

TERMS OF REFERENCE FOR THE GOVERNANCE COMMITTEE

I. PURPOSE

The purpose of the Governance Committee (“the Committee”) is to provide a focus on governance that will enhance the Institution’s performance. The Committee assesses and makes recommendations regarding Board effectiveness, provides direction regarding ongoing Board development and leads the process for recommending Board criteria to the Government, for consideration when appointing new Board members.

II. COMPOSITION AND OPERATIONS

- A. The Committee shall be composed of at least three members of the Board and the President.
- B. The Committee shall operate in a manner that is consistent with the Committee Guidelines in the Board Manual.
- C. The Committee shall meet as required.

III. DUTIES AND RESPONSIBILITIES

The Committee has the responsibility to:

- A. Review annually, for Board approval, a Board Manual outlining the policies and procedures by which the Board will operate, Board Bylaws, and the terms of reference for the Board, the Board Chair, the President, a Board member and Committees.
- B. Recommend to the Board, and annually implement, an appropriate evaluation process for the Board, the Board Chair, and committees.
- C. Develop recommendations regarding the essential and desired experiences and skills for potential Board members, taking into consideration the Board’s short-term needs and long-term succession plans.
- D. In consultation with the President, recommend to the Government the criteria and potential candidates the Government should consider when appointing new Board members.
- E. Review, monitor and make recommendations regarding orientation of new Board members and ongoing development.

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- F.** Recommend to the Board any reports on governance that may be required or considered advisable.
- G.** At the request of the Board Chair or the Board, undertake such other corporate governance initiatives as may be necessary or desirable to contribute to the success of the Institution.

IV. ACCOUNTABILITY

The Committee shall report its discussions to the Board by maintaining minutes of its meetings and providing a report at the next Board meeting.

V. COMMITTEE TIMETABLE

The timetable on the following pages outlines the Committee's schedule of activities.

