



## **Director Remuneration Review Committee**

### **Terms of Reference**

#### PURPOSE

The purpose of the Director Remuneration Review Committee is to review the current remuneration and expense policy for the Regional District of Kitimat-Stikine Board Directors; and to provide recommendations for a remuneration structure for implementation in 2024.

#### AUTHORITY

Community Charter, Local Government Act, Board

#### MANDATE

1. The mandate of the Director Remuneration Review Committee is to make the following recommendations:
  - a. Annual remuneration.
  - b. Annual and monthly expense allowance and indemnities.
  - c. Annual adjustment calculations
  - d. Benefits; and
  - e. Options for making periodic adjustments to establish compensation.
2. The Review Committee will provide a report to the Chief Administration Officer (CAO) with its recommendations, no later than November 30<sup>th</sup> 2023. Recommendations will be presented to the Board at a Regular Board meeting, as soon as possible, following the CAO's receipt of the Review Committee's recommendations.

#### GUIDELINES

1. The Review Committee will research and consider all aspects of compensation that it believes is relevant to making its recommendations, but will specifically consider the following matters:
  - a. Compensation paid to Directors must be sufficient to attract individuals from all walks of life to offer to stand for election to public office.
  - b. The functions and responsibilities of the Board, the level of community engagement and the time commitment required of individuals holding public office, including, but not limited to, meetings, events, preparation time, and communication with the public.
  - c. Public expectations of the roles and commitment required of the Board; and the corporate objective to be fiscally responsible in allocation Regional District resources.
  - d. Alternate formulas to replace the current remuneration structure, taking into consideration costing formulas used by other local governments.
  - e. The full remuneration package for the Board, including, but not limited to, the tax-free expense allowance, travel and other allowable expenses, and any other benefits; and
  - f. The need for a mechanism to make periodic adjustments to compensation.



2. The Review Committee is permitted to use a variety of resources and techniques to complete its review, including, but not limited to,
  - a. Research and review of current trends and approaches used to set Director's remuneration levels.
  - b. Conducting interviews with persons thought to be appropriate.
  - c. Review of existing and past policies; and
  - d. Discussions with Regional District staff to gather technical information and data.

### MEMBERSHIP

1. Appointment of members to the Director Remuneration Review Committee shall be made by a panel of senior Regional District staff.
2. The appointments to the Review Committee will expire once the final recommendations are provided to the CAO.
3. The Review Committee will be composed of up to five (5) voting members selected from the community and appointed by a Senior Management Selection Panel on the basis of their experience and credentials in one (1) or more of the following areas:
  - a. Management experience of a large or complex organization.
  - b. Business experience.
  - c. Legal experience.
  - d. Human Resources experience; and
  - e. Community service or engagement.
4. The Chair of the Review Committee will be appointed by the CAO.
5. The staff liaison appointed to the Review Committee will be the Chief Financial Officer. Other staff resources will provide support as required and with the coordination of the Chief Financial Officer.
6. From time to time, other Regional District staff may be required to attend to provide technical advice and assistance.

### MEETING SCHEDULE

The chairperson will convene a Review Committee meeting upon appointment. The purpose of the inaugural meeting will be to review the Terms of Reference, establish a meeting schedule and establish preliminary research requirements.

### POLICY

1. The Review Committee will operate in accordance with the *Community Charter, Local Government Act*, the Board Procedural Bylaw No. 778, 2023, and any other applicable enactments, bylaws or policies, as amended or replaced from time to time.
2. Meetings will be held at the call of the chair.
3. Quorum will be determined in accordance with the Board Procedural Bylaw No. 778, 2023. Vacancies (but no absences) are excluded when counting the voting members in order to establish the quorum.
4. The Review Committee members must avoid conflicts of interest, in accordance with the Board Procedural Bylaw No. 778, 2023 and the *Community Charter*.



CONFIDENTIALITY

Review Committee members are expected to maintain confidentiality throughout the term of the Review Committee. Discussions and votes that take place at the Review Committee meetings are in confidence, and final recommendations will not be publicly discussed until the report is submitted and presented to the Board at a Regular Board meeting.