



BOARD OF GOVERNORS GOVERNANCE AND NOMINATING COMMITTEE

TERMS OF REFERENCE

1. To consider and make recommendations to the Board on issues surrounding the composition, structure, roles, responsibilities, and procedural matters of the Board of Governors and its Committees, in order to improve their effectiveness, relevance, clarity and efficiency.
2. To develop and review the Code of Conduct for members of the Board of Governors and to monitor compliance to the code and to ethical business and good governance practices.
3. To provide for the periodic confidential assessment of the effectiveness of the Board, its Committees, Chairs and individuals in their capacity as Governors.
4. To facilitate the consideration by the Board of matters related to Board orientation, development, continuing education, and strategic planning in order to support a solid understanding of the University's current state of affairs and good governance practices.
5. To periodically review the methods used to distribute meeting materials and communications to Board members, the general practices of the Board and its administrative support, and to review members' communication needs and time constraints, thereby ensuring optimal use of members' time in board governance matters and ongoing meetings.
6. To act as the Nominating Committee of the Board for the purpose of making recommendations to the Board and other appointing bodies for the appointment of Board and Board Committee members and to ensure that succession plans are in place for Board members, Chair, Vice-Chair and Committee Chairs.
7. To see to other governance matters that may be referred by the Board to the Committee on occasion.
8. Term of office is for one year from June 1 to May 31.
9. Composition:
 - the Vice-Chair of the Board (as Chair)
 - the Chair of the Board
 - the Chancellor
 - the President
 - two other members of the Board who are not students
 - one student member of the Board