

**The Board of Directors of  
The Saskatchewan Cancer Agency  
GOVERNANCE & HUMAN RESOURCES COMMITTEE CHARTER**

**1. Introduction**

The Governance & Human Resources Committee (the “Committee”) of the Board of Directors (the “Board”) shall assist the Board in fulfilling its oversight responsibilities with respect to the affairs of the Saskatchewan Cancer Agency (the “Agency”) by:

- i. Providing oversight on all governance matters of the Board;
- ii. Responsibility for overseeing the Board/President and CEO relationship; and
- iii. Reviewing, reporting and making recommendations on matters of the objectives and performance of the Chief Executive Officer.

The Committee is under the direction of the Board and is to report its work to the Board for approval. The Board is ultimately responsible for the Agency’s affairs, including the Committee’s functions.

**2. Composition**

The Board appoints committee members and the Chairperson. Committee members serve until the Board re-appoints or appoints a successor.

The Committee shall consist of:

- A minimum of three (3) members of the Board (including Committee Chair)
- SCA Board Chairperson (ex-officio, voting)
- SCA CEO and/or designate(s) (ex-officio, non-voting)

Where deemed necessary by the Committee Chair, additional members can attend / participate on an ex-officio and non-voting basis.

**3. Duties and Responsibilities**

The Committee shall perform the following functions with respect to:

a) Governance

- Draft, recommend and annually review governance policies of the Agency;
  - Conduct an annual performance review of the Board, the Board Chairperson and Committees of the Board;
  - Ensure Committee membership appointments including committee chairs are recommended by the Governance Committee in consultation with the Chair of the Board and brought to the Board for consideration and/or approval;
  - Ensure appropriate board orientation and professional development;
  - Prepare and update a board manual containing all documents relevant to the Board’s governance structure;
  - Review and update the skills, knowledge, experience and capabilities recommended by the Board, when a director vacancy occurs, to meet both the current and future challenges of the Agency; and
  - Build awareness and skills among Committee members and the Board to enable them to carry out their governance roles.
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b) CEO Performance and Evaluation

- Facilitate the process of conducting the annual performance and mid-year performance review of the CEO;
- Review with the CEO, his/her plans for senior management appointments and training plans to facilitate succession;
- Develop Chief Executive Officer performance objectives together with the CEO, the Chairperson and the Board;
- Report performance evaluation of the CEO to the Ministry and/or Minister of Health; and
- Leads the recruitment of CEO (*when necessary*).

c) Duty to Report to the Board

- Report major discussions, decisions, and the assistance the Committee has had in fulfilling its responsibilities, and make any recommendations to the Board as it shall deem advisable;
- Report the minutes from all Committee meetings in a timely manner; and,
- Members will assess their performance and the performance of the committee in conjunction with the Board Self-Evaluation Survey.

d) Other Duties

- Receives an annual report on the Human Resource Plan of the Agency; and
- Other duties as assigned by the Board.

The Committee has the authority to engage independent counsel and other advisors, with prior approval from the chair of the Board.

#### 4. Meetings

The Committee shall meet at least quarterly and as necessary. Meetings may be held in person, by teleconference or by videoconference, or by any individual member participating by teleconference or videoconference.

The Chairperson of the Committee may call a meeting of the Committee as he or she determines necessary.

For regularly scheduled meetings, an agenda and other necessary documentation is provided to Committee members at least seven days in advance. Meeting agendas are set by the Chairperson, in conjunction with discussions with the CEO or designate, and are structured throughout the year to ensure that significant responsibilities and goals of the board are addressed.

Minutes of meetings are recorded and once approved are provided to the next regularly scheduled Board meeting.

A quorum shall consist of the majority of Committee members including the Committee Chairperson. In the case of an equality of votes, the Committee Chairperson will have the deciding vote.

Committee members attend and participate on the Committee as per their responsibilities and obligations under the General Bylaws for the Agency.

The Committee, alongside the CEO, shall ensure that it appoints a recording secretary to record its proceedings. If the position is vacated temporarily or permanently due to staff changes, the Committee shall ensure that a replacement recording secretary is appointed, even if the vacancy is temporary.

At the end of every Committee meeting, the members shall conduct an in-camera session without members of management present. The Committee also has the option to have portions of the meeting conducted in-camera, at the discretion of the Committee Chair.

**Reviewed by the Governance & Human Resources Committee on January 26, 2023**

**Revisions recommended for Board approval by Governance and HR Committee April 13, 2023**

**Revision(s) Approved by the SCA Board on May 19, 2023**

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