

# THE AGENCY FOR CO-OPERATIVE HOUSING

## POLICY MANUAL

**DATE ISSUED:**

June 2017

**NUMBER:**

1.3.2

**REPLACING ISSUE OF:**

June 2016

**CROSS REFERENCE:**

1.1.4: By-law No. 1, 1.4.2 Ethical Conduct

**REVIEW CYCLE:**

1 Year

**AUTHORITY:**

Board of Directors

**DUE FOR NEXT REVIEW:**

June 2018

**SUBJECT:**

Governance and Human Resources Committee Charter

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**STATUS:**

Standing Committee

**SOURCE OF AUTHORITY:**

Board of Directors (the Board)

**COMPOSITION:**

The Governance and Human Resources Committee (the Committee) will comprise the President of the Agency, the Vice-President, the Treasurer and up to three other members of the Board of Directors.

The Corporate Secretary attends meetings as a resource to the Committee.

**APPOINTMENT OF MEMBERS:**

1. The Board elects the at-large committee members every year at its first meeting following receipt of the Member's annual resolution. At-large members serve for a one-year term. If an at-large position becomes vacant for any reason, the Board of Directors may appoint a replacement.
2. At least one committee member should have significant expertise in corporate governance or human resources.
3. All persons appointed to the Committee must be in compliance with the terms of any Agency policies governing ethical conduct or conflict of interest. No person who is in arrears to their housing co-operative may serve on the Committee.

**CHAIR:** The Vice-President of the Agency chairs the Committee.

- MEETINGS:**
1. Quorum for committee meetings is three members of the Committee.
  2. The Committee meets three times a year or more often, as necessary.
  3. Meetings normally take place just ahead of meetings of the Board.

**FUNCTION:** The role of the Committee is

1. to ensure that the Agency has a strong governance structure, including appropriate by-laws and policies, regularly reviewed, an effective board of directors and sound agreements with its government clients;
2. to oversee the Agency's continuing compliance with applicable statutes and regulations, agreements with its government clients, and its own by-laws and policies;
3. to assist the Agency in meeting its duty of accountability to the co-operative housing community and the public;
4. to ensure that suitably qualified persons fill the senior management roles within the Agency and that these persons are appropriately compensated;
5. to advise the Board on the Agency's human-resources policies.

**DUTIES AND RESPONSIBILITIES:**

The Committee assumes the following specific duties and responsibilities:

1. to review periodically the Agency's by-laws and board-adopted governance and human-resources policies and recommend changes, as appropriate, for the Board's approval;

2. to assess the qualifications of sitting directors, identify gaps in the collective expertise of the Board and advise the Board with respect to the appointment of directors;
3. to review periodically the honorarium paid to directors and to suggest any adjustment that may be appropriate;
4. to ensure that an effective process for the orientation of new directors is in place and to plan for the continuing education of the Board;
5. to recommend a process to the Board for the periodic assessment of directors' performance;
6. to assess the collective performance of the Committee and to advise the Board of any concerns;
7. to review legal agreements with the Agency's government clients and recommend them to the Board for approval;
8. to receive regular reports from management on the Agency's performance of its responsibilities under agreements with government clients;
9. to review and recommend to the Board the annual compliance-audit plan;
10. to review and advise the Board with respect to the annual compliance-audit report;
11. to review and forward to the Board an annual report from the Chief Executive Officer on the Agency's compliance with applicable statutes and government regulations;
12. to review the Agency's annual and biannual reports to CMHC and its annual public accountability activities;
13. to advise the Board on the role, qualifications and compensation of the CEO;
14. to recommend to the Board the process for recruiting the CEO and, as requested by the Board, to direct that process;
15. to recommend the CEO's annual performance and compensation agreement to the Board for approval;
16. to manage the CEO's annual performance appraisal;
17. to receive reports from the CEO on succession planning and to satisfy itself, on behalf of the Board, that suitable persons are available to fill the senior management roles at all times;

18. to recommend to the Board periodic adjustments to the Agency's salary ranges and benefit plans, as may be required to meet the Agency's staff-compensation goals.