



Governance & Nominations Committee Report November 2015

Committee Members

Paul Osland (Committee Chair)
Lisa Ferdinand
Joanne Davidson

Committee Meetings

1. Apr 1st - conference call
2. Apr 28th - conference call
3. Jun 26th - conference call
4. May 19th - conference call
5. Oct 26th - conference call

Attendance at Committee Meeting(s)

Paul Osland	(5/5)
Lisa Ferdinand	(5/5)
Joanne Davidson	(5/5)

Summary

The Governance and Nominations Committee is a committee of the Board that possesses specific powers under the By-law and the Governance Policies. The Committee is responsible for the good governance of the corporation and for overseeing recruitment, orientation and development of the Directors and the Board.

Specific Duties

The Governance and Nominations Committee shall:

- a) Review by-laws periodically to ensure that they are current and ensure that approved governance policies and actual practices are consistent with the by-laws and with each other.
- b) Develop and recommend governance policies and amendments thereto as necessary.
- c) Review the structures and policies that govern the Board and its committees to ensure they are current and effective in achieving annual and long term goals of the Organization, and make recommendations to the Board regarding modifications to these that it deems advisable.
- d) Conduct periodic compliance audits on selected governance policies to ensure that



- Board conduct and practices comply with approved policies.
- e) Consult with Board members with respect to an annual work plan for this committee and the Board and recommend such for the Board.
 - f) Review and make recommendations to the Board with respect to complaints against Board members or any other extraordinary matters related to the code of conduct or conflicts of interest referred for its attention by Board committees, members, staff, or contractors.
 - g) Annually identify intentions of current Board members with respect to their continuing service on the Board to ensure timely succession planning for the Board and committees.
 - h) Identify the characteristics, qualifications and recruitment strategies required to fill immediate and prospective vacancies on the Board and its committees and communicate these to the Governance Committee.
 - i) Ensure orientation of new members to the Board and identify and plan for the continuing education needs of current Board members.
 - j) Ensure the periodic evaluation of Board and Director performance against standards and expectations as prescribed in the by-law and these policies.

Accomplishments

1. Revised and approved 2015 Governance work plan – see attached
2. Collected signed oath of office from all board members
3. Revised wording in AO Bylaws for clarity – to be voted on at AGM
4. Revised wording in AO Governance document for clarity
5. Held nominations process to prepare the Board slate recommendation for AGM
6. Discussed general AO administration issues
7. Conducted Board and Committee survey's to obtain feedback for continuous improvement of Board and Committee's
8. All other Governance work plan activities either completed or in progress for completion by year end.

Near-Term Plans

Organize and deliver annual Board Orientation for staff and board.

Formal Motions to the Board

The HR Committee request that the Board to approve revised wording in AO Bylaws for clarity – to be voted on at AGM.

Report submitted November 13th, 2015.

Paul Osland

Chair, Governance & Nominations Committee