

**RESOLUTION
OF THE
MIRAMICHI SALMON ASSOCIATION INC.
(the "Association")**

BE IT RESOLVED THAT:

The By-Laws of the Association be amended as follows:

1. By deleting section 27 and substituting therefore the following:

"27. (a) The Board of Directors shall have the following standing committees:

- i. Finance Committee;
- ii. Nominating Committee;
- iii. Human Resources Committee;
- iv. Conservation Planning Committee;
- v. Development Committee;
- vi. Membership Committee;
- vii. Education Committee;
- viii. Communications Committee;
- ix. Land Use Committee; and
- x. Executive Committee.

(b) The Board may, by resolution, from time to time, establish any other committee which it deems necessary to assist the Board in the carrying out of its duties, appoint the members of all committees formed pursuant to this section 27 of the Association's By-Laws, and prescribe the duties and terms of reference for the various committees.

(c) The duties and terms of reference of the Human Resources Committee are as contained in Appendix "A" annexed to the Association's By-Laws."

APPENDIX "A"

HUMAN RESOURCES COMMITTEE TERMS OF REFERENCE

1. Definitions:

- 1.1 "Association" means the Miramichi Salmon Association Inc.;
- 1.2 "Board" means the Board of Directors of the Association;
- 1.3 The "HR Committee" refers to the Human Resources Committee.

2. Committee Chair:

- 2.1 The Chair of the HR Committee shall be the Chair of the Board;
- 2.2 The role of the HR Committee Chair is to oversee the effective functioning of the Committee and to demonstrate leadership and awareness in ensuring the Committee's work is a representation of best Human Resources practices;

3. Mandate:

Subject to the powers of the Board, the mandate of the HR Committee is to review, report on and, if required, make recommendations to the Board on matters relating to Human Resources, as well as the representation of women on the Board, compensation policies and compensation for all salaried officers and employees of the Association, and to establish a plan of continuity for the management of the Association.

4. Membership:

- 4.1 The members of the HR Committee shall be the officers elected pursuant to section 22(a) of the Association's By-Laws.
- 4.2 The HR Committee may, from time to time, appoint advisors to the HR Committee who are not directors of the Board or members of the Association, but who possess skills or experience that would be of ongoing benefit to the HR Committee in carrying out its mandate.
- 4.3 The Chair of the Finance Committee shall be a member of the HR Committee.

5. Meeting Procedures:

- 5.1 The quorum for meetings of the HR Committee is a majority of the members of the committee.
- 5.2 The members of the HR Committee may vote and otherwise participate in a meeting of the HR Committee by means of a telephonic, electronic, or other communications facility made available by the Association that permits all participants to communicate adequately with each other during the meeting. A person participating in a meeting of the HR Committee by such means is deemed to be present at the meeting.
- 5.3 In the absence of the Chair from any meeting of the HR Committee, the remaining members may choose a Chair from among them and proceed with the meeting, provided that the quorum is met.
- 5.4 Each member of the HR Committee shall have one vote on each matter to be decided.
- 5.5 All decisions of the HR Committee shall be decided by a majority vote.
- 5.6 The Chair of the HR Committee shall have a second or casting vote in the event of a tie.
- 5.7 The HR Committee shall meet as frequently as it determines necessary.
- 5.8 The time and place for the meeting of the HR Committee are to be held and the procedures at such meeting shall be determined solely by the HR Committee, except as otherwise established herein.

6. Duties and Responsibilities:

6.1 Oversight of Salaried Officers' and Employees' Compensation, Performance Assessment and Succession Planning:

The duties and responsibilities of the HR Committee include the following:

- 6.1.1 Monitoring executive management's performance assessments and all salaried employees' performance assessments where deemed necessary, succession planning and compensation in conjunction with the Finance Committee where deemed appropriate;
- 6.1.2 Ensuring that appropriate mechanisms are in place regarding succession planning for the position of all officers designated under section 22(a) of the Association's By-Laws;
- 6.1.3 Recommending the appointment of executive management and approving the terms and conditions of their appointment and termination or retirement;
- 6.1.4 Reviewing corporate goals and objectives relevant to the President, evaluating the

President's performance based on those goals and objectives and such other factors as the Association and HR Committee deem appropriate and in the best interests of the Association and its members, and recommending the President's compensation based on this evaluation for approval by the Board;

- 6.1.5 Reviewing and making recommendations to the Board for their approval, the development of new or revised salary structures and incentive for all salaried employees of the Association.

6.2 Performance Evaluation of HR Committee and the Board, and Diversity:

- 6.2.1 Overseeing that the processes are in place to evaluate the performance of the HR Committee;
- 6.2.2 In reviewing annual Board performance and effectiveness, the HR Committee will consider the balance of skills, experience and knowledge on the Board and the diversity representation on the Board, including gender, how the Board works together as a unit, and other factors relevant to its effectiveness.