

## TERMS OF REFERENCE – HR & GOVERNANCE COMMITTEE

### Mandate

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The HR and Governance Committee is a committee of the Board.

Governance refers to the processes and structures used to direct and manage an organization's operations and activities. Good governance systems are designed to help organizations focus on the activities that contribute most to their overall objectives, use their resources effectively, and ensure that they are managed in the best interests of their stakeholders. It is the role of the HR and Governance Committee to provide recommendations to the Board about Board membership and succession planning; and to consult, consider and advise on HR activities through a governance lens.

The role of this committee is to make recommendations to the Board about policies, procedures, structures and other matters which will:

- A. support and improve the ability of the Board to exercise good governance,
- B. consult, consider and advise on HR activities through a governance lens, and
- C. assist the Chief Executive Officer in managing the operations of Volleyball BC.

### Key Duties

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The Committee will perform the following key duties:

- Make recommendations to the Board concerning best practices of corporate governance and accountability;
- Review Board composition and structure annually;
- Develop and administrate the nomination process, including the election of officers at the AGM;
- Recruit and review new Director appointments for recommendation by the Board to the Members, and ensure a process is in place to orient new Board members;
- Review and/or develop Board policies and procedures to achieve good corporate governance;
- Recommend Board committee structures including purposes and relationships to other committees and staff;
- Develop tools to assess and enhance the performance of the Board and committees, which may include training opportunities;
- Oversee and manage the performance evaluation and management of the CEO;
- Succession plan for Board Directors and the CEO;
- Review the By-laws annually prior to the annual general meeting to see if any recommendations for change, including possible change to the Board itself, should be brought forward to the membership;

- Consider and make recommendations on any matters that may involve a conflict of interest;
- Advise and support the CEO on any significant developments or initiatives impacting VBC staff;
- Advise the Board on governance issues that may come up from time to time.

#### Key Governance Outputs

- Director job descriptions
- Create Directors' Skills Matrix
- Recruit Directors
- Election of Directors
- Board Orientation and training
- Review annual Director self-assessment
- Annual conflict-of-interest sign-off
- Annual work plan and calendar
- Rules of order
- Review Committee structures
- Annual review of VBC Board policies

#### Key HR Outputs

- Strategic HR initiatives
- Annual Health and Safety Review
- Compensation Review (as required)
- CEO Performance Management
- CEO Succession

#### **Authority**

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The Committee has no authority to bind the Board or Volleyball BC, and is strictly an advisory committee.

#### **Composition**

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The Committee will be composed of the President (or designate), CEO, and at least one more Board member. The Committee may invite non-Board members to join or participate in meetings or the review of certain matters. Committee members shall be free from any relationship, which in the opinion of the Board, would interfere with the exercise of his or her judgement as a member of the Committee.

#### **Appointment**

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The Board shall confirm the appointment of specific members of the Committee.

#### **Meetings**

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The Committee will meet not less than three times per year. Meetings will be scheduled by the Chair or CEO. Quorum will be three.

## **Resources**

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The Committee should not require any significant resources, other than minor disbursements, and may not incur expenses without the approval of the CEO.

## **Reporting**

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The Committee will report to the Board at regular Board meetings, and may present written reports and recommendations.

## **Approval & Review**

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The Terms of Reference were approved by the Board of Directors of Volleyball BC on November 26, 2020, and were revised on September 21, 2023. They should be reviewed at least bi-annually.

## APPENDIX A: HR AND GOVERNANCE COMMITTEE – RECRUITMENT, EVALUATION, AND SKILLS MATRIX

Outlined below is the optimal process of recruiting and selecting individuals to the HR and Governance Committee. We recognize that there may be circumstances in which we have to adapt; however wherever possible we will respect the process outlined below.

The following sections describe the desirable characteristics and experience of an ideal individual member of the HR and Governance Committee:

### 1.1 PERSONAL ATTRIBUTES OF HR AND GOVERNANCE COMMITTEE MEMBERS

- **A Committee member should have an excellent understanding of HR and/or governance matters and a broad range of experiences in these fields.**
- **Strategic, big-picture thinker** –a potential Member should enjoy the conceptual nature of policy development and planning.
- An individual should demonstrate **engagement and integrity**. They are committed to and passionate about VBC's vision, mission and values. They uphold high ethical standards and integrity in professional and personal details, particularly around finance and audit.
- A very desirable characteristic of a Committee member is **strong interpersonal skills** – articulate, comfortable with diversity of people, good listener. Members will need to be able to work effectively with strong, diverse personalities.
- A Member needs to be a **team player**. Consensus decision making is ideal, along with the ability to commit to a common way of working and speaking with one voice.
- **Time** to commit. Members must come to meetings fully prepared and on time, engaged, listen, speak up respectfully and work to resolve issues

### 1.2 EXPERIENCE AND SKILLS

The HR and Governance Committee should, as a whole, possess the following skills and experience, while individual Members must possess more than one.

- **Leadership and/or Prior Committee Experience** - experience at a senior level managing operations of a large or complex commercial or non-profit entity and/or experience serving on non-profit committees, particularly those that are HR or governance-related.
- **Human Relations Management** – knowledge of and experience in human resources management especially at an organizational level
- **Member and Community Relations**– experience in member relations and engagement including developing organizational capacity to serve a diverse membership
- **Governance and Planning Experience**– experience in developing bylaws, policies and good governance practices as well as strategic and other planning.

### 1.3 DIVERSITY AND REPRESENTATION

Volleyball BC is committed to encouraging diversity, inclusion, equity and access in its administration and governance. Part of this is encouraging equitable representation on the Board and Committees. Selection processes will take account of:

- Representation from small and large membership regions.
- Representation that reflects the gender, ethnic and social diversity of British Columbia.
- Representation from a diverse variety of volleyball experiences, skill sets, and backgrounds.

Any assessment or review of diversity will be conducted by self-disclosure only and will not be mandatory for individuals to participate. This information will be collected by anonymous survey and shared at a high level.

### 2. EVALUATION AND RECRUITMENT PROCESS

Committee members are appointed for a two-year term that commences after the AGM each year:

- a) The Volleyball BC HR and Governance Committee shall be composed of the President (or designate), CEO and at least one more board members. The Committee may invite one or more board or non-board members to participate in meetings or the review of certain matters.
- b) The HR and Governance Committee will be chaired by the President of the Board or designate.
- c) The CEO and any designated staff member will be ex-officio and non-voting members of the Committee. They will attend all meetings.
- d) The Board shall confirm the appointment of specific members of the committee.

It is the responsibility of all Committee Members to help identify and recruit candidates for the Committee with the following considerations:

- Results from skills matrix to identify strengths, weaknesses, development opportunities, and gaps
- Consideration of current and long-term strategy and goals of the Committee, and the skills required to achieve them
- Intentional succession-planning to identify new individuals by the current members
- Open promotion of recruitment to all members.

This is an annual, evolutionary process, aimed at continuously improving the understanding of the Committee's needs and identifying existing and future skills, experiences and attributes. In order to identify the desired skills and experience, the Chair and CEO develop and analyze a Skills Matrix (attached below) to determine:

- the optimal attributes desired for the Committee as a whole and whether the categories should be changed or updated;
- the skills, background and experience of continuing Committee members;

- the “priority needs” (i.e., those attributes that should be added and/or strengthened on the Committee) to be filled in the appointment of new members.

The key steps and timeline of the process is outlined below:

<b>October/November meeting</b>	Chair and CEO/Staff Person review and update the Skills Matrix as necessary Chair presents Skill Matrix to current committee members for feedback and input at the Oct/Nov meeting
<b>January-February</b>	Current Committee members complete the skill matrix as a self-assessment. Chair meets with each member to determine intentions for continuing involvement. Chair collates results and provides a high level summary of current composition with emphasis on skills gaps and over-indexed skills.
<b>No more than 90 days prior to the AGM</b>	Call for nominations is circulated to membership. Call includes details of targeted skills, attributes, and experience, along with reference to diversity and representation
<b>30 days prior to the AGM</b>	Nominations for the HR and Governance Committee members are received by the Nominations Committee. The Nominations Committee reviews potential candidates and consults with the Chair of the Committee and CEO regarding potential additions. The Nominations Committee makes recommendations to the Board. The Board reviews and endorses recommendations of individuals to join the HR and Governance Committee.
<b>First meeting of the Board after the AGM (typically April/May)</b>	Board appointment of members to the Committee

