



Human Resources Committee

Committee Mandate

1. PURPOSE

The Human Resources Committee is responsible for assisting the Board of Directors in fulfilling its oversight responsibilities in relation to:

- a) The selection and retention of Holstein Canada Committee members
- b) Planning for the succession of the Association's Chief Executive Officer
- c) Planning for the succession of National Directors

2. MANDATE

The mandate of the Committee consists of ensuring that a succession plan is put in place to deal with the Association's future needs with respects to the Board of Directors and the Chief Executive Officer. The Committee also manages the recruitment and retention of Holstein Canada Committee members.

3. CODE OF CONDUCT

Committee members must sign a copy of the Committee Member Code of Conduct on an annual basis and abide by all of the duties outlined within the Code of Conduct.

4. COMPOSITION

i. Chairperson

The Chairperson will be a Director of Holstein Canada and will be appointed by the Board at the first regular meeting of the Board following the Annual General Meeting of Members.

ii. Membership

The Committee shall be appointed annually and consist of at least four (4) members:

- President of the Board of Directors
- One (1) Board member from the Governance Committee
- One (1) Board member at large
- The Association's Human Resources Generalist will serve as the Management Advisor to the Committee.

5. REMOVAL AND VACANCY

Any member of the Committee may be removed and replaced at any time by the Board. Subject to quorum requirements, if a vacancy exists on the Committee, the remaining members may exercise all its powers.

6. COMMITTEE RESPONSIBILITIES

In addition to such other duties as may be determined from time to time by the Board, the Committee will have the following duties:

a) National Directors

- Oversee the planning and development process, including review and approval of the succession plan for National Director positions

b) Chief Executive Officer

- Assess and recommend to the Board for approval the annual performance ratings and management development actions for the Chief Executive Officer
- Undertake succession planning for the position of Chief Executive Officer, and make recommendations concerning such plan to the Board of Directors; and, if required, review candidates and recommend a candidate to the Board of Directors for Chief Executive Officer
- Annually review and approve the position description for the Chief Executive Officer, which shall include his or her authorities and accountabilities; to recommend to the Board of Directors for its approval the Association's goals and objectives for which the Chief Executive Officer shall be responsible (which shall include all performance indicators and key milestones relevant to the compensation of the Chief Executive Officer)
- Monitor the Chief Executive Officer's performance relative to his or her goals and objectives and formally evaluate his or her performance at least annually on behalf of the Board of Directors, and report the results of such monitoring and evaluation to the Board of Directors
- Recommend, if appropriate due to the results of the ongoing performance evaluation or other factors, the dismissal and replacement of the Chief Executive Officer for approval by the Board of Directors

c) Committees

- Set the tone for the Holstein Canada Committee search process internally and externally by keeping stakeholders informed and communicating direction and priorities
- Serve as an active and positive participant in all stages of the search process
- Develop and closely adhere to the search process timetable while maintaining flexibility as the process evolves
- Identify the required or preferred skills, as directed by the Governance Committee, in relation to experience, education, and other qualifications of the person who will hold the position
- Establish objective criteria for the selection of qualified candidates based on the Committee's needs
- Act as the Associations' ambassador by promoting the Committee and the available position
- Maintain candidate confidentiality throughout the search process
- Conduct virtual and/or in-person candidate interviews

7. COMMITTEE TIME REQUIREMENTS

The Human Resources Committee will meet as frequently as it determines is appropriate to fulfill its responsibilities, which will not be less than twice a year. The President or Chairperson of the Committee may determine the need for additional meetings.

8. COMMITTEE PAPERS

Unless directed by the Committee Chairperson, the Committee Secretary shall distribute in advance of a meeting of the Committee an agenda and any related papers to each member of the Committee.

9. COMMITTEE MINUTES

- The Committee Secretary shall prepare minutes of meetings and have them reviewed by the Committee Chairperson
- Minutes of the meeting shall be approved at the next meeting of the Committee

10. REPORTING TO THE BOARD

Following a review of the minutes by the Chairperson and the Committee, minutes of each meeting shall be submitted to the Board for consideration of any actions or recommendations.

The Committee Chairperson or a Committee Designate must report to the Board after each Committee meeting concerning: (i) the actions and recommendations of the Committee and (ii) all matters relevant to the Committee's role and responsibilities.

11. COMPENSATION

Committee members will receive a per diem for attending virtual and in-person meetings in accordance with the Holstein Canada Per Diem guidelines set forth by the Board of Directors.