



London Chamber of Commerce – People & Culture Committee Terms of Reference

Purpose

The London Chamber of Commerce (the Chamber) is committed to providing a respectful and resilient culture that supports our people to perform with excellence in pursuit of our vision and mission through delivery of our strategic objectives.

The mandate of the People & Culture Committee (Committee) is to consider and make recommendations to the Board of Directors (Board) on matters related to its people and the organizational culture, inclusive of the selection, compensation, and performance evaluation of its CEO.

Responsibility

The Committee is responsible for obtaining objective assurance that:

- An excellent and safe working environment is provided for all Chamber staff and volunteers in all aspects of organizational development
- Processes for management of people and culture are effective
- The structures to support people and culture are operating effectively, and that action is taken to address areas of concern
- Risk relating to people and culture are being managed appropriately
- The Chamber's commitment to diversity, equity, and inclusion is being lived out

Additionally, the Committee will have the responsibility to:

- Develop and ensure implementation of the compensation philosophy for the Chamber
- Recommend a performance evaluation process for the CEO and, upon approval, lead the process
- Review and recommend the CEO's compensation (including incentive, bonus, benefit, and retirement plans) to the Board for approval
- Ensure that succession planning is in place for the CEO
- Approve the design of and determine targets for any performance-related matters and conduct periodic performance reviews for the CEO
- Ensure that contractual terms regarding termination, and any payments made, are fair to the CEO
- Carry out such other responsibilities as are assigned by the Board

Accountability

- The Committee will report its deliberations to the Board at the next Board meeting following each Committee meeting through its minutes and the Committee Chair
- The Committee makes non-binding recommendations to the Board
- The Committee will review these terms of reference every two (2) years and recommend changes to the Board

Membership/Terms of Office

- The Committee shall be made up of a minimum of three (3) Board Directors (one of whom shall be either the Chair or Vice-Chair of the Board) appointed by the Board (one of these Directors will also be appointed by the Board to be the Chair)
- The Committee may invite guests to provide information or expertise to the Committee that would be helpful in its deliberations
- The Committee may have Community Members as determined appropriate by the Committee and approved by the Board. Recruitment of Community Members goes through the Governance & Nomination Committee. The Committee will inform the Governance & Nomination Committee of how many Community Members they wish to have on the Committee
- Members shall serve for a two (2) year term ending at the commencement of the Annual
- Meeting of Members following the second year of their appointment. Members may serve for a maximum of two (2) terms, with a staggered start for the purpose of succession
- The CEO is an ex-officio member of the Committee, and support staff may be assigned to the Committee at the Committee's approval

Meeting Schedule and Protocol

- The Committee will meet at least twice annually with additional meetings at the will of the Chair
- Quorum will be 50% plus one (1) of the voting members

Decision-Making Process

The Committee will strive to develop recommendations to the Board by consensus. If a vote is needed, quorum shall be a majority of members; the Chair presiding at any meeting of the Committee shall have a vote in all matters. In the event of a tie the motion is defeated, and the Chair shall not have a second vote to break the tie. That is, the Chair will have one (1) vote only to be exercised as all other Members of the Committee.

Other Chamber Directors Present

All Chamber Directors not appointed to the Committee may attend the Committee meeting as a non-voting member. All non-appointed Directors are not entitled to notice of Committee meetings.

The presence of such Directors shall not be included for the purpose of calculating a quorum.

Access to Corporate Records

In performing any of its duties and responsibilities, the Committee shall:

- Have access, through the CEO, to the kind and frequency of information required by the Committee
- Have access to any and all books and records of the Chamber required for the execution of the Committee's obligations
- If, in the opinion of the Committee, advice and counsel of external advisors is needed, the Committee Chair shall, at the request of the Committee, seek Board approval to engage the necessary advisors and to determine remuneration for their services