

5.3-3 Governance and Nominating Committee Terms of Reference

Authority & Reporting. The Governance and Nominating Committee (GNC) operates as a Standing Committee under the authority of the Board and as outlined in the Corporate By-Law, Article 8. The GNC reports to the Board; no decision of the GNC shall be binding on the Board until approved or ratified by the Board.

Administration: Support is provided by the office of the CEO.

Schedule: The Committee meets at least four times per year at the call of the Chair.

Membership and Quorum. Quorum shall consist of more than 50% of the voting members who are present. If absent, the Board Chair or Board Vice-Chair do not count toward quorum. Note, the term Director means elected Director.

The membership of GNC shall comprise:

Voting Members	<ul style="list-style-type: none">• At least three Directors, one of whom will be the Chair• Up to two Advisory Members with specific skills and knowledge to support the work of the Committee• CEO• Board Chair• Board Vice-Chair
Non-Voting Members	nil

Mandate: The GNC guides the Board on governance matters and conducts the nomination processes for the Board and its committees. Except where otherwise noted, GNC shall annually do the following work on behalf of the Board and submit nominations and recommendations for approval by the Board:

1. Review the Board Competency Profile, identify existing and expected competency gaps, and recommend qualified individuals with the required competencies to fill expected Director vacancies following the recruitment and nomination process.
2. Review the Advisory, Municipal and Other members on Board Committees, and recommend qualified individuals with the required skills and competencies to fill expected vacancies following the recruitment and nomination process.
3. Nominate Directors for appointment as Officers of the Corporation and for appointment to Board Committees as Chairs and members.
4. Receive committee reviews of Board policies for which they are responsible and recommend amendments as necessary.
5. Recommend amendments to the Corporate By-Law as necessary.
6. Report on Director attendance at Board and committee meetings.
7. Organize Board Orientation, new Director Mentorship and Board education.

8. Organize the performance evaluations of the Board, individual Directors and Committees.
9. Organize the SMH Annual General Meeting in accordance with the Corporate By-Law.
10. Together with each committee Chair, ensure a joint review of the committee's TOR is conducted every three years and recommend amendments as necessary.
11. Review Board policies for which GNC is responsible and make amendment recommendations as necessary.
12. Review GNC Terms of Reference annually and recommend amendments as necessary.
13. Prepare and recommend the GNC work plan.
14. Assume such other duties as may be assigned from time to time by the Board.

