

**BOARD OF GOVERNORS  
COMPENSATION AND REVIEW COMMITTEE  
TERMS OF REFERENCE**

*\*Note: The terms of reference for all Board committees are included in the Procedures of the Board of Governors. The following terms of reference are an excerpt from the Procedures.*

10. COMPENSATION AND REVIEW COMMITTEE

- 10.1 The Compensation and Review Committee deals with matters pertaining to performance reviews, remuneration and terms of employment of senior administrators (to be determined by the Committee) and matters relating to the mandates for negotiations and discussions with employee groups and unions.
- 10.2 Its members shall be independent of management, shall not be employees, and shall have knowledge and experience of human resource management.
- 10.3 The Committee shall consist of the Chair of the Board and four additional Order-in-Council members of the Board appointed by the Chair and shall be chaired by the Chair of the Board or designate.
- 10.4 This Committee makes recommendations to the Executive and Governance Committee or the Board of Governors, on matters of policy, on matters that require action by the Board of Governors, and on any other issues that the Chair determines should be reported to the Board of Governors.