

CANADIAN OLYMPIC COMMITTEE
HUMAN RESOURCES COMMITTEE MANDATE

1. PURPOSE AND SCOPE

The Human Resources Committee (the “Committee”) is a standing committee of the Board of Directors (“Board”) of the Canadian Olympic Committee (“COC”), established to assist the Board in fulfilling its governance responsibilities by providing oversight and recommendations on matters pertaining to Human Resources, including for the Chief Executive Officer and Secretary General (“CEO”) as well as people development and succession, compensation, performance evaluation, and overall Human Resources strategy, policies and practices.

2. COMPOSITION

- 2.1 The Committee shall be comprised of a minimum of three and a maximum of seven voting members, all of whom shall be Board directors. The COC President (“President”) and the CEO will be ex-officio, non-voting members of the Committee.
- 2.2 The Chair of the Committee shall be appointed by the Board, upon recommendation from the President and the Chair of the Governance Committee. The Committee members shall be appointed by the Board, upon the recommendation of the President, in consultation with the Chair of the Committee. The appointments to the Committee shall be reviewed by the Board annually.
- 2.3 The Chair and at least one other member of the Committee shall possess skills and experience relevant to Human Resources. Each member of the Committee shall have a good understanding of issues related to Human Resources.
- 2.4 Any member of the Committee may be removed or replaced at any time by the Board and shall cease to be a member of the Committee on ceasing to be a Director. The Board may fill any vacancy as it deems appropriate. If and when a vacancy exists, the remaining members may exercise all its powers so long as a quorum remains.
- 2.5 The CEO shall appoint an employee to serve as a liaison to the Committee.

3. MEETINGS

- 3.1 A majority of the members of the Committee present in person, or by telephone, or by video conference, shall constitute a quorum.
- 3.2 The Committee shall endeavour to reach consensus on all significant decisions. In the event that consensus cannot be reached, the determinations of the Committee shall be made by a majority of its members present at the meeting duly called and held. In the event there is no majority, the Chair of the Committee shall be entitled to cast the deciding vote. All Committee members are expected to attend such meeting, in person, or via telephone, or video conference. Any decision or determination of the Committee reduced to writing and signed by all of the members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held.
- 3.3 The Committee shall meet as frequently as it deems necessary, but no less than three times per year. Meetings may be called by the Chair of the Committee, the President, or a member of the Committee.

The time and place where the meetings of the Committee shall be held and the calling of the meetings and the procedure in all things at such meetings, including without limitation, notice requirements shall be determined by the Committee; provided that an in camera session shall be scheduled at every meeting.

- 3.4 The Committee shall keep and approve Minutes of its meetings in which shall be recorded significant items discussed and all action taken by it. The Minutes shall be available to the Board as soon as practicable and shall be promptly provided to the CEO (or his or her delegate) so that they can be included in the Board materials for the next Board meeting. Where time permits, the Minutes provided to the Board shall be approved in advance by the Committee, but in any event shall be reviewed in advance by the Chair of the Committee. The Chair of the Committee shall make an oral report to the Board, which will include Committee recommendations, where applicable, at least three times per year and more frequently if circumstances warrant.
- 3.5 The Committee may invite such officers, Directors, and members of the COC's senior management 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.

4. **RESPONSIBILITIES**

In fulfilling its responsibilities, the Committee shall perform the following duties:

4.1 **Matters Related to CEO**

In conjunction with the President:

- (a) develop a description of CEO duties and responsibilities for approval by the Board.
- (b) review and recommend to the Board, a framework for CEO compensation, employment and severance arrangements, including changes thereto and including sufficient information regarding the arrangement parameters and process undertaken, so that the Board is able to make an informed decision regarding the recommendation.
- (c) recommend a performance evaluation process for the CEO and assist the President with the annual review of CEO performance against established objectives and benchmarks.
- (d) annually review and recommend CEO total compensation, for approval by the Board.

The President's input shall be obtained in advance of any Committee determination or recommendation to the Board regarding the CEO.

4.2 **Matters Related to Other Executives and Compensation**

- (a) Review the recommendation of the CEO and approve on an annual basis, the performance evaluation process and total compensation for each of the COC's other executive officers.
- (b) Ensure that the CEO has an appropriate process in place for hiring executives, including, a framework for the proposed role, compensation and hiring process. The CEO may engage the Chair of the Committee or other Committee members to participate in the selection process, in the CEO's discretion.

- (c) Review the COC's total rewards compensation philosophy, strategy and structure and periodically review the appropriateness of the COC's benefit and pension programs as to their general adequacy, competitiveness, internal equity and cost effectiveness.
- (d) Review the CEO recommendation and recommend to the Board, the total compensation budget and/or annual increase generally applicable to all staff.

4.3 Matters Related to Succession

- (a) Conduct an annual succession planning review for the CEO position and report to the Board to assist the Board in monitoring the succession planning process.
- (b) Monitor succession planning for key executives, including, considering the CEO's report and recommendation regarding the executive's performance and other relevant information and recommend necessary changes
- (c) Recommend a selection process for the CEO's successor.

4.4 Other Human Resource Matters

- (a) Monitor and provide feedback to management on significant Human Resources policies and procedures. As appropriate, recommend to the Board policies and processes designed to provide for effective human resources management.
- (b) Receive and provide feedback on management reports on significant Human Resources initiatives, including the formal employee engagement survey, and employee training, education and development programs.
- (c) Gain reasonable assurance that an appropriate management framework, and adequate performance evaluation and employee feedback processes are in place.
- (d) Receive periodic updates from the CEO regarding the health and safety performance of the COC, including compliance to corporate health and safety objectives, policies and standards.
- (e) Review and provide oversight and alignment with the COC's strategic plan as it relates to human resources.
- (f) Monitor and advise on developments and emerging best practices in human resources.

4.5 Such other duties and responsibilities as the Board deems appropriate.

4.6 The Chair of the Committee shall have the duties and responsibilities set forth in Appendix "A".

5. **OUTSIDE ADVISORS**

5.1 The Committee may engage outside experts, including compensation consultants, independent legal advisors or other advisors, when it deems appropriate to properly discharge its responsibilities to the COC. The Chair of the Committee shall engage the necessary experts in consultation with the President and CEO and the Board shall be kept informed of both the selection of the experts and their advice.

6. **OTHER**

- 6.1 The Committee shall conduct an evaluation of the Committee’s performance and this Human Resources Mandate annually and recommend to the Board such Mandate changes, as the Committee deems appropriate.

APPENDIX “A”

HUMAN RESOURCES COMMITTEE

CHAIR POSITION DUTIES AND RESPONSIBILITIES

In addition to the duties and responsibilities set out in the Human Resources Mandate and any applicable mandate, or position description, the Chair of the Human Resources Committee has the following duties and responsibilities:

1. Provide overall leadership to enhance the effectiveness of the Committee, including:
 - (a) overseeing the structure, composition, membership and activities delegated to the Committee;
 - (b) chairing every meeting of the Committee and encouraging free and open discussion at the meetings. Encouraging Committee members to ask questions and express viewpoints during meetings;
 - (c) scheduling and setting the agenda for the Committee meetings with input from other Committee members, the President and management, as appropriate, and ensuring that there is sufficient time during Committee meetings to fully discuss agenda items;
 - (d) facilitating the timely, accurate and proper flow of information to and from the Committee;
 - (e) arranging for management, external advisors and others to attend and present to the Committee, as appropriate; and
 - (f) taking all other reasonable steps to ensure that the responsibilities and duties of the Committee as outlined in the Mandate, are well understood by the Committee members and executed as effectively as possible.
2. Foster ethical and responsible decision-making by the Committee and its individual members.
3. As needed or appropriate, enable the Committee to meet in separate, regularly scheduled, non-management, closed sessions with, or without external advisors.
4. Following each meeting of the Committee report to the Board on the activities, findings and any recommendations of the Committee.
5. Carry out such duties as may be reasonably requested by the Board.