



Terms of Reference for the Governance Committee

1. Purpose

The purpose of the Governance Committee is to:

- A. Provide a focus on governance that will enhance the Council's performance.
- B. Assess and make recommendations regarding Council membership
- C. Assess and make recommendations regarding Board effectiveness.
- D. Establish a process for identifying, recruiting, appointing, orienting and providing ongoing development for directors.

2. Composition and Operations

The Committee shall be composed of not fewer than three members, appointed by the Board, one of whom shall be designated Committee Chair. The Board Chair is an ex-officio member of the Committee

A quorum will be constituted when fifty per cent of voting committee members are present. If quorum is not present, decisions made by the committee must be subsequently ratified when a quorum is present, or by distributing the decision by email or fax to the Committee members and requesting endorsement. The Board of Directors must be advised when a decision cannot be ratified by the Governance Committee.

3. Meetings

- A. The Committee shall meet at least two times each year and otherwise as necessary.
- B. The Corporate Secretary will be secretary to the Committee.
- C. The Committee Chair is responsible for the following:
 - (i) preparation of the agenda for Committee meetings;
 - (ii) providing direction to management on behalf of the Committee
 - (iii) transmitting to the Board materials generated by the Committee, including Committee minutes ; and
 - (iv) reporting to the Board on the activities and recommendations of the Committee.

4. Duties and Responsibilities

Subject to the powers and duties of the Board, the Committee will perform the following duties:

Corporate Governance

- A. The Committee is responsible for monitoring governance developments, best practices for corporate governance and furthering the effectiveness of the Council's corporate governance practices.
- B. Ensure appropriate structures and procedures are in place to allow the Board to function independently of management.

Membership

The Committee will review and recommend to the Board for approval

- A. As required membership criteria for the Council including classes of membership
- B. In consultation with the Audit and Finance Committee, dues or assessments payable by members, if required

Board & Committees

The Committee will review and recommend to the Board for approval:

- A. prior to the annual general meeting and in consultation with the Chair and the CEO, the composition of the Board and the Board committees and recommend any necessary changes to the Board.
- B. as required, candidates for the appointment of the Chair and the CEO.
- C. annually with the Board Chair and Committee Chairs, the mandate, scope, duties and responsibilities of the committees and any changes required.
- D. the Council's approach to corporate governance including the needs of the Board in terms of the frequency and location of Board and Committee meetings, meeting agendas, discussion papers, reports and information, and the conduct of meetings and make recommendations to the Board as required.
- E. Reimbursement guidelines for directors.

Director Selection, Orientation, Education & Evaluation

- A. In consultation with the Board Chair, recommend to the Board, criteria and a process for identifying potential candidates appointing directors not appointed by member organizations.
- B. Review, monitor and make recommendations regarding the orientation process for new directors and ongoing development of existing directors.
- C. In conjunction with the Chair, recommend to the Board a director evaluation process and when approved, conduct an annual evaluation of the performance of individual directors, the Chair, the chairs of the committees, the Board as a whole and the committees, including its own performance.
- D. Develop recommendations regarding the essential and desired experiences and skills for potential directors, taking into consideration the Board's short-term needs

and long-term succession plans and recommend any changes to the eligibility criteria to the Board for approval.

- E. Annually review and update the Board Manual including the policies and procedures by which the Board will operate and the terms of reference for the Board, the Board Chair, Board Director, the CEO, and Board committees.
- F. Establish and annually review a succession plan for the Chair and the chair of each committee.

Other

- A. Ensure there is a system that enables a committee to engage separate independent counsel in appropriate circumstances, at the Council's expense, to assist that director in overseeing his/her responsibilities.
- B. Recommend to the Board any reports on corporate governance that may be required or considered advisable.
- C. 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 Council.
- D. Annually, review and evaluate the Terms of Reference and the Committee's performance and report its evaluation and any recommendations for change to the Board.

5. Accountability and Authority

- A. The Committee shall keep written records of its meetings and report its discussions to the Board by oral or written report at Board meetings.

In fulfilling its mandate, the Committee will have the authority to:

- B. Hire and terminate any independent governance consultant to the Committee and set compensation and other terms for the consultant.
- C. Access appropriate funding as determined by the Committee to carry out its duties.
- D. Communicate directly with the Council's Counsel and any member of senior management as the Committee deems appropriate