

NOMINATING/ GOVERNANCE COMMITTEE
Draft Terms of Reference
(Date)

PURPOSE

To build and maintain a comprehensive and effective governance structure that guides and supports the organization.

ACCOUNTABILITY

As a committee accountable to the Board, the Nominating/ Governance Committee will report regularly to the Board.

MEMBERSHIP

- (x number of) Board members
- Executive Director (ex officio)
- The Committee Chair will be a Board members and will be named by the Board
- The Committee may increase its membership as necessary to include community and partners

FUNCTIONS/TASKS

1. Develop and recommend to the Board the organization's approach to governance issues
2. Recommend policies and procedures to promote a culture of integrity throughout the organization, including reviewing compliance with the codes of conduct of the Board
 - a. Recommend to the Board revision of existing and adoption of new Board policies as required to ensure support for the accomplishment of Organization's goals and mission. (Note: operational procedures do not typically require Board approval unless they directly impact the Board or its individual members eg. cheque signing policy)
 - b. Ongoing review and revision of policies once every three years or sooner as occasion warrants (eg. new legislative requirements). At the beginning of each cycle, the Committee will set out a schedule for policy review
 - c. Review policies regarding director indemnification and protection, including director and officer insurance.
 - d. Regular review of the corporation's Bylaw to ensure relevance and compliance
3. Help ensure the Board's and organization's compliance with all applicable government legislation and other regulations.
4. Oversee the Board's relationship with management
5. Identify, interview and recommend to the Board potential nominees for the Board and Committees
 - a. Identify gaps in skills, qualification and experience for Board/Committee membership
 - b. Review the attendance and participation of Board members at meetings

- c. Present a proposed list of candidates for election to the AGM
6. Lead the Board through an annual self-assessment process.
7. To ensure an orientation program is provided to new Board members.
8. Identify the need and opportunities for board development and learning.

MEETINGS

Frequency: As required by the Chair, but not less than four times annually.
Minutes: To be kept in minute books at the Centre with copies circulated to committee members and Board President after each meeting.

EVALUATION

Formally on an annual basis prior to the AGM and informally at each meeting.