

Terms of Reference for the Governance & Human Resources Committee

1. Introduction

The purpose of the Governance and Human Resources Committee (“the Committee”) is two-fold:

- (a) to provide a focus on governance that will enhance the Authority’s performance; and
- (b) to assist the Board in fulfilling its obligations relating to human resource and compensation matters and to establish a plan of continuity and development of senior management.

With respect to governance, the Committee assesses and makes recommendations regarding Board effectiveness, provides direction regarding ongoing director development and leads the process for recommending director criteria to the Government for consideration when appointing directors including lived experience, equity, diversity, inclusion, anti-racism and Indigenous Cultural Safety, and Reconciliation

2. Composition and Operations

- A. The Committee shall be composed of not fewer than three directors and not more than six directors.
- B. The Committee shall operate in a manner that is consistent with the Committee Guidelines.
- C. The Committee shall meet at least two times each year.

3. Duties and Responsibilities

A. Governance Aspects

The Committee has the responsibility to:

- i) Review the materials on the confidential board Diligent portal annually and recommend changes for Board approval.
- ii) Review biannually the terms of reference for the Board, the Board Chair, and directors.
- iii) Review the Committees Terms of Reference annually.
- iv) Recommend to the Board, and annually implement, an appropriate evaluation process for the Board, Chairs, Committees and Directors.

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- v) Develop recommendations regarding the essential and desired experience and skills for potential directors, taking into consideration the Board's short-term needs and long-term succession plans.
- vi) In consultation with the Chair, recommend to the Government the criteria and potential candidates the Minister should consider when appointing directors to the Board.
- vii) Review, monitor and make recommendations regarding director orientation (including Buddy assignment), and ongoing development.
- viii) Ensure there is a system that enables a committee or director to engage separate independent counsel in appropriate circumstances, at the Authority's expense, and be responsible for the ongoing administration of such a system. (See Board of Directors Guidelines)
- ix) At the request of the Board Chair or the Board, undertake such other corporate governance initiatives as may be necessary or desirable to contribute to the success of the Authority.
- x) Recommend to the Board the slate of physicians for appointment to the institutions within the Authority. Work with Management to bring consistency to the physician credentialing process to ensure standardization in the maintenance of the quality of physician practice.
- xi) Recommend to the Board individuals for appointment to designated positions pursuant to statutory requirements. Work with Management to ensure quality in the performance of statutory responsibilities.

B. Human Resources Aspects

Subject to the powers and duties of the Board, the Committee will:

- i) Recommend and implement a performance evaluation process for the President and CEO (the "CEO").
- ii) 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 key officer positions in its reporting organizations, and report on this matter to the Board at least once each year.
- iii) As required, strike a Search Committee for the recruitment of a President and CEO. Once established, the Search Committee would be accountable to the Board as a whole.

The Committee shall report its discussions to the Board by maintaining minutes of its meetings and providing an oral report at the next Board meeting.

Activity	Dec		Feb		Apr		Jun		Oct
Board Assessment <ul style="list-style-type: none"> Discuss process for the year Final Report Out 			X						X
Board Skills Matrix Assessment <ul style="list-style-type: none"> Board Directors Update Profiles Revised Report to Committee for Approval 					X		X		
CEO Performance Review <ul style="list-style-type: none"> Review Goals & Objectives Final Performance Review 					X		X		
Board Policies (for approval) <ul style="list-style-type: none"> Board Compensation & Expense Policy Board of Directors Guidelines Code of Conduct – Conflict of Interest Communications General Guidelines for Committees Limits of Spending Authority – Board Open Board Meetings Orientation Guidelines for Board Directors Terms of Reference – Board Chair Terms of Reference – Board of Directors Terms of Reference – Director Terms of Reference – Governance & HR Committee 	X X X X X X X X X X X X X		X						
Management Policies (for review) <ul style="list-style-type: none"> Respectful Workplace and Human Rights 									X
Orientation Report/Update on Activities/Tours (Compliance)									X
Review confidential board Diligent portal and recommend changes for Board approval			X						
Medical Staff Appointments & Reappointments for Approval by Board	X		X		X		X		X

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Annual Update – Physician Human Resources (meeting date to be determined)						X		
Succession Planning						X		
Current HR Issues scheduled as they arise								

6. Current Membership – Effective December 23, 2024

- Penny Ballem (Board Chair, ex-officio, voting)
- Vivian Eliopoulos (CEO, ex-officio, non-voting)
- Bill Duvall
- Kathy Greenberg
- Deborah Baker
- Eyob Naizghi
- Margaret McGregor
- Marilyn Slett

Approved by: VCH Board

Policy Created:

- 2002 06 19

Revision Dates:

- 2011 02
- 2018 02 21
- 2019 02 21
- 2020 06 16
- 2021 04 15
- 2023 06 01
- 2024 12 23

Approved:

- 2018 02 21
- 2019 02 21
- 2020 02 13
- 2021 04 15
- 2023 09 28
- 2025 02 20