



TERMS OF REFERENCE

GOVERNANCE AND NOMINATING COMMITTEE **Revised December 2018**

PURPOSE

The Governance and Nominating Committee is a committee of the Board that possesses specific powers under the By-law and these Governance Policies to recommend candidates for the Board for approval by the members. The By-law and the Governance Policies specify the terms of reference, procedures and composition of this Committee. The Committee is responsible to identify potential candidates for election to the Board, in keeping with the criteria set by the Board. Prior to the Annual General Meeting, and in consultation with Board and members, prepare a slate of Directors for presentation, to the membership at the Annual General Meeting, ensure the appropriate conduct of elections or acclamations and ensure proper orientation and continuing education and evaluation of the performance of the Board and its members.

COMPOSITION

The Governance and Nominating Committee shall include:

- Chair (Vice-Chair)
- Two (2) appointed directors
- AO Chair (ex-officio)
- Chief Executive Officer (ex-officio & non-voting)

The Chief Executive Officer shall attend all meetings of the Committee except for portions declared by the Chair to require in-camera deliberations.

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 there to 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.

MEETINGS

The Committee will meet as required or at a minimum, will meet four times per year. Meetings may be held in person or by telephone conference.

Carrying out the work of the Committee effectively requires a commitment to attend all meetings. Any Committee member who is absent, without reasonable excuse as determined by the board, from three consecutive meetings, will be considered to have resigned his/her position and shall be so informed in writing.

REPORTING

The Committee will report on a quarterly basis to the board or as required, through its Chair.

EVALUATION

The Executive Committee will review the performance of the Committee on an annual basis and these terms of reference as required.

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OWNER:	STATUS:	DATE:
Board	Approved	December 2018