

## TYPE

Board Committee directly supporting the work of the Board, composed of Directors reporting/making recommendations to the Board.

## PURPOSE

The purpose of the People & Culture Committee is to oversee and evaluate the President & CEO, uphold organizational culture and monitor member engagement.

## ROLES & RESPONSIBILITIES

- Oversee the performance of President & CEO and conduct annual evaluation.
- Annually update the President & CEO evaluation guide to reflect priorities and methods by which the performance will be evaluated.
- Annually review President & CEO compensation and succession plan.
- Review any significant changes to the organizational structure as recommended by the President & CEO.
- Review succession plans for Senior Management positions:
  - Controller
  - Marketing Director
  - Communications Director
- Monitor tone of organizational culture within WGBC and with its members and, as appropriate, make recommendations to retain top talent and ensure a positive environment.
- Monitor and review member engagement and, as appropriate, make recommendations on ways to enhance engagement processes.

## CHAIR

- The Chair is a WGBC member winery representative.
- Annually after the election of the WGBC Board of Directors, the Board of Directors appoints Director representative(s) as Chair (and/or Vice Chair and/or Board Liaison), according to Director experience and interest, and, if necessary, to further the Board Chair succession plan.

## **ROLE & RESPONSIBILITIES OF THE CHAIR**

- The Chair ensures that work is undertaken in a manner consistent with the organizational direction approved by the Board of Directors.
  - i. Focus meeting to legitimate business.
  - ii. Ensure deliberation is fair, open and thorough, but also efficient, timely, and orderly.
  - iii. Empowered to Chair meetings with all the commonly accepted power of that position (e.g. ruling, recognizing).
- The Chair reports to the Board of Directors and has no authority to speak or make decisions on behalf of the Committee and/or Board of Directors, unless explicitly authorized to do so under the circumstances.
- Should the Chair not be available, the Vice Chair and/or Board Liaison may fill the role and responsibilities of the Chair.

## **COMPOSITION AND CONDUCT**

- The Chair appoints members from the Board of Directors annually according to experience and interest in the roles and responsibilities of the Committee.
- There shall be a minimum of three Board Directors.
- The Board of Directors and Chair shall make best efforts to ensure diverse regional and size category representation.
- Membership is voluntary.
- Members are to act in the best interest of WGBC members and are required to sign (annually) and comply with the Board of Directors approved Code of Conduct.
- Any member missing two meetings without advising WGBC will be asked to step down.

## **MEMBERSHIP**

The People & Culture Committee is comprised of:

- Angela Lyons, Quails' Gate Winery (M)
- Josh Stewart, Arterra Wines Canada (L)
- Lauren Skinner Buksevics, Painted Rock Estate Winery (S)
- Mark Sheriden, Hester Creek Estate Winery (M)
- Michael Bartier, Bartier Bros. Vineyard & Winery (S)
- Mike Dowell, Liber Farm & Winery (S)
- Paul Sawler, Dirty Laundry Winery (M)
- Vincent Ong, Andrew Peller Ltd. (L)

## **MEETINGS**

- Meetings will be held (in person or virtually) when called by the Chair, but no less than two times per year.
- Meeting quorum: Majority.
- The meeting agenda will be set by the Chair, with input from President/CEO, and provided to members in advance of the meeting. Agenda topics will relate only to business of the Committee and its specified goals and deliverables.
- Meeting minutes are to be circulated to Committee members, approved at the following Committee meeting and posted in the virtual WGBC Board Binder following each meeting.

## **DECISION MAKING, ACCOUNTABILITY & REPORTING**

- The standing committee only has the authority to make recommendations to the Board of Directors.
- Decisions are to be made by majority vote.
- Recommendations to Board of Directors through Chair and/or Board Liaison.
- Reports to Board of Directors through Chair and/or Board Liaison following each meeting.

## **RESOURCES**

- Staff resources will be provided through the President and CEO.
- Members are responsible for their own expenses in relation to participating.

**Terms of Reference Monitoring: Annually following the AGM.**