staff compensation recommendations for next fiscal (if necessary)	Discuss bonus goals for next fiscal
4	Compensation Disclosure			Review and recommend to Board Chair Executive Compensation Disclosure				
5	Succession Plan						Review with CEO existing management resources and plans, including recruitment and training programs, to ensure qualified personnel will be available for succession to executive positions at the Authority, and report on this matter to the Board at least once per year	
6	Human Resources Policies						Review HR policies	
	As Needed	<ul style="list-style-type: none"> <li>Review major changes in the organizational structure of management as proposed by the CEO and make recommendations as may be required</li> <li>Review with the CEO any significant outside commitments the CEO is considering before the commitment is made. This includes commitments to act as a director or trustee of for-profit and not-for-profit organizations.</li> </ul>						