

Human Resources Committee Terms of Reference	
Role	To advise and make recommendations to the UHN Board of Trustees.
Responsibilities	<p>The Human Resources Committee's (HRC) responsibilities are as follows:</p> <ul style="list-style-type: none"> • To review and approve for recommendation to the Board the annual CEO objectives. • To review on an annual basis, the performance of the President & CEO and to make recommendations to the Board about his/her compensation and benefits. • To oversee compensation and benefit strategies for Hospital executives. • To review and approve extraordinary compensation arrangements/contracts for executives, physicians and scientific personnel. • To address succession planning for the President & CEO. • To lead the CEO search process, when a search is initiated. • To ensure the CEO has a process in place to address succession planning for his/her direct reports. • To ensure the CEO has a process for talent development, inclusion and diversity. • To monitor risks related to talent, organizational issues and all relevant legislation.
Membership and Voting	<p>The HRC is a committee of the Board, appointed annually by the Board of Trustees. The Committee comprises of at least three members from the Board and a maximum of 1 external member with relevant expertise. The Committee will be chaired by a member of the Board of Trustees.</p> <p>The President & CEO, the Executive Vice President, Human Resources and the Chief Legal Officer are ex-officio members (non-voting).</p>
Frequency of Meetings and Manner of Call	The Human Resources Committee shall meet at least 3 times per year or at the call of the Chair. The Committee members shall meet separately with the Executive Vice President, Human Resources of the Hospital during a minimum of one Committee meeting per year.
Quorum	Forty percent of voting members.
Resources	Director, Human Resources is assigned to the Committee for support.
Reporting	HRC reports to the Board of Trustees.
Date of Last Review	August 6, 2019