

**APPENDIX G – TERMS OF REFERENCE FOR THE HUMAN RESOURCES  
AND COMPENSATION COMMITTEE**

**I. Purpose**

The purpose of the Human Resources and Compensation Committee (the "Committee") is to provide oversight in ensuring a high quality of leadership and an employee relations strategy that provides for ongoing flexibility and productivity throughout YNG (the "Company"). Specifically, the Committee will ensure that the human resources plans and programs are designed to establish a challenging, productive and pleasant workplace for its employees, treating them with fairness, offering them competitive salaries and benefits and otherwise reflect the Company's human resources values and principles.

**II. Composition and Terms of Office**

The Committee shall consist of the Company's Chair of the Board of Directors and at least two other directors. The Committee shall meet not less than four times per year.

**III. Duties and Responsibilities**

The Board hereby delegates to the Committee the following powers and duties:

1. The Committee shall develop a YNG compensation philosophy and guidelines that are competitive and motivating, and that attract and retain all employees, management and staff alike.
2. The Committee shall design and recommend for approval by the Board of Directors, the terms of the YNG Pension Plans and Supplemental Retirement Plans (when appropriate).
3. The Committee shall review submissions from the President and recommend approval to the Board of Directors, recruitment, appointments or terminations of Officers who are direct reports to the President.
4. The Committee, in accordance with Appendix Q, shall evaluate the President's performance and recommend approval of the consolidated appraisal statement to the Board.
5. The Committee shall review and update the Executive Total Compensation Package (Base Pay, Incentive Pay, Benefits, Perquisites) annually to ensure it is competitive the marketplace and meets YNG's compensation philosophy.
6. The Committee shall review and approve as appropriate, the selection and terms of reference of outside consultants retained to provide benchmark analysis and advice for compensation programs (if required).
7. The Committee shall review and approve annually, compensation, incentive payments, perquisites and benefits of the President and of Officers who are direct reports to the President.

8. The Committee shall review and approve annually, management's succession plans and career planning and development for Officers who are direct reports to the President.
9. The Committee shall review and recommend updates to its terms of reference to the Corporate Governance Committee of the Board of Directors annually and provide the members with access to such terms of reference.
10. The Committee shall also have such other powers and duties as may be delegated to it from time to time by the Board of Directors.
11. The Committee shall report to the Board of Directors at the next Board meeting, all such action it has taken since its previous report to the Board of Directors.

**IV. HRC Committee Timetable**

The major activities of the HRC Committee are outlined below.

<b>V. Human Resources and Compensation <i>Committee</i> Timetable</b>												
<b>Agenda Items</b>	<b>Jan</b>	<b>Feb</b>	<b>Mar</b>	<b>Apr</b>	<b>May</b>	<b>June</b>	<b>July</b>	<b>Aug</b>	<b>Sept</b>	<b>Oct</b>	<b>Nov</b>	<b>Dec</b>
Approve the terms of reference and provide guidance to the outside consultants for their input to the annual Total Compensation review		X										
Biannual review and approval of the Executive Total Compensation Package					X							
Review and approve management succession plan; career planning and development for officers					X							
Discuss President's Evaluation with President; formulate recommendations to Board of Directors		X										
Approve base salaries for Officers who are direct reports to President and CEO		X										
Approve changes to compensation and benefits, including short and long-term incentive payments, of President and CEO										X		

