



Regina Community Clinic
Board of Directors
Committee Terms of Reference

Governance and Human Resources Committee

TOR-003

Role: The Governance and Human Resources Committee makes recommendations to the Board of Directors and conducts specific duties assigned by the board of directors. The committee develops and recommends policies and practices to maintain high standards and best practices in co-operative governance.

Committee responsibilities:

Board governance

The committee will have the following responsibilities:

- Review the adequacy and effectiveness of governance documents including the by-laws, policies, and committee terms of reference, making recommendations for change, as appropriate, to the board of directors.
- Review and monitor adherence to all Regina Community Clinic (RCC) board of directors policies.
- Annually review of the size, composition, diversity and structure of the board of directors and its committees regarding competencies and skills as related to the current needs of the board, making recommendations to the full board for appropriate adjustment.
- Ensure proper orientation, support and continuing education for the directors.
- Produce and keep current, documents needed for recruitment and education of current, new, and potential board members.
- Establish and maintain criteria to measure the performance of individual directors and the board of directors as a whole.
- Develop and oversee the annual performance review process for the full board and performance assessment of board committees.
- Maintain a matrix of board skills and experience to assist in development of board members and the recruitment of new board members.
- Operate as the nominating committee in the recruitment of new board members and the presentation to the board or to the members at the annual general meeting (AGM).
- Report to members at the RCC annual general meeting:
 - The number of board meetings held in the previous year and attendance.
 - The composition of the board and board committees.
 - The Regina Community Clinic's involvement with other associations.

- Any other significant governance issues.

Human resources (HR)

Hiring:

- Oversee the hiring of the executive director, either directly, through the contracting of a third party or an ad hoc committee of the board of directors, with the understanding that the final decision is the responsibility of the board of directors.
- At the request of the executive director or the board of directors, consult with the executive director in the hiring of management positions at the Regina Community Clinic, with the understanding that the final decision is the responsibility of the executive director.
- Develop a succession plan for the executive director position and review the plan at least every two (2) years.
- Ensure that a succession plan is in place for key positions. These may include managers, difficult to recruit positions, and/or positions that are critical to the Regina Community Clinic meeting its objectives. The executive director is responsible for identifying key positions and developing the succession plan.

HR policies:

- Ensure that the Regina Community Clinic has HR policies that comply with applicable laws and regulations.
- Ensure that the HR policies are reviewed and updated, if necessary, on a rotating basis.
- The executive director is responsible for creating, disseminating, and implementing the policies, as well as the review and update.

Performance evaluations:

- Ensure that the executive director's performance is reviewed on an annual basis, against agreed upon clearly articulated objectives and deliverables that identify expected outcomes and timelines. The evaluation process may include feedback from senior staff and board members.
- In consultation with the executive director, develop a learning and development plan.
- Ensure that the executive director completes performance reviews for all employees in the clinic by the established deadline and that learning and development plans are completed for all employees.

Compensation and bargaining:

- Recommend to the board the compensation for out-of-scope positions, considering the compensation of similar positions in similar organizations, ensuring that there is comparability and consistency amongst positions in the Regina Community Clinic.

- Ensure that a thorough review of the Collective Bargaining Agreement (CBA) is completed by the executive director prior to entering into bargaining with CUPE and that recommendations for changes are backed up with rationale for the changes.
- Ensure that a requisite team is put in place that includes the required skills and experience to bargain with CUPE on behalf of the clinic.

Additional duties as may be delegated to the committee by the board of directors.

Membership: The Governance and Human Resources Committee will consist of at least three (3) directors plus the president/chair of the board who are appointed annually. The majority of members will: have a general understanding of HR practices; have objective sound judgement; and, be willing to devote the time necessary to accomplish the business of the committee. The president of the board is a voting member of the committee.

Meetings: The committee will meet on average six (6) times per year.

Term: Members of the board of directors will declare their interest in the Governance and Human Resources Committee following the reorganization meeting following the annual general meeting and prior to the first committee meeting.

Chair: The chair of the committee will be elected by the board following the annual general meeting.

The chair shall:

- Call meetings of the committee.
- Chair meetings of the committee.
- Provide leadership.
- Prepare committee meeting agendas in consultation with the executive director.
- Designate another board member who is a committee member to chair the committee in the chair's absence.
- Report to the board on the work of the committee.

Quorum: Quorum shall be a simple majority of the voting committee members present at a meeting.

Decision-making: The committee shall strive for consensus when making decisions. If consensus cannot be achieved, the committee members must agree on how to deal with the outstanding issue, (i.e., vote, continue discussion, table the issue to another meeting, or take the issue to the board of directors).

When voting, majority rules when quorum present.

The committee cannot commit the use of the organization's financial and human resources without prior approval from the executive director. In the absence of the executive director, approval may be sought from the board of directors.

The committee makes recommendations to the board for approval.

Minutes: The staff person supporting the committee shall take minutes at the meetings and the minutes will be approved at subsequent meetings. Minutes will be kept and stored in accordance with the practice at Regina Community Clinic.

Guests: The chair may invite guests to attend meetings as a resource as required.

Accountability:

The Governance and Human Resources Committee will be accountable to the board of directors through the chair of the committee.

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- Reviewed and Approved by the Governance Committee, September 26, 2025
 - Reviewed and Approved by the Board, October 22, 2025