



Terms of Reference

CEO Evaluation & Hiring Committee

1.0 NAME

The CEO Evaluation and Hiring Committee

2.0 MEMBERSHIP

As a Board of Directors shall appoint no less than three members to this Committee. In the case of a Hiring and screening of a new CEO, the Board may choose to make this Committee a Committee of the Whole.

3.0 QUORUM

Two (2) members constitute a quorum.

4.0 TERM of APPOINTMENT

The Term of Appointment begins at the first meeting of the cycle in June and expires at the end of May.

5.0 REPORTS TO

5.1. This Committee reports directly to the Board of Directors. The recommendation to accept the CEO Evaluation Report of the Committee as information will be made by the Board. When the Committee is engaged in a hiring and screening for a new CEO, the Board of Directors must Approve and Appoint the CEO.

5.2. All evaluation tools completed by the Committee are closed to members only, and will be Accepted as Information by the Board.

6.0 MANDATE

The CEO Evaluation and Hiring Committee has the mandate to Evaluate the CEO on an annual basis; make recommendations of alterations to the CEO job description; make recommendations on CEO incentives and salary; and, as required, to complete the CEO search.

7.0 DUTIES OF THE MEMBERS

In performing their duties, the members of the Committee will determine the process for the annual evaluation of the CEO which may include the creation or identify tools, or contracting external services. The members will ensure the CEO has a fair and productive evaluation for the purposes of improving the CEO capability and awareness; and ensure an overall positive impact to the Corporation. The members, when acting as a hiring and screening committee, develop the process so that it will provide the best possible candidate pools for the position, and the best proponent is hired.

8.0 NON-MEMBER ATTENDANCE

While Committee members are expected to attend all Committee meetings, if a member is unable to attend a meeting, due to urgent circumstances, notification must be provided to the Committee at least 24hrs prior to any scheduled meeting to ensure quorum. No alternates are permitted to be sent to replace any sitting members. Where possible, meetings will be scheduled for full member attendance.

9.0 REMOVAL and VACANCIES

9.1. It is within the discretion of the Board of Directors to remove any member and reappoint any member sitting at this Committee. The Committee Chair may send a request for removal to the Board Chair where a member fails to participate in regularly scheduled meetings and may request that the matter of reappointment be added to the agenda of the next meeting of the Board of Directors.

9.2. A Committee member ceases to be a member when: (a) the member's term expires; (b) the member is unable to act due to non-temporary incapacity or illness; (c) or the member is no longer a member of the Board of Directors.

10.0 MEETINGS

As often as necessary, meetings are held onsite at the SNGRDC boardroom or by electronic means such as teleconference or other appropriate technology to connect members. Meetings will be called as required by the Committee Chair and arranged by the Corporate Secretary (or designate). As a Committee of the Board of Directors, the Board Chair may also call a Committee meeting to address pressing business to the Board.

11.0 CHAIR

The Committee shall select from among its members a Chair, who shall serve for the one-year term beginning in June. The Chair shall preside at all meetings of the Committee, sign correspondence on behalf of the Committee and otherwise carry out such duties as defined in the Committee Chair description. When a Chair is not available for a meeting, the members of the Committee will select from the attendees a Chair to coordinate and facilitate the meeting. The Chair, with the members, will pre-select the agenda items for any given meeting, which will become a task specific agenda.

12.0 SECRETARY

At each meeting a member will be designated to take meeting notes which will be sent to the Corporate Secretary (or designate) for upload to Boardvantage. Confidential materials will be held for release according to SNGRDC policies.

13.0 ADMINISTRATION

SNGRDC, as the administrative body for the committee, will take responsibility for the financial administration of the Committee. The Corporate Secretary (or designate) will ensure that appropriate records are maintained in order to conduct regular Committee and Board business, and to maintain both current and historical record of all matters relating to the SNGRDC Board of Directors CEO Evaluation and Hiring Committee.

14.0 REVIEW of TERMS of REFERENCE

The Board of Directors will review and amend/approve the Terms of Reference annually at the May Meeting. The CEO Evaluation and Hiring Committee will review and accept the Terms of Reference as Information at the first meeting of the Board cycle, in June.

Board of Directors: CEO Evaluation and Hiring Committee – Terms of Reference
Approved by the Board of Directors June 25, 2016