The College of
Dental Surgeons
of Saskatchewan

TERMS OF REFERENCE

HUMAN RESOURCE & COMPENSATION COMMITTEE

1. THE HUMAN RESOURCE AND COMPENSATION COMMITTEE

As outlined in the CDSS by-laws, Council may establish committees to whom certain duties may be delegated by Council. Council has established, among others, the Human Resource and Compensation Committee, and has approved this TOR, which sets out the objectives, functions and responsibilities of the Human Resource and Compensation Committee.

2. CHAIRPERSON: President

3. OBJECTIVES

A. The objectives of the Committee are as follows:

i. Management development, evaluation, succession planning, recruitment, and compensation.
ii. Human resource policies, handbooks, labor relations issues and total compensation policies (total compensation being defined as salary, vacation, statutory holidays, pension, perquisites, and benefit packages).
iii. **NOTE**: In fulfilling its mandate the Committee may, on behalf of Council, retain independent outside advisers to assist them.

4. CONSTITUTION

A. The Committee shall be composed of a minimum of three and a maximum of five persons, at least one of whom shall be the President and who shall chair the meetings. No employee of the Organization shall be a member of the Committee; however, the Registrar and the CEO shall attend to present information and respond directly to questions of the Committee.

B. The members of the Committee shall be appointed or reappointed from time to time by Council. Each member of the Committee shall continue to be a member thereof until his/her successor is appointed unless he/she shall resign or be removed

by Council. Where a vacancy occurs at any time in the membership of the Committee, it may be filled by Council and shall be filled by Council if the membership of the Committee is less than three persons as a result of the vacancy.

C. If the Chair of the Committee is not present at any meeting of the Committee, the Chair of the meeting shall be chosen by the Committee from among the members present.

5. MEETINGS AND MINUTES

A. The time and place of meetings of the Committee and the procedures at such meetings shall be determined from time to time by the members thereof provided that:

i) A quorum for meetings shall be a majority of the members of the Committee, present in person, or by telephone, or other communications device that permits all persons participating in the meeting to speak and hear each other.

ii) The committee shall meet at least once per quarter and report to Council at each Council meeting.

iii) Notice of the time and place of every meeting and related documents shall be delivered or emailed to each member of the Committee not less than seven (7) days before the meeting is to take place.

iv) A special meeting of the Committee may be called on the direction of the Chair of the Committee, Council President, Council Chair, the CEO, the Registrar, any two (2) members of the Committee

v) The Committee Chair shall at all times have the right to invite relevant guests as appropriate to all or any portion of each meeting of the Committee.

B. All deliberations, recommendations and decisions of the Committee shall be recorded in minutes of the meetings of the Committee, such minutes to be circulated to the Committee and Council prior to the next Council meeting (along with other Council material) and a verbal summary report thereon is to be made by the Chair of the Committee at the next Council meeting.
Note: In the case of legal matters, redaction as required are to take place to maintain anonymity and respect privacy legislation

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6. SCOPE, DUTIES AND RESPONSIBILITIES

The Committee shall be charged with the following advisory functions, duties, and responsibilities:

A. The Committee is responsible to assist the President in:

i. Linking the Strategic Plan, Vision, Mission and Values to Managements TOR's.
ii. Evaluating management performance against previous set goals (quarterly).
iii. Conducting a formal annual review of managements Contribution To Business Results.
iv. Establishing annual performance targets and thresholds for the upcoming year that support the Strategic Plan, Vision, Mission, Values, and annual financial budget.

B. In addition, the Committee is responsible to

i. Develop and monitor a competitive Management total compensation model and ensure the structure is scenario-tested and consistent with the strategic initiatives.
ii. Annually review and provide input into the recommendation of the total compensation and performance targets of CDSS staff, including examining cost implications, alignment with strategy and pay for performance linkages, and positioning within the salary grids.
iii. Review HR policies including but not limited to terminations, leave of absence, maternity leave, parental leave, conflict of interest, code of ethics, non-disclosure, etc.
iv. Monitor Managements key personnel succession planning.
v. Together with Council Executive assist in the search for replacement Senior Management should the need arise.
vi. Prior to implementation, review significant changes to the organizational structure as proposed by Management and make an appropriate recommendation to Council.
vii. Perform an annual review of the Committees TOR to ensure accuracy and completeness.
viii. Perform an annual review of the Employee Handbook.