

2018-04-23 Board Executive Compensation Committee Meeting

Monday, April 23, 2018 at 11:00am

Pine Street Cafe Conference Room - Tahoe Forest Hospital

10121 Pine Avenue, Truckee, CA 96161

Meeting Book - 2018-04-23 Board Executive Compensation Committee Meeting

04/23/18 Executive Compensation Committee

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ITEMS 1 - 4: See Agenda	
5. APPROVAL OF MINUTES	
2018-02-20 Board Executive Compensation Committee_DRAFT Minutes.pdf	Page 4
6. ITEMS FOR COMMITTEE DISCUSSION AND/OR ACTION	
6.1.a. Sample CEO Performance Appraisal Form.pdf	Page 7
6.1.b. Sample CEO Performance Appraisal Form.pdf	Page 13
6.2. CEO Job Description.pdf	Page 25
6.3. CEO Succession Plan Policy.pdf	Page 29
6.4. CEO Incentive Compensation	

ITEMS 7 - 9: See Agenda

No related materials.



BOARD EXECUTIVE COMPENSATION COMMITTEE AGENDA

Monday, April 23, 2018 at 11:00 a.m.
Pine Street Cafe Conference Room - Tahoe Forest Hospital
10121 Pine Avenue, Truckee, CA 96161

- 1. CALL TO ORDER
- 2. ROLL CALL

Alyce Wong, R.N., Chair; Randy Hill, Board Member

- 3. CLEAR THE AGENDA/ITEMS NOT ON THE POSTED AGENDA
- 4. INPUT AUDIENCE

This is an opportunity for members of the public to address the Committee on items which are not on the agenda. Please state your name for the record. Comments are limited to three minutes. Written comments should be submitted to the Board Clerk 24 hours prior to the meeting to allow for distribution. Under Government Code Section 54954.2 – Brown Act, the Committee cannot take action on any item not on the agenda. The Committee may choose to acknowledge the comment or, where appropriate, briefly answer a question, refer the matter to staff, or set the item for discussion at a future meeting.

- 5. APPROVAL OF MINUTES OF: 02/20/2018...... ATTACHMENT
- 6. ITEMS FOR COMMITTEE DISCUSSION AND/OR RECOMMENDATION

 - **6.3. CEO Succession Plan Policy**Executive Compensation Committee will review the District's CEO Succession Plan Policy.
 - 6.4. CEO Incentive Compensation

Executive Compensation Committee will discuss developing metrics for FY19 CEO Incentive Compensation.

- 7. REVIEW FOLLOW UP ITEMS / BOARD MEETING RECOMMENDATIONS
- 8. NEXT MEETING DATE

Executive Compensation Committee will meet quarterly or as needed.

9. ADJOURN

Note: It is the policy of Tahoe Forest Hospital District to not discriminate in admissions, provisions of services, hiring, training and employment practices on the basis of color, national origin, sex, religion, age or disability including AIDS and related conditions.

Equal Opportunity Employer. The meeting location is accessible to people with disabilities. Every reasonable effort will be made to accommodate participation of the disabled in all of the District's public meetings. If particular accommodations for the disabled are needed (i.e., disability-related aids or other services), please contact the Executive Assistant at 582-3481 at least 24 hours in advance of the meeting.

^{*}Denotes material (or a portion thereof) may be distributed later.



BOARD EXECUTIVE COMPENSATION COMMITTEE DRAFT MINUTES

Tuesday, February 20, 2018 at 10:30 a.m. Tahoe Conference Room - Tahoe Forest Hospital 10054 Pine Avenue, Truckee, CA 96161

1. CALL TO ORDER

Meeting was called to order at 10:30 a.m.

2. ROLL CALL

Board Members: Alyce Wong, R.N., Chair; Randy Hill, Board Member

Staff in attendance: Harry Weis, Chief Executive Officer; Alex MacLennan, Chief Human Resources Officer; Ted Owens, Executive Director of Governance; Martina Rochefort, Clerk of the Board

3. CLEAR THE AGENDA/ITEMS NOT ON THE POSTED AGENDA

Item 6.2, will be heard first.

4. INPUT – AUDIENCE

No public comment was received.

5. APPROVAL OF MINUTES OF: 12/12/2017

Director Hill moved to approve the Executive Compensation Committee minutes of December 12, 2017, seconded by Director Wong.

6. ITEMS FOR COMMITTEE DISCUSSION AND/OR RECOMMENDATION

6.1. Committee Charter

Executive Compensation Committee reviewed its charter.

Executive Compensation Committee proposed the following edits to the charter:

- -Under Duties, add an additional number to read "Review annually the CEO's Employment Agreement and make recommendations to the Board of Directors as necessary."
- -Add developing CEO incentive compensation criteria to list of duties.

Charter revisions will need to go back to the full board for approval.

Discussion was held about whether or not the succession plan should be part of the committee's duties. The CEO should determine the succession plan and review with the board.

Committee will review the succession plan policy and may propose it become a board policy in the future.

6.2. Policy Review

Executive Compensation Committee reviewed the following policies:

6.2.1. ABD-01 Board, CEO, and Employee Performance Evaluation

Executive Compensation Committee discussed the policy should be for just the CEO, not staff and Board of Directors. The section referencing the board's self-assessment should move to its own policy.

Committee recommended the following edits:

- -Eliminate Section A under Procedure.
- -Under Procedure, Section B:
 - -Add "November" timeframe for CEO's Annual Performance Evaluation and eliminate "at least annually".
 - -Delete Section B1 under Procedure.
 - -Change Section B2 under Procedure to read "The TFHD Board of Directors will provide regular feedback to the Chief Executive Officer relating to his/her performance in accomplishment of objectives.
 - -Add a paragraph to include an annual review of the CEO's Employment Agreement will also be conducted at the time of the performance evaluation.
- -Eliminate Section C under Procedure.

Staff was directed to formalize a policy regarding use of Tahoe Forest Hospital District and Tahoe Forest Health System.

6.2.2. ABD-02 TFHD Chief Executive Officer Compensation

Director of Governance departed the meeting at 10:55 a.m.

Committee recommended the following edits:

- -Delete Policy header and section.
- -Change header of Section A under Procedure from "Policy Statement" to "Purpose".
- -Delete last sentence in Section A of Procedure.
- -Change header of Section B under Procedure from "Guiding Principles" to "Policy".
- -Delete first two sentences and last two sentences of Section B under Procedure.
- -Change "Board Personnel Committee" to "Board Executive Compensation Committee" throughout policy.
- -Add "but not limited to" to the end of the first Total Compensation sentence.
- -Change life insurance benefit under Total Compensation section from "\$500,000" to "\$1,000,000".
- -Change header of Section D under Procedure from "Markets" to "Procedure".
- -Add "third party compensation expert" as a data source in Section D1.
- -Delete last sentence of Procedure, Section D1.
- -Add "may" to "these include" in Procedure, Section F1.
- -Items 2-9 under Section F should be bulleted, not numbered.

6.3. CEO Incentive Compensation

Executive Compensation Committee will discuss developing metrics for CEO Incentive Compensation.

Committee discussed developing CEO Incentive Compensation Criteria for fiscal year 2019 at the next committee meeting. Each metric was built on the Foundations of Excellence.

7. REVIEW FOLLOW UP ITEMS / BOARD MEETING RECOMMENDATIONS

Committee will review redline versions of the policies prior to the March board meeting.

8. NEXT MEETING DATE

Executive Compensation Committee will meet in April.

9. ADJOURN

Meeting adjourned at 12:15 p.m.



Please evaluate the CEO's performance for each *Key Accountability*. Use the "Comments" section to explain your answers (especially for those which you answered 'Fails to Meet Expectations', 'Meets Minimal Expectations', 'Exceeds Expectations' or 'Don't Know'.) Use space provided to explain evaluation or cite examples; attach additional pages if needed.

KEY ACCOUNTABILITIES AND PERFORMANCE FACTORS			EVALUATION	/COMMENTS		
Financial Management	Fails to Meet Expectations	Meets Minimal Expectations	Meets Some Expectations	Meets Expectations	Exceeds Expectations	Don't Know/ Not Applicable
In rating the CEO's performance around Financial Management	1	2	3	4	5	N/A
please consider the following: Achieves financial goals as set by the Board of Trustees. Promotes effective allocation and utilization of resources. Ensures that adequate financial controls are in place to protect the financial health of the organization. Enhances revenue and controls costs to foster achievement of planned operating and total margins.	Comments:					
Quality of Care and Service	Fails to Meet Expectations	Meets Minimal Expectations	Meets Some Expectations	Meets Expectations	Exceeds Expectations	Don't Know/ No Answer
In rating the CEO's performance around Quality of Care and	1	2	3	4	5	N/A
Service please consider the following: Fosters a culture of quality and safety within the organization. Ensures overall hospital-wide quality and compliance programs are actively in place for all services. Gains commitment from entire clinical staff to support hospital's quality improvement initiatives. Maintains organizational focus on delivering customer service that meets the highest patient satisfaction and customer service standards. Ensures that the organization takes measures necessary to promote patient and employee safety.						
Human Resource Management	Fails to Meet Expectations	Meets Minimal Expectations	Meets Some Expectations	Meets Expectations	Exceeds Expectations	Don't Know/ No Answer
In rating the CEO's performance around <u>Human Resource</u> <u>Management</u> please consider the following: Provides leadership that allows the organization to attract, retain, motivate and develop a highly qualified workforce. Manages a cohesive executive team to successfully implement organizational objectives. Strives to maintain a good working environment and high employee morale.	Comments:	2	3	4	5	N/A

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KEY ACCOUNTABILITIES AND PERFORMANCE FACTORS			EVALUATION	/COMMENTS		
Leadership	Fails to Meet Expectations	Meets Minimal Expectations	Meets Some Expectations	Meets Expectations	Exceeds Expectations	Don't Know/ No Answer
In rating the CEO's performance around <u>Leadership</u> please consider the following: Displays strong leadership in effectively navigating complex challenges facing the organization. Fosters climate that promotes effective decision-making at all levels of the organization. Demonstrates the ability to bring people together and guide them towards a common goal. Promotes and prioritizes high ethical standards for the organization.	1 Comments:	2	3	4	5	N/A
Operational and Performance Management	Fails to Meet Expectations	Meets Minimal Expectations	Meets Some Expectations	Meets Expectations	Exceeds Expectations	Don't Know/ No Answer
In rating the CEO's performance around <u>Operational and Performance Management</u> please consider the following: Exhibits understanding of key operating issues while maintaining primary focus on strategic leadership. Takes responsibility for achievement of established organizational goals. Establishes systems for monitoring performance and provides regular reports to the Board of Trustees. Oversees regulatory compliance with local, state and federal standards and takes corrective action when necessary.	Comments:	2	3	4	5	N/A
Strategic Planning	Fails to Meet Expectations	Meets Minimal Expectations	Meets Some Expectations	Meets Expectations	Exceeds Expectations	Don't Know/ No Answer
In rating the CEO's performance around <u>Strategic Planning</u> please consider the following: Effectively translates the organization's vision and mission into realistic strategic goals and objectives. Develops, communicates and leads implementation of the organization's strategic plan. Ensures that the planning process is effective and that the organization's strategic direction is clear to all staff. Obtains and allocates resources consistent with strategic priorities.	1 Comments:	2	3	4	5	N/A

KEY ACCOUNTABILITIES AND PERFORMANCE FACTORS			EVALUATION	/COMMENTS		
Board Relations and Communications	Fails to Meet Expectations	Meets Minimal Expectations	Meets Some Expectations	Meets Expectations	Exceeds Expectations	Don't Know/ No Answer
In rating the CEO's performance around <u>Board Relations and Communications</u> please consider the following: Provides the Board of Trustees with clear and timely information it needs to monitor organizational performance and make good decisions. Builds and maintains effective working relationships with Board members. Keeps Board informed of important developments and issues. Provides the Board of Trustees with on-going educational opportunities.	1 Comments:	2	3	4	5	N/A
Physician Relations	Fails to Meet Expectations	Meets Minimal Expectations	Meets Some Expectations	Meets Expectations	Exceeds Expectations	Don't Know/ No Answer
In rating the CEO's performance around <u>Physician Relations</u> please consider the following: Develops and maintains positive and productive relationships with physicians associated with the organization. Encourages input from physicians; e.g., key operational issues and strategic plan. Develops and implements a Medical Staff development plan consistent with the organization's strategic plan and direction.	Comments:	2	3	4	5	N/A
External Relations	Fails to Meet Expectations	Meets Minimal Expectations	Meets Some Expectations	Meets Expectations	Exceeds Expectations	Don't Know/ No Answer
In rating the CEO's performance around <u>External Relations</u> please consider the following: Clearly communicates the vision and mission of the organization to the community and organizational stakeholders. Effectively represents the organization's position to local, state and federal law makers. Ensures the organization participates in the identification of community health needs. Implements programs to appropriately address identified community health needs.	1 Comments:	2	3	4	5	N/A

KEY ACCOUNTABILITIES AND PERFORMANCE FACTORS			EVALUATION	/COMMENTS		
Professional Development	Fails to Meet Expectations	Meets Minimal Expectations	Meets Some Expectations	Meets Expectations	Exceeds Expectations	Don't Know/ No Answer
In rating the CEO's performance around <u>Professional Development</u> please consider the following: Remains current on healthcare industry changes and trends. Engages in personal and professional development. Attends and serves professional and civic service organizations as an organizational representative. Encourages professional development of employees.	1 Comments:	2	3	4	5	N/A
Overall Performance Rating						
Please provide your overall rating of the CEO's performance. Provide your comments in the space below.	Fails to Meet Expectations	Meets Minimal Expectations	Meets Some Expectations	Meets Expectations	Exceeds Expectations	Don't Know/ No Answer
your comments in the space below.	1	2	3	4	5	N/A
	Comments:					

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<u>Examples</u> Please identify any examples of performance that you believe are particularly noteworthy. Exp	plain how the examples illustrate your evaluation above.
Achievements Please identify any achievements you believe should be recognized.	
Improvements Needed	
Please note any areas in which the CEO's abilities or performance should be improved.	

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Addendum: CEO Goals FYxxxx

Area of Focus	Annual Goals	Status	Outcome Achieved
Strategic Planning	a.		
	b.		
2. Quality and Patient Safety	a.		
	b.		
3. Patient Satisfaction	a.		
	b.		
4. Employee Engagement/ Relations	a.		
	b.		
5. Finance/Cost Containment	a.		
	b.		
6. Community Relations	a.		
	b.		

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ABC Corporation's Current Performance Evaluation Tool President & Chief Executive Officer

Please complete the evaluation by reading the statement and circling your response (Outstanding, Excellent, Proficient, Developmental, and Unacceptable). Please include any comments you feel would clarify your response.

Definitions:

1.

Comments:

Outstanding	Results indicate performance so clearly superior as to be obvious to all from the individual's remarkable contribution in his/her field and/or other extraordinary accomplishments.
Exceptional	Results indicate performance noticeably exceeding the expected performance standards of the position.
Proficient	This is the term applied to the achievement of performance expectations established for the position. Performance indicates that the employee is consistently performing with expertise and is meeting most of the documented performance standards.
Developmental	Results indicate that the employee has not been on the job long enough to have encountered all of its aspects. Performance on those activities handled to date meets most performance standards Continued improvement is needed.
Unacceptable	Results indicate a performance that is clearly below the expected standards of the position. Performance is not adequate to meet the requirements of the position as documented in the position description. Performance must improve within a specified time frame.

The CEO is knowledgeable about healthcare needs and trends in the hospital's community.

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Additional Comments:
Achievements for 2017:
Achievements for 2017.
Goals to be Met for 2018:

Job Title:	CEO		Job Number:		0001001	
Department:	Administration		Reports To:		BOD	
Bargaining Unit:	Non-Repres	Non-Represented		Benefit Group:	Chief	
Codes:	FLSA: Exempt		EEO:	0	Finance Code	0
Prepared by:	Director, H	uman Resources	Date:	06/05/2002		
Revised by:	Director, H	uman Resources	Date:	10/31/2012		
Approved by:			Date:	Click here to		
				enter a date		

SUMMARY:

Directs all functions of the hospital in accordance with the overall policies established by the Board of Directors, and in compliance with regulatory guidelines, in order that the strategic objectives of the hospital can be attained; provides leadership and direction in ensuring the efficient, economical, effective utilization of hospital resources to meet the identified needs of the service region through quality medical and health service programs.

ESSENTIAL DUTIES AND RESPONSIBILITIES: include the following:

Assists, counsels, and advises the Board of Directors on the establishment of hospital policies; acts as agent of the Board in carrying out such policies.

Recommends District policy positions regarding legislation, government, administrative operation and other matters of public policy as required.

Assists the Board of Directors in effectively fulfilling their responsibilities by keeping the Board informed, on a monthly basis, of the operating results of the hospital; compares monthly operations to Board approved plans and budgets explaining variances that may arise.

Assists and advises the Board with respect to public District authority and changes in state statutory guidelines and requirements.

Develops appropriate strategic and annual operating plans that document the long and short-term goals and objectives of the District.

Actively pursues and supports the appraisals and development of new programs which could benefit the longrange success and survival of the District.

Establishes concise reporting relationships for all positions and departments in the hospital. Establishes methods which will foster the achievement of hospital goals and objectives and support the efficiency and effectiveness of all operations through proper communication and coordination.

Coordinates all operations with the medical staff, its committee structure and its leadership; demonstrates a proactive and positive relationship with the medical staff.

Ensures a consistency of purpose and mutuality of interest between the operations and bylaws of the medical staff and the policies and bylaws of the District.

Develops and maintains QI and PIP Programs designed to enhance quality and customer satisfaction.

Establishes operating policies and procedures for all departments, delegating specific responsibility for documentation, monitoring, compliance, and reporting or results to subordinates, as required.

CEO

Establishes and maintains a comprehensive budgeting program for the hospital. This program includes an appropriate consideration of operational, financial and statistical information needed to efficiently and effectively control all District operations.

Consistently generates sufficient net income to meet established financial goals.

Develops strong marketing and public relations programs.

Ensures the competitive viability and continuance of the hospital marketing plan in the marketplace.

Through various marketing techniques, encourages the development of services which promote District growth and expanded potential constituencies.

Ensures the coordination of Auxiliary and Foundation bylaws and operations with the bylaws and operations of the District.

Establishes a proper, consistent image of the District and its operations.

Personally represents the District to a variety of individuals, community groups, and health industry organizations.

Maintains active professional contacts through local, state and national associations in order to effectively network, as required.

Actively participates in outside programs and community affairs in order to represent the District, as appropriate.

Demonstrates the ability to effectively represent the District at national, state and local meetings, conferences and conventions, as required.

Remains current with national and local issues affecting District administration and their potential impact on the District: serves as a well-informed advisor to the Board of Directors.

Demonstrates System Values in performance and behavior.

Complies with System policies and procedures.

Other duties as may be assigned.

QUALIFICATIONS:

To perform this job successfully, an individual must be able to perform each essential duty satisfactorily. The requirements listed below are representative of the knowledge, skill, and/or ability required. *Reasonable accommodations may be made to enable individuals with disabilities to perform the essential functions.*

SUPERVISORY RESPONSIBILITIES:

Carries out supervisory responsibility in accordance with the organization's policies and applicable laws. Responsibilities include interviewing, hiring and training employees; planning, assigning and direction work; appraising performance, rewarding and disciplining employees; addressing complaints and resolving problems.

EDUCATION AND EXPERIENCE:

Master's degree (M.A.) in Hospital Administration or related filed or Doctoral degree (Ph.D.). Minimum of five years experience in health Care Administration.

CEO

LICENSES, CERTIFICATIONS:

Required: Valid drivers license

Preferred: None

OTHER EXPERIENCE/QUALIFICATIONS:

Current membership in professional organization preferred (e.g. H.F.M.A., A.C.H.E.).

COMPUTER/BUSINESS SKILLS:

Ability to use office machines. Demonstrated ability to use word processing and other Microsoft Office programs.

LANGUAGE SKILLS:

Ability to read, analyze, and interpret the most complex documents. Ability to respond effectively to the most sensitive inquiries or complaints. Ability to write speeches and articles using original or innovative techniques or style. Ability to make effective and persuasive speeches and presentations on controversial or complex topics to top management, public groups, and/or boards of directors.

MATHEMATICAL SKILLS:

Ability to work with mathematical concepts such as probability and statistical inference, and fundamentals of plane and solid geometry and trigonometry. Ability to apply concepts such as fractions, percentages, rations, and proportions to practical situations.

PURPOSE OF CONTACTS:

The purpose is to justify, defend, negotiate, or settle matters involving significant or controversial issues. Work at this level involves active participation in conferences, meetings, hearings or presentations involving problems or issues of considerable consequence or importance.

REASONING SKILLS:

Ability to define problems, collect data, establish facts, and draw valid conclusions. Ability to interpret an extensive variety of technical instructions in mathematical or diagram form and deal with several abstract and concrete variables.

Patient Ages

All Ages

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Ability to:		Lift/Carry	
Stand	0	Up to 10 lbs	Ο
Walk	0	Up to 25 lbs	Ο
Sit	F	Up to 50 lbs	Ν
Handling/Dexterity	F		

Hearing

Ability to hear F

Vision

Near F Distance O Color O
Peripheral F Depth Perception F

CEO

Ability to wear Perso	nal Protective Equipment (PPE)	N	
Environmental Exp Will Occasionally Be		onditions	
Work Environment Quiet noise level			
Definitions: N (Never) O (Occasionally) F (Frequently) C (Constantly)	Occupation requires this activity Occupation requires this activity Occupation requires this activity Occupation requires this activity	up to 3 hours 3-6 hours	
I have read and rece	eived a copy of this job description:		
Print Name			Date



Current Status: Active PolicyStat ID: 3319185



 Origination Date:
 09/2012

 Last Approved:
 02/2017

 Last Revised:
 03/2013

 Next Review:
 02/2018

Department: Human Resources - AHR

Applies To: System

CEO Succession Plan, AHR-113

PURPOSE:

To provide a formalized plan of action and activities in the event of a planned or unplanned leadership vacancy. Such a plan allows for a smooth transition when a leader leaves, provides continuity in leadership and avoids extended and costly vacancies in a key position.

PROCEDURE:

- A. Driven by the Board of Directors with staff support from Human Resources Director.
 - Define the three situations for need of succession plan: in case of an immediate need (illness of CEO, etc), a short term transition (less than 12 months), or long term transition (greater than 12 months).
 - a. Immediate:
 - i. The board will ask Human Resources Director to implement search process to determine search firm immediately.
 - ii. The process outlined below will be followed; however, the time frame will be shortened in order to find a candidate sooner.

b. Short term:

- i. The board will discuss a transition process with the CEO, setting a time frame for determining search firm, needs, allowing time for interviewing and referencing in order to have a CEO hired and on-site within a reasonable time of CEO departure.
- ii. The process outlined below will be followed.

c. Long Term:

- i. The board and CEO will discuss potential internal candidates for CEO replacement. If viable candidates exist, the CEO will prepare a leadership development program for such candidates, including a variety of outside educational opportunities to broaden candidate's experience.
- ii. If no internal candidates are currently employed, the CEO will consider hiring a potential replacement, based on expected departure date.

2. The process:

a.

- i. Responsibilities
- ii. Board utilizes support of Human Resources Director to assist with the recruitment/search process
- iii. Board assigns responsibility to engage search firm and source candidates to either a special committee or the Personnel Committee.
- iv. Board engages in discussion as to what makes an ideal candidate.
- v. Board determines final selection panels: Board, Medical Staff, and TFHS staff.
- b. Engage executive search firm.
 - i. Human Resources Director will coordinate process with search firm for meetings with committee to agree on clear shared expectations of characteristics of ideal candidate.
 - ii. Search firm sources candidates to Human Resources Director and Board. This includes any internal candidates.
 - iii. Board narrows selection by review of resumes and/or phone interviews.
 - iv. Board interviews top 2-3 candidates in person in Truckee.
 - v. Final candidates interview with others as identified by the Board in step B.1.c.iv
 - vi. Board makes selection.

3. Annual Review

a. After initially setting this process, the Board will review the responsibilities on an annual basis to ensure the process is current.

Related Policies/Forms:	
References:	
Policy Owner: Human Resources Director	
Approved by: Personnel Committee, Governance Committee	

All revision dates: 02/2017, 03/2013

Attachments:

No Attachments

Approval Signatures

Step Description	Approver	Date
	Alex MacLennan: Director, Human Resources	02/2017
	Lauren Caprio: HR Associate	02/2017