

**CEO/Registrar Performance Evaluation Committee
Terms of Reference**
(Last updated November 2018)

1. Mandate

The mandate of the CEO/Registrar Performance Evaluation Committee (the committee) is to assist with the evaluation of the CEO/Registrar on an annual basis and to make recommendations of alterations to the CEO/Registrar job description, incentives and salary.

2. Membership

The committee will be comprised of the Board Chair, Vice-Chair and one other Director. The Board of Directors will select one individual to sit as chair of the committee.

3. Eligibility

Members of the Board of Directors are eligible to sit on the committee.

4. Terms of Service

Committee members are appointed by the Board of Directors for a one year term, to a maximum of three years, with no eligibility to serve for a further term.

5. Roles and Responsibilities

In performing their duties, the members of the committee will:

- Review the process for the annual performance evaluation of the CEO/Registrar which may include tools, or external services;
- Review the assessment form;
- Ensure the CEO/Registrar has a fair and productive evaluation for the purposes of improving his/her capability and awareness; and ensure an overall positive impact to the organization;
- Provide recommendations for changes to the CEO/Registrar job description;
- Provide recommendations for incentive pay and/or changes to salary; and
- Report and recommend to the Board the outcome of the CEO's annual performance evaluation and compensation review.

6. Meetings

Committee members will meet as needed and upon the request of the Board of Directors.

Meetings may be held in person, by teleconference or other such communication method that allows all participants equal access to communicate with one another.

A quorum of the majority of committee members is required to execute the business of the committee. Each committee member has one vote. Where there is a tied vote, the Committee Chair will cast the deciding vote.

7. Communications Protocol

Unless approved by the Board of Directors, members of the committee will not communicate the activities or decisions of the committee publicly.

The committee may conduct in-camera sessions during their meetings to discuss confidential matters.

8. Access to BAO Staff Resources

The committee will be supported by one or more designated BAO staff members.

9. Expenses

Expenses incurred by the committee will be reimbursed according to the BAO's Expense Policy and Remuneration Policy.

Requests for any additional resources required to support the committee must be submitted to the BAO Board in writing.

10. Amendment, Modification or Variation

This Terms of Reference may be amended, varied or modified after consultation by committee members and approval of the Board of Directors.