

14 GOVERNANCE COMMITTEE – TERMS OF REFERENCE

14.1 PURPOSE

The purpose of the Governance Committee (Committee) is to oversee and advise the Board with respect to CNC's approach to good governance, CNC's governance framework, and Board stewardship, including Board succession planning, and processes to support and evaluate the effectiveness of the Board, Committees and individual Board Members.

14.2 COMPOSITION

The Governance Committee is composed of a minimum of three members, who may be selected from among the Appointed and Elected Board Members.

The Board, on the recommendation of the Governance Committee, appoints the Committee members and Committee Chair.

14.3 DUTIES AND RESPONSIBILITIES

Subject to the powers and duties of the Board, the Committee:

- a) at least every two years, reviews the governance framework (including written policies and bylaws) for CNC and advises the Board regarding:
 - i. areas of concern;
 - ii. best practices; and
 - iii. recommended changes.
- b) monitors good governance practices or trends to identify opportunities to evolve the Board's governance effectiveness;
- c) annually reviews the composition of the Board as a whole and recommends, if necessary, changes to the Board Skills and Experience Matrix to ensure the desired Board composition includes an appropriate balance of knowledge, experience, skills, expertise and diversity;
- d) annually or as vacancies arise, works with the Board Chair and President to identify any gaps that should be filled in new Board Member candidates and recommends to the Board the desired skills and experience for potential new Board Members;
- e) in respect of Appointed Members, works with the Board Chair and President to identify potential candidates for appointment to the Board;
- f) in respect of Elected Members, together with the Board Secretary, ensures leadership of each of the faculty, student and operational staff groups are provided with a copy of the Individual Board Member Position Description and information regarding the preferred background, experience or skills to fill upcoming vacancies;
- g) ensures programs are in place for new Board Member orientation and ongoing professional development;
- h) initiates and develops the discussion of topics for Board retreats or other strategic sessions;

- i) assists and supports the annual review processes for evaluating the effectiveness of the Board, the Board Chair, Committees and individual Board Members;
- j) reviews and assesses communications to stakeholders and the general public with respect to the Board's policies and practices in the area of governance, including the communication contained on CNC's internal and external websites;
- k) annually reviews the Board's Code of Conduct;
- l) annually obtains Code of Conduct Declarations from Board Members;
- m) addresses Code of Conduct issues as delegated to the Committee by the Board; and
- n) assumes any other related responsibilities as assigned to it by the Board.

14.4 MEETINGS

The Committee meets at least three times per year and normally a few weeks before a regular Board meeting. Additional meetings may be held as deemed necessary by the Committee Chair.

14.5 REPORTING

At the next Board meeting, the Committee Chair provides an oral report that summarizes Committee work since it last reported, including what the Committee is bringing forward for discussion or approval, along with a written summary in advance of the next Board meeting.

14.6 COMMITTEE SUPPORT

The Board Secretary or designate serves as secretary to and provides support to the Committee as a non-voting management resource.

14.7 RESPONSIBILITY FOR POLICY REVIEW

The Committee has responsibility to review at least every two years, and more frequently if deemed necessary (e.g., based on legislative changes, or a development in governance best practices) the following Board and Board-approved organizational policies:

14.7.1 BOARD POLICIES

- Board Terms of Reference
- Board Chair Position Description
- Individual Board Member Position Description
- Committee Operating Guidelines
- Governance Committee Terms of Reference
- Board Meeting Guidelines
- Board Composition and Succession Planning
- Orientation and Professional Development
- Board Evaluation
- Board Chair Succession Planning
- Code of Conduct for Board Members