

Canadian Research Data Centre Network

Terms of Reference for the Governance and Human Resources Committee

1. Mandate

The Governance and Human Resources Committee (GHRC) shall deal with matters delegated to the GHRC by the Board. The GHRC shall make recommendations to the Board for its approval, unless the Board has specifically provided the GHRC with the authority to act on a certain matter or matters on behalf of the Board.

The committee's main purpose shall be to:

- a) Assist the Board and management to ensure that sound governance policies and practices are established and followed to heighten the effectiveness, integrity, and sustainability of the Network;
- b) Assist the Board to fulfil its obligations relating to human resources and compensation matters, including establishing a plan of continuity and development of senior management;
- c) Lead the process for recruiting and nominating Board members as well as nominating those who will serve in leadership roles on the Board and its committees; and
- d) Assist the Board and management to define and fulfil its commitments to equity, diversity, and inclusion.

The GHRC has the authority to establish sub-committees or working groups for the conduct of its business.

2. Membership

The GHRC shall be a permanent committee of the Board and shall be composed of no fewer than three and no more than five voting members selected from amongst the members of the Board. The GHRC members shall be appointed by the Board.

CRDCN's Executive Director or their designate shall also sit on the GHRC as a non-voting member.

The Chair of the Board and the CRDCN Principal Investigator, if not appointed members of the committee, are ex officio (non-voting) members of the GHRC.

The Executive Director shall designate a CRDCN central staff person or an external resource to serve as secretary to the GHRC.

3. Committee Chair

The Chair of the GHRC shall be appointed by the Board following consultation with the Chair of the Board and the Executive Director. The Chair of the GHRC shall be appointed for an initial one- to three-year term and may be renewed for a second one- to three-year term, subject to Board approval. The term of the Chair of the GHRC shall be aligned with their remaining term as a Board member unless they are a standing member of the Board, in which case, a longer term may be granted.

In the absence of the Chair of the GHRC, the meeting of the GHRC shall be chaired by another member of the committee, chosen to chair from amongst their peers.

4. Notice and Frequency of Meetings

The GHRC shall meet at least three times a year at the call of the Chair. Notice of every meeting shall be delivered, telephoned, or sent electronically to each GHRC member not less than 72 hours before the meeting is to take place. However, GHRC members may collectively waive notice of a meeting.

5. Quorum and Voting

A quorum for meetings shall be a majority of the GHRC voting members then holding office present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and hear each other.

GHRC members shall seek consensus in formulating their recommendations for the Board. Where such consensus cannot be achieved, recommendations shall be decided by a majority of the votes cast on the question. In the case of an equality of votes, the Chair shall have the deciding vote. A GHRC member shall not be entitled to vote by proxy at any meeting of the committee.

6. Reporting

The Chair of the GHRC or, in his or her absence, another member of the GHRC, shall report at each meeting of the Board on committee business since the last meeting of the Board and on proposed recommendations, if any, for the Board's discussion or approval.

7. Evaluation

The GHRC shall review its terms of reference periodically and make recommendations for changes, if any, to the Board. The Board shall consider these recommendations and reaffirm or revise, as needed, the terms of reference and or the membership of the committee.

8. History

The initial terms of reference were drafted by Executive Director, Martin Taylor, and Special Advisor, Michelle Gauthier, in consultation with the Chair of the Board, Andy Bjerring. They were presented for discussion and were approved with modifications at the Board meeting of April 28, 2017.

These terms of reference were revised subsequently by the Chair of the GHRC, Janet Halliwell, Executive Director, Martin Taylor and Special Advisor, Michelle Gauthier, and were presented to the GHRC which recommended their approval in February 2019. They were approved at the Board meeting of March 26, 2019.

Revisions to these terms of reference were recommended for approval by the GHRC on November 12, 2020 and approved with modifications at the Board meeting of December 1, 2020.

The most recent revisions to these terms of reference were recommended for approval by the GHRC on October 31, 2023, and approved with modifications by the Board at its November 21, 2023, meeting.