

Board Special Resolution I.3:

Nominating & Governance Committee

Terms of Reference

Category: Board of Governors

Approval: Board of Governors

Responsibility: University Secretary

Date: March 22, 2002, Revised March 28, 2008

The Nominating and Governance Committee will:

- monitor the Board's governance practices, structures, by laws, regulations and performance and report, with recommendations if indicated, to the Board annually in this regard
- monitor the membership needs of the Board and solicit, receive and review names of potential members of the Board
- nominate individuals for election and reappointment to the Board
- recommend committee assignments, committee chairs and member assignments to other University committees
- monitor and evaluate the contributions and leadership potential of individual Board members to assist the Chair of the Board who shall be responsible for ensuring implementation of member development
- recommend individuals for honorary membership
- initiate and monitor orientation, development and recognition programs
- initiate and manage processes for Board Chair and Board Vice-Chair succession and make recommendations to the Board in this regard
- maintain a watching brief on evolving best practices in governance and review the governance practices of the university every five years

Composition:

- The Chair of the Board (ex officio)
- The President (ex officio)
- such other members of the Board as the Board considers appropriate, one of whom will chair the committee
- such other members as the Board considers appropriate, who are not members of the Board

Members of the Board will form a majority of members of the Committee.