

HUMAN RESOURCES COMMITTEE

Terms Of Reference

PURPOSE

The Human Resources Committee (the “**Committee**”) is an ad hoc committee of the Board of Directors (the “**Board**”) of Ringette Canada (the “**Organization**”). It is responsible for supporting the Board in fulfilment of its oversight of the human resources policies and practices of the Organization.

DUTIES and RESPONSIBILITIES

The Committee is responsible to assist the Board by advising on matters related to human resource management and compensation matters in the Organization, and to review staff development and succession plans developed by the Executive Director.

AUTHORITY

The Committee has the authority to make suggestions to the board regarding human resource practices at Ringette Canada and can recommend best practices for implementation.

The Committee will exercise its authority in accordance with the Organization’s By-Laws and such additional provisions as are set out in these Terms of Reference and will do so without interference from the Board or the management of the Organization.

The Committee may request members of the Organization’s senior management or other external advisors or experts as it may see fit from time to time to attend all or part of the meetings of the Committee to provide information and assist in the discussion and consideration of the duties of the Committee.

The Committee may engage outside experts, including consultants, or other advisors, when it deems appropriate to properly discharge its responsibilities to the Organization. The Committee must seek approval from the Board for any expenditures related to external advisors or consultants.

The Chair shall engage the necessary experts in consultation with the Board and Executive Director and the Board shall be kept informed of both the selection of the experts and their advice.

COMPOSITION

The Committee shall be composed of up to five members, including a minimum of three Board directors. The majority of the committee shall have experience in the following areas:

compensation, conflict resolution, employee evaluations, and leadership. The Board shall approve appointments to the Committee annually and the Chair of the Committee shall be appointed by the Board, from among the other Directors.

The President and the Executive Director will be ex-officio, non-voting members of the Committee, not included in the five.

MEETINGS

Meetings may be at the call of the Chair, the President, or any two members of the committee, or in accordance with a schedule adopted by the committee and shall include a meeting agenda.

A majority of the Committee, which includes a minimum of two Board members, shall constitute a quorum. The Committee shall endeavour to reach consensus on all significant decisions. If consensus cannot be reached, the determinations of the Committee shall be made by a majority of its members present. In the event there is no majority, the Chair of the Committee shall be entitled to cast the deciding vote.

The Committee shall keep and approve Minutes of its meetings in which shall be included significant discussions and all action items. The minutes shall be made available to all Board members as soon as practicable.

The Committee may invite directors and members of the Organization's senior management or other external advisors or experts as it may see fit from time to time to attend all or part of the meetings of the Committee and assist in the discussion and consideration of the duties of the Committee.

REPORTING

Committee minutes will be included in the Board materials for the next Board meeting, and the Chair of the Committee shall make an oral report to the Board, which will include Committee recommendations, where applicable.

RESOURCES AND BUDGET

Purchasing and contracts shall be at the request of the Chair of the Committee and shall be processed by the Executive Director using the Organization's usual process and procedures including spending authorities.

DELIVERABLES

The Committee will be responsible to provide guidance to the Board on all matters related to the Organization's Human Resources policies and processes

Notwithstanding the foregoing, the Committee will:

- Create and maintain a process for the President to evaluate the performance of the Executive Director (the "ED") that includes feedback from the Board of Directors.
- Review and recommend the ED's compensation, including incentive, bonus, and other related benefits to the Board of Directors for approval.

- In consultation with the ED, annually review the organization's compensation program to ensure it remains competitive and relevant for staff. Provide an annual update to the Board.
- Ensure the Employee Handbook and associated HR policies are reviewed and updated as required.
- Review major changes in the organizational structure as proposed by the ED.

DELEGATION

To avoid any confusion, the Committee responsibilities identified above are the sole responsibility of the Committee and may not be allocated by the Board to a different committee without revisions to these Terms of Reference. The Committee may not delegate any of its responsibilities to another committee without approval by the Board.

TERMS OF REFERENCE REVIEW

The Board will revise these Committee Terms of Reference from time to time based on its assessment of the Organization's needs, legal and regulatory developments, and applicable best practices. These Terms of Reference will be posted on the Organization's website.

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