

Terms of References of the Governance and Nominations Committee

Purpose and Duties

1. The Governance and Nominations Committee meets at the request of the Board or the Chair to provide advice on policy governance matters, and the Board's effective and efficient operations and succession planning. These responsibilities are subject to the Bylaws and Board policies.
2. The Governance and Nominations Committee is obliged to act on any other matters assigned by the Board.

Membership

1. The Governance and Nominations Committee includes:
 - 1.1. One board member appointed or elected by the Board of Directors as the Chair.
 - 1.2. The President Elect will be appointed as Vice-chair of this committee. When there is no President Elect on the board one board member at large will be appointed or elected as Chair of this committee;
 - 1.3. Three or more members will be appointed or elected by the Board of Directors.
2. A quorum of the committee is three committee members, with one being the Chair or Vice-chair. In the event a member is not capable of personally carrying out their powers and duties, the Committee can continue to deal with its core business.

Terms of Office; Appointment, Reappointment and Termination of Membership

1. The Board will appoint a board member as Chair of the committee and another board member(s), or delegate, as Vice-chair(s).
2. The Vice-chair(s) will act on behalf of the Chair in the latter's absence.
3. The Board will appoint other members to the committee for a one-year term.
4. A committee member continues to hold office after their term, until the member is re-appointed or a successor is appointed.
5. The Board may make temporary appointments to the committee, to fill vacancies in committee membership, until a formal request for committee

membership and selection process has been initiated and successfully concluded.

6. Committee members will normally be appointed by the Board's second meeting following the Annual General Meeting.

Duties and Responsibilities of the Chair, Vice-chair and Members

The Committee Will:

1. Ensure the Board and board governance committee members are properly oriented initially and on an ongoing basis.
2. Ensure that Board and board governance committees (collectively and individual members) are evaluated periodically.
3. Deal with any matter, unless the Board has specifically entrusted this matter to another Standing Committee.
4. Prepare documents or reports for the Board or members' consideration.
5. Provide advice on policy governance matters, and the Board's effective and efficient operations and succession planning.
6. Accept volunteer applications and assign/manage appropriate volunteer duties and allocations.
7. Maintain and update the Board's Orientation Manual.
8. Maintain and update the Board's mentorship program.

Reviewed: December 2013

To be reviewed: December 2015