Effective Date: July 1, 2026

Date of Next Review: June 2028

1. Purpose of the Committee

The purpose of the Human Resources and Compensation Committee (the "**Committee**") is to assist the Board of Governors (the "**Board**") in fulfilling its fiduciary responsibilities for all matters pertaining to personnel including oversight of policies affecting working conditions, collective bargaining, and the terms and conditions of employment, including salaries and benefits.

2. Delegated Authority from the Board

In furtherance of the purpose of the Committee, the Board has delegated to the Committee the following powers, duties and functions:

2.1 *Employee and Labour Relations*

(a) **Collective Bargaining**

(i) considering and making recommendations to the Board with respect to proposed changes in collective agreements to which the Board is a contracting party;

(ii) reviewing and approving the mandates for negotiating committees with all bargaining units, including any material changes or amendments thereto; and

(iii) receiving updates on collective bargaining, the administration of collective agreements, and labour relations (including in the event of a labour disruption), and providing feedback and advice to the President.

(b) **Excluded Staff**

(i) considering and approving changes to the Handbook of Terms and Conditions of Employment for Non-Union Employees; and

(ii) approving changes to market peer groups and salary structures for non-union employees and Academic Administrators.

2.2 *Senior Administration Appointments/Reviews*

(a) **President**

(i) monitoring the performance of the President and, through the Chair of the Committee, providing advice to the Chair of the Board on the performance of the President;

(ii) annually soliciting members of the Board for comments with respect to the performance of the President and considering such other data, reports and information as the Committee considers useful in order to complete such evaluation;

(iii) receiving the President's annual goals and objectives and, if deemed appropriate, making recommendations to the Board for the approval of the same;

(iv) appointing Board members to serve on search and review advisory committees for the President as established pursuant to the University of Alberta's (the "**University**") Recruitment Policy and associated procedures;

(v) considering and making recommendations to the Board with respect to the appointment, extension, reappointment and dismissal of the President;

(vi) reviewing:

1. and, if deemed appropriate, approving the compensation (initial and changes thereto) and all material contractual terms and conditions for the President, prior to the execution thereof of any public announcement with respect to the same; and

2. and making recommendations to the Board with respect to changes to the President's executive position description.

(b) **Vice-Presidents**

(i) reviewing:

1. and, if deemed appropriate, approving the compensation (initial and changes thereto) and all material contractual terms and conditions for the Vice-Presidents prior to the execution thereof or any public announcement with respect to the same, all on the recommendation of the President;

2. and making recommendations to the Board with respect to the appointment, extension, reappointments and dismissals of the Vice-Presidents, all on the recommendation of the President; except that the President may dismiss a Vice-President if in the President's opinion, acting reasonably, exigent circumstances warrant such dismissal, and in which case the President shall promptly advise the Committee of such action;

3. and making recommendations to the Board with respect to changes to the Vice-Presidents' executive position descriptions, all on the recommendation of the President;

(ii) where required by applicable University policies, appointing Board members to serve on search and review advisory committees for Vice-Presidents as established pursuant to the University's *Recruitment Policy* and associated procedures; and

(iii) providing advice to the President, through the Chair of the Committee, with respect to the responsibilities and performance of the Vice-Presidents.

(c) **Senior Administration**

(i) reviewing:

1. and, if deemed appropriate, approving the appointment, extension, reappointment, and dismissal of each college dean, all on the recommendation of the Provost and Vice-President (Academic);

2. and approving matters of a substantive nature with respect to the procedures for the selection of college deans, as established pursuant to the University's *Recruitment Policy* and associated procedures, all on the recommendation of the Executive Committee of the General Faculties Council;

3. succession plans for Vice-Presidents;

4. the performance of each college Dean on an annual basis, and approving the compensation of each such individual, all upon the recommendation of the Provost and Vice-President (Academic);

5. a written report at least annually, summarizing all appointments, reappointments, extensions, dismissals, and compensation decisions related to deans; and

(ii) approving the appointment of Killam and Tory Chairs.

2.3 *Reports, Advice and Trends*

(a) considering trends affecting human resources policies of the University;

(b) approving the nomination of a University representative to the PSPP board of directors;

(c) monitoring:

(i) trends in compensation and benefits for University employees;

(ii) the performance of the University in the areas of responsibility of the Committee against key strategic performance indicators and reporting on the same to the Board; and

(d) reviewing and providing feedback on regular updates on employment related matters.

3. Limitations on Delegated Authority

The Committee has the authority to carry out its roles and responsibilities, subject to any specific conditions or restrictions that are imposed on it by the Board or the Government of Alberta. The Committee does not have decision-making authority except where, and to the extent that, such authority has been expressly delegated or assigned by the Board in these Terms of Reference or by a resolution of the Board.

4. Reporting Obligation(s)

The Committee reports regularly to the Board with respect to its activities and decisions.

5. Composition of the Committee

The Committee functions in accordance with the Principles for Board Standing Committee Composition.

Members	
***Ex-officio* (3)**	
(a)	the Board Chair
(b)	the Chancellor
(c)	the President and Vice-Chancellor
Appointed (5)	
(d)	where appropriate, no more than seven Governors or Non-Governor Committee Members, as appointed by the Board or its delegate
Internal Resources	
(e)	the Provost and Vice-President (Academic)
(f)	the Vice-President (University Services, Operations and Finance)
(g)	the Associate Vice-President (Human Resources, Health, Safety and Environment)
(h)	the University Secretary
(i)	the Committee Secretary

(j)	other resources, as determined by the President or the Committee
Chair / Vice-Chair	
(k)	the Committee Chair and Vice-Chair shall be selected from the Committee membership appointed pursuant to sub-section 5.(d) of these Terms of Reference[1]

6. Definitions

6.1 In these Terms of Reference, and in addition to terms otherwise defined herein, the following terms have the following meanings:

(a) "**Academic Administrators**" has the meaning ascribed to that term in the *Faculty Deans Selection Procedure*;

(b) "college **deans**" means, individually , the University's (i) Dean of the College of Health Sciences, (ii) Dean of the College of Natural and Applied Sciences, and (iii) Dean of the College of Social Sciences and Humanities, and the term "college deans" refers to these individuals collectively;

(c) "**material**" refers to any term, condition, or provision of a contract or agreement that is of significant importance or impact. A "material" term or condition is one that, if altered or omitted, would likely affect the parties' rights, obligations, or the overall outcome of the contract, including, but not limited to, terms that influence financial commitments, legal obligations, risk exposure, or strategic objectives of the University;

(d) "**PSPP**" means the Public Service Pension Plan Corporation;

(e) "**Senior Administration**" means, collectively, the University's:

(i) vice-presidents;

(ii) deans; and

(iii) college deans

(f) "**UAPP**" means the University Academic Pension Plan.

7. Effective Date

These Terms of Reference will be effective on the date that they are approved by the Board. All prior or existing Terms of Reference of the Committee are repealed as of the effective date of these Terms of Reference.

[1] The Vice-Chair undertakes and discharges all duties of the Chair of the Committee in the absence of the Chair.