



Evaluation & Hiring Committee Charter

1.0 NAME

The Evaluation and Hiring Committee

2.0 MEMBERSHIP

The Committee shall be a Committee of the Whole of the Board of Directors.

3.0 QUORUM

The quorum shall be three (3) members who may be present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.

4.0 REPORTS TO

4.1. 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.

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

5.0 MANDATE

The Evaluation & Hiring Committee has the mandate to:

5.1. Evaluate the CEO on an annual basis.

5.2. Make recommendations of alterations to the CEO job description.

5.3. Make recommendations on CEO incentives and salary, and

5.4. As required to complete the CEO search.

6.0 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.

7.0 ATTENDANCE AT MEETINGS

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 as soon as possible 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.

8.0 REMOVAL and VACANCIES

8.1. It is within the discretion of the Board of Directors to remove 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.

8.2. 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.

9.0 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.

10.0 CHAIR

10.1. The Committee shall select from among its members a Chair, who shall serve for the one-year term beginning in June.

10.2. When the 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.

10.3. The Chair of the Committee shall be governed by the Committee Chair Position Description- Advisory Committee, Board of Directors, Board of Trustees, Joint Committees

11.0 SECRETARY

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

12.0 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 Evaluation and Hiring Committee.

13.0 REVIEW of CHARTER

The Committee will periodically (at least annually) review this Charter to reassess its adequacy and any recommended changes will be submitted to the Board for approval.

Board of Directors: Evaluation and Hiring Committee Charter

Approved by the Board of Directors October 8, 2019.