

# GOVERNANCE AND NOMINATING COMMITTEE TERMS OF REFERENCE

## Roles & Responsibility:

The Governance and Nominating Committee (“GNC”) shall be an advisory committee to the Lac La Biche Regional Health Foundation Board of Trustees (“Board”). In discharging its responsibilities, the GNC will work closely and cooperatively with LLBRHF officers and employees, its auditors, legal counsel and/or other appropriate advisors to perform its duties and responsibilities as follows:

To monitor and evaluate LLBRHF corporate governance system and to make recommendations to the Board as it may consider appropriate from time to time to increase the effectiveness of the Board and its members, and to improve the system of corporate governance by introducing change where warranted, related to:

- The size and composition of the Board, and the criteria for eligibility for appointment/reappointment of any individuals to the Board with a view to assuring the Board has sufficient experience, expertise and diversity to achieve LLBRHF’s short and long term goals;
- Mandates, composition and membership of each Board Committee; and
- An appropriate orientation and ongoing education program for Board Members

To periodically reassess the needs of the Board and to maintain an appropriate Board skill profile.

To identify candidates to be recommended for appointment by the Board to fill vacancies occurring on the resignation, expiry of term or death of any Trustee or Board Committee Member, or to increase the number of trustees or Board Committee Members.

To review as required, specific matters or corporate governance as requested by the Board.

To monitor conflicts of interest, real or perceived, of both members of the Board, Board Committees and Member of senior management, if applicable; and to ensure LLRHF’s conflict of interest policies are adhered to.

To develop and maintain an effective risk management reporting structure to ensure that Board Committees and the Board are kept apprised of matters of significant importance related to risk.

To oversee and monitor LLBRHF’s risk management program, with a view to ensuring that risk mitigation strategies are in place, and that identified risks are satisfactorily addressed.

To review on a regular basis the effectiveness of the Board and its committees.

To address succession planning for the Board Chair, Vice Chair, Chairs of Board Committees and the LLBRHF Executive Director, if applicable. The Chairman of the Board shall not chair a meeting when it is dealing with the matter of succession to the chairmanship.

To bring to the attention of the Board or any of the Board Committees corporate governance matters which are of such importance as should be considered by the Board or which fall within the Terms of Reference of such committees.

To provide periodic reports to the Board about the deliberations of the GNC in the preceding year.

### **Membership and Voting:**

The GNC shall consist of a minimum of five (5) members of the Board, one of whom shall be the Chair. The Board may appoint other members to the GNC as the Board may determine from time to time.

### **Chair:**

Appointed by the Board of Trustees, the Chair of the Committee is responsible to report to the Board on behalf of the Committee on matters considered by the Committee, its activities and compliance with the Committee's Terms of Reference, and for making recommendation to the Board as appropriate.

The Committee Chair is also responsible for the leadership of the Committee, including meeting schedules, approval of agendas, presiding over meetings and determining committee work plans.

### **Frequency of Meetings and Manner of Call:**

The Governance and Nominating Committee shall meet at least four (4) times per year.

### **Quorum:**

Sixty percent (60%) of voting members or three (3) voting members.

### **Resources:**

Straus Law Office is assigned to the Committee as a resource and committee support if and when deemed necessary.

**Reporting:**

GNC reports to Lac La Biche Regional Health Foundation Board of Trustees.

**Date of Last Review:**

December 6, 2018