

HUMAN RESOURCES COMMITTEE MANDATE

The Human Resources Committee of the Opimian Board of Directors (the “Committee”) is established with the following structure, mandate and processes.

A. COMPOSITION

The committee shall have at least three members, all appointed annually by the Board. The Board will also appoint the Chair of the Committee. In making the appointments the Board will be guided by the following considerations:

- (a) Where possible, at least one of the members will have Human Resources and/or Compensation expertise,
- (b) Members will have no personal or familial relationships with office staff,
- (c) One member should be a member of the Governance Committee of the Board,
- (d) One member should have detailed knowledge of the Area Representative role, and
- (e) Appointments should be made to promote committee continuity and should take into account the time remaining to members on the Board. Ideally, members will be expected to serve for three years with the proviso that the entire committee not turn over in a single year.

B. QUALIFICATIONS

Senior management or HR experience would be useful.

C. PURPOSE OF COMMITTEE

In general, the Committee is charged by the Board with providing thoughtful input, rigorous oversight and measured approval with respect to issues that fall within its mandate. The committee is expected to play an active role in shaping and approving executive compensation and other Human Resource programs but the role is neither to replace nor replicate the role of management. This means the Committee does not review any staff specific issues outside the mandate outlined below.

1. The Committee is charged with reviewing and recommending for approval to the full Board matters relating to:
 - (a) Overall compensation philosophy for the organization and all aspects of executive pay, including the level and mix of components,
 - (b) General Manager (“GM”) performance including management succession planning,
 - (c) Master of Wine’s performance including the development of a succession plan for this position,

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- (d) Selection of organizations used for benchmarking compensation to competitors' pay,
 - (e) GM and certain other executives' pay and performance links,
 - (f) Internal HR related policies including but not limited to non-harassment, whistleblower, employee development, performance appraisal and conflict of interest,
 - (g) Material changes in the organization structure of Opimian. "Material" in this case means where there are significant changes to the number and/or responsibilities of executive staff reporting directly to the GM and/or changes to the status/responsibilities of the Area Representative network,
 - (h) Employment agreements,
 - (i) Pension plan eligibility and design,
 - (j) Non-statutory employee benefits, and
 - (k) Executive compensation disclosure.
2. The Committee is further charged by the Board to ensure that:
- (a) Management has effective policies, processes and compensation planning in place to:
 - i. Retain key employees,
 - ii. Identify and reward high-performing and high-potential employees, and
 - iii. Manage underperformers.
 - (b) The Committee reviews any specific staff complaints lodged against the GM or Master of Wine, or as required under the Business Conduct and Ethics Policy.

D. AUTHORITY

1. The Committee has the authority to engage, dismiss and approve the fees of outside advisors retained in the service of this mandate and will report any such decision at the earliest following Board meeting.
2. The Committee will document its decision-making process by producing minutes of decisions that are sufficiently detailed to demonstrate that it has applied the requisite level of due diligence to the matter under consideration.

Adopted by the Board September 23, 2014