

People and Organization Culture Committee**Terms of Reference***Effective: September 21, 2023***Part 1: repeats the relevant section of the General Bylaws, Section 5****5.1 People and Organizational Culture Committee**

1. The Committee consists of a minimum of three members of the Board.
2. The quorum is two (2) voting members.
3. The Chair of the Board is a member of the Committee,
4. The CEO, the responsible VP and the Director of People and Culture are ex-officio and non-voting members of the Committee. Each shall meet separately with the Committee in camera at each meeting of the Committee.
5. The Committee will assist the Board in ensuring the Museum has the talent, leadership and culture it needs.

Part 2: Frequency

The Committee will meet a minimum of four times per year and at the call of the Chair.

Part 3: Reporting

The minutes of all meetings of the Committee are to be provided to the Board. Oral reports by the Chair on recent matters not yet recorded in the minutes are to be provided to the Board at its next meeting.

Special Note on the 2022 Transition to Standard Format Committee TOR's

The origin of the material that follows is: the report from consultants retained by the Board, Watson Inc, approved by the Governance Committee on 30 November 2021 and discussed with members of management on 10 February 2022; a draft set of Terms of Reference from Watson Inc, and, the Terms of Reference, Governance Nominating and Human Resources Committee dated March 13, 2014

Part 4: Responsibilities: CEO and Human Capital***Chief Executive Officer***

- In consultation with the CEO and Head of Human Resources, periodically review and recommend the CEO role description.
- In consultation with the CEO, review and recommend the CEO's annual goals and objectives.
- NB: Recent literature suggests that "performance reviews" are ineffective tools, however the Board does have a duty to assure it is aware of the quality and value of the CEO's work. Further, it is suggested that leadership style and the methods of encouragement and review thereof should be consistent throughout the organization. Accordingly, this Committee is asked to look anew at these matters:
- The Committee will work with the CEO to devise and recommend to the Board of Directors a method of discharging the Board's responsibility to interact with the CEO to enhance the CEO's

leadership skills, the setting of personal and organizational goals, and, discussing progress toward, or fulfilment of, those goals. Particular attention will be paid to the matters of equity, diversity, inclusion and accessibility (EDIA), reconciliation, decolonization and the application of DRIPA and relationships with community partners.

- The Committee will devise and recommend to the Board plans to anticipate the loss of a CEO on very short notice (emergency CEO succession), or, through an orderly succession plan and process.
- When required, recommend a process for CEO recruitment, selection, and appointment.
- When required, plan and support the transition to a new CEO.

Human Capital

- Discuss with the CEO the structure, leadership and talent development programs, succession plans and the quality of contribution of each executive reporting directly to the CEO;
- Review the Museum's Human capital strategies and their implementation.
- Annually review the Museum's total compensation budgets and people investment plans and advise the Board on their alignment with Museum goals.
- Review and recommend to the Board any proposed material changes to the design of the Museum's organizational structure.
- Monitor organizational culture including EDIA, reconciliation, decolonization, maintaining a respectful workplace, employee well-being and engagement, including review of the results of each relevant survey of employees.
- Regularly review reports from the CEO and the Head of Human Resources that provide insight into organizational health and progress on human capital strategies and plans-- these may include workforce dashboards, EDIA data and engagement results.
- Periodically review all aspects of the Museum's frameworks (including new and merging best practices as brought forward by Senior Management) relating to:
 - Talent management
 - Organizational development and training
 - Recruitment, selection, and onboarding
 - Human Resources Information Systems
 - Performance management
 - Employee and work environment
 - Labour relations

Part 5: Responsibilities: Code of Conduct and Whistleblower Policy

Each year the Committee will review and, where appropriate, recommend changes to the Code of Conduct and Whistleblower Policies.

The Committee will assist each Director charged with receipt and review of complaints made under the Code of Conduct or the Whistleblower Policy.

Part 6: Other elements of oversight (all Committees)

- The Committee, in the area of its oversight, will ensure there is a periodic review of material risks and mitigation plans therefor.
- The Committee, in the area of its oversight, will annually review the adequacy of resources available to meet the Museum's commitments.
- The Committee and its members will keep current on emerging best practices relevant to the Committee's mandate.
- Not less than annually, the Committee will review its Terms of Reference and make recommendations to the Board for any necessary changes.
- The Committee will rely upon management to provide full and accurate information.
- As required, and with prior approval from the Board of Directors, the Committee may retain expert external advisors.

APPROVED on this 21st day of September, 2023.

Leslie Brown

Chair, Royal BC Museum Board of Directors

Lorne Brownsey

Chair, People and Organization Culture
Committee