



## **TERMS OF REFERENCE**

### **Governance and Nominating Committee**

**2023-24**

**Purpose:** To oversee the board's governance, nominating, evaluation and strategic planning activities, including board recruitment and succession, orientation and education; it also oversees the president's performance review.

**Type:** Standing committee. All meetings shall be *in camera*.

**Composition:** Board Chair, who shall serve as chair of the committee  
Vice-Chairs of board committees  
Governor(s)-at-large  
President

Committee Resource: Corporate Secretary

#### **Responsibilities:**

- 1) Board governance:
  - a. Develop and review governance principles and policies for approval by the board;
  - b. Recommend amendments to the by-laws and regulations of the board;
  - c. Recommend amendments to the terms of reference of the board committees;
  - d. Foster and support equity, diversity and inclusion in the performance of duties and responsibility for oversight of board governance.
  - e. Act on behalf of the board between meetings.
- 2) Board recruitment and succession:
  - a. Oversee board recruitment and nomination processes;
  - b. Serve as a nominating committee and make recommendations to the board regarding the appointment of new board members;
  - c. Appoint, upon the recommendation of the chair, board members to committees.
- 3) Board orientation and education:
  - a. Oversee the development of the orientation and mentoring program for members to the board;
  - b. Oversee the development of educational activities for the board.
- 4) Strategic planning:
  - a. Oversee Seneca's strategic planning processes and reporting.
  - b. Serve as an advisory committee to the president.

- 5) Review and recommend approval of Seneca's annual report.
- 6) Review Seneca's annual Human Resources report.
- 7) Board evaluation:
  - a. Annually evaluate the operation of the board, its committees and members;
  - b. Review the evaluation tool on an annual basis.
- 8) President's performance review:
  - a. Develop a process for an annual evaluation of the president's performance;
  - b. Annually evaluate the performance of the president;
  - c. Annually review and recommend for board approval the president's compensation.

**Quorum:** 50% plus one

**Meeting frequency:** Before each board meeting.