

TERMS OF REFERENCE

Governance & Nominating Committee

SCOPE AND MANDATE

The Governance and Nominating Committee acts solely in an advisory capacity to the Board.

The Governance and Nominating Committee (“the Committee”) is a Standing Board Committee of the Board of Directors and shall assist the Board in carrying out its responsibilities by:

- reviewing and monitoring the Governance processes according to the goals and objectives of the organization;
- recommending a list of candidates willing to let their names stand for election to the Board of Directors of the Association;
- recommending a list of Director and non-Director candidates willing to serve on the Standing Board Committees; and
- recommending candidates for the Chair of all Standing Board Committees;

The Committee shall be provided with reasonable access to resources and documentation relative to their Committee and in accordance with the Westerner Park Privacy of Information Policy.

ESTABLISHMENT

A Standing Committee of the Board to be known as the Governance & Nominating Committee was established by the Board of Directors on May 27, 2004.

REPORTING

The Committee shall regularly report as required or as requested by the Board, and shall bring its recommendations to the Board for its approval. At a minimum, the Committee shall prepare and deliver one annual summary report to the Board, for information.

TERMS OF REFERENCE

Governance & Nominating Committee

COMPOSITION OF COMMITTEE

The Committee shall consist of not less than four (4) or more than eight (8) members comprised of:

- 50% of who shall qualify as current Directors and/or Life Directors of the Association. Non-director external representation from the community shall be remaining 50% of this Committee.
- The President shall be an ex-officio voting member of the Committee. The Chief Executive Officer shall be a non-voting member of the Committee.
- If a Standing Committee Chair is a member of the Governance & Nominating Committee, the Committee Chair will declare a conflict of interest as appropriate.

Appropriate skills and expertise are to be considered in the formation of the Committee.

All members of the Committee must be Shareholders of the Association.

APPOINTMENT OF COMMITTEE MEMBERS

Committee membership will be reviewed annually and new members shall be ratified by the Board. The Chair shall serve a two-year term. Directors shall each serve a two-year term, with an option to serve a second consecutive term of two years. Non-directors members shall serve a three-year term, with an option to serve a second consecutive term of three years. All members, with the exception of the Chair, may only serve a third consecutive two-year term under exceptional circumstances and at the pleasure of the Board.

In consultation with the Chair of the Committee, recommendations for membership shall be sourced by the Governance and Nominating Committee and recommended to the Board for approval.

Members of the Committee shall be appointed or re-appointed at a meeting of the Board held each January; provided that any member may be removed or replaced at any time by the Board. In any event, a Director shall cease to be a member of the Committee upon ceasing to be a member of the Board, but may be reappointed as a non-Director member and eligible to serve two consecutive terms in a non-director capacity, should there be committee vacancies.

VACANCIES

Where vacancies occur at any time in the membership of the Committee, they will be filled through recommendations by the Governance and Nominating Committee, and approved by the Board. The vacancies must be filled by Directors if such vacancies result in less than the five (5) stipulated Directors.

TERMS OF REFERENCE

Governance & Nominating Committee

CHAIR

The Committee shall be chaired by a Director, appointed by the Board, who will act as liaison to the Board. The Committee Chair shall serve a two year term, with an option to serve a second consecutive term of two years, and may serve a third consecutive term only under exceptional circumstances and at the pleasure of the Board of Directors.

If the Chair of the Committee is not present at any meeting of the Committee, one of the other Directors on the Committee shall be chosen by the Committee to preside.

The Chair presiding at any meeting shall have a vote on any resolution presented for approval at any meeting. The Chair does not have a deciding vote in the event of a tie.

SECRETARY

The Committee shall have a Secretary, who need not be a member of the Committee.

COMMITTEE MEETINGS

The Committee shall meet at least semi-annually at the call of the Chair.

In addition, a meeting may be called by the Secretary of the Committee on the direction of the Chair or any two members of the Committee.

Committee meetings may be held in person, by means of telephone or other audio or video conference method.

NOTICE OF MEETING

Notice of the time and place of every meeting may be given orally, in writing, by facsimile or by other electronic means to each member of the Committee, at least 48 hours prior to the time fixed for such meeting.

A member may, in any manner, waive notice of the meeting. Attendance of a member at a meeting shall constitute waiver of notice.

QUORUM

Fifty percent of the membership of the Committee, whether present, in person, by telephone or other audio or video conference method, shall constitute a quorum.

The presence of the Ex Officio members shall contribute to the quorum or membership count of the Committee.

A resolution in writing, passed by members of the Committee entitled to vote on that resolution, is as valid as if it had been passed at a meeting of the Committee. A copy of any such resolution in writing shall be kept with the Minutes of the proceedings of the Committee.

TERMS OF REFERENCE

Governance & Nominating Committee

ATTENDANCE AT MEETINGS

The Chief Executive Officer is expected to attend meetings or portions thereof.

The Committee may, by specific invitation, have other resource persons in attendance.

The Committee shall have the right to determine which non-committee members shall or shall not be present at any time during a meeting of the Committee.

MINUTES

Minutes of Committee meetings shall be reviewed by the Chief Executive Officer; and reviewed and approved by the Committee Chair and maintained by the Committee Secretary or designate. The minutes shall be retained with the organization's files at Head Office.

Minutes of Committee meetings shall be sent to all Committee members and are available for all Directors and to the external auditors.

SPECIFIC RESPONSIBILITIES

In carrying out its mandate, the Committee shall have the following specific roles and responsibilities, acting in its advisory capacity to the Board:

Governance

- a) Annually review Governance processes and recommend changes to the Board where appropriate. This includes but would not be limited to the following:
 - i) ensuring that an annual strategic planning session is undertaken;
 - ii) monitoring of performance of the organization relative to the strategic plan;
 - iii) ensuring an adequate number of Board meetings have been scheduled;
 - iv) monitoring the appropriateness of the annual schedule for agenda items to ensure that items such as financial statements and Standing Board Committee reports are brought forward on a regular basis to the Board; and
 - v) monitoring the appropriateness of the information provided to Directors both before and during Board meetings.
- b) Ensure that the Board and Management provide that all directors receive the orientation and ongoing training necessary to effectively carry out their responsibilities.
- c) Ensure a summary of legislation and other developments affecting the duties and responsibilities of Directors is provided to the Board.
- d) Review and approve the annual regulatory disclosure of the organization's governance compliance, as required.

TERMS OF REFERENCE

Governance & Nominating Committee

SPECIFIC RESPONSIBILITIES

Board and Standing Board Committee Structure

- a) Annually review the scope, duties and responsibilities of the Board, President and Board committees and recommend any changes where advisable.
- b) Recommend the establishment or disbanding of Standing Board committees.
- c) Recommend the appointment of Standing Board committee members and committee chairs as required.
- d) Recommend candidates for election to fill Board vacancies as required.
- e) Recommend candidate(s) for election to the position of Vice-President.
- f) Recommend a long-term succession plan for Board members that takes into consideration the desired composition of the Board; the strengths, skills and experience of current Directors; expected retirement dates; and the strategic direction of the organization.
- g) Develop and maintain a process and criteria for identifying and recruiting new Director Candidates for recommendation to the Board.
- h) Advise the Board when an issue arises which could result in the tendering of a resignation by a Director.

Governance Effectiveness

- a) Establish a process to review and monitor the effectiveness of Governance as a whole and make recommendations to the Board to enhance the development of Governance.
- b) Review and make recommendations on functional and operational matters relating to the Board, such as the requirement for Board meetings without Management present.
- c) Monitor the quality of the relationship between Management and the Board and recommend improvements deemed necessary or advisable.
- d) Generally, discuss recommendations relating to Governance with the Chief Executive Officer before making such recommendations to the Board.
- e) Ensure that Directors and Officers' third party liability insurance coverage is maintained.

TERMS OF REFERENCE

Governance & Nominating Committee

No alteration of the roles and responsibilities of Governance & Nominating Committee shall be effective without the approval of the Board.

Reviewed and adopted by the Board of Directors on September 28, 2004.

Reviewed by:

Approved by:

X

John Harms
Chief Executive Officer

X

Wendy Barnes
President

REVISIONS

January 24, 2008
January 22, 2009 (Formatting Only)
January 28, 2010