

## **BROCK UNIVERSITY**

### **GOVERNANCE/NOMINATING COMMITTEE CHARTER**

The Board of Trustees (the "Board") has established a committee of the Board known as Governance/Nominating (the "Committee") to assist the Board in providing oversight of the University's:

- (a) governance structure, bylaws and best practices;
- (b) methods for the recruitment and nomination of lay members; and;
- (c) processes for evaluating the effectiveness of the Board, its Committees and members.

#### **1. Composition of Committee**

- (a) The Committee shall be appointed annually and shall consist of the following ex officio members: the Immediate Past Chair of the Board as Chair; the Chancellor; the President and Vice-Chancellor; the Chair-Elect or failing the Chair-Elect, the Vice-Chair and at least four lay Trustees (not standing for re-election). Members shall be selected from among the Trustees of the University, each of whom shall be an independent Trustee and free from any relationship that, in the opinion of the Board, could interfere with the exercise of his or her independent judgement as a member of the Committee.
- (b) The Governance/Nominating Committee shall nominate for the consideration of the Board of Trustees the four lay members to be appointed to the Committee.

#### **2. Reliance on Management and Experts**

In contributing to the Committee's discharging of its duties under this charter, each member of the Committee shall be entitled to rely in good faith upon:

- (a) any report of a lawyer, accountant, engineer, appraiser or other person whose profession lends credibility to a report made by any such person.

"Good faith reliance" means that the Committee member has considered the relevant issues, questioned the information provided and assumptions used, and assessed whether the analysis provided by management or the expert is reasonable. Generally, good faith reliance does not require that the member question the honesty, competency and integrity of management or the expert unless there is a reason to doubt their honesty, competency and integrity.

### **3. Limitations on Committee's Duties**

In contributing to the Committee's discharging of its duties under this Charter, each member of the Committee shall be obliged only to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Nothing in this Charter is intended, or may be construed, to impose on any member of the Committee a standard of care or diligence that is in any way more onerous or extensive than the standard to which all Board members are subject.

## **II Governance/Nominating Committee Charter**

### **A. Operating Principles**

The Committee shall fulfill its responsibilities within the context of the following principles:

#### **(1) Committee Values**

The Committee members will act in accordance with University policies, including the University Conflict of Interest policy and the Expectations and Code of Personal Conduct of Individual Trustees (The Code). The Committee expects all employees of the University to operate in compliance with University policies, including the University's Conflict of Interest policy; and with laws and regulations governing the University.

#### **(2) Communications**

The Chair and members of the Committee expect to have direct, open and frank communications throughout the year with management, other Committee Chairs, and other key Committee advisors as applicable.

#### **(3) Annual Governance/Nominating Committee Work Plan**

The Committee, in consultation with management, shall develop an annual Governance/Nominating Committee Work Plan responsive to the Committee's responsibilities as set out in this Charter.

#### **(4) Meeting Agenda**

Committee meeting agendas shall be the responsibility of the Chair of the Committee in consultation with Committee members and senior management.

#### **(5) Committee Expectations and Information Needs**

The Committee shall communicate its expectations to management with respect to the nature, timing and extent of its information needs. The Committee expects that written materials will be received from management at least seven days in advance of meeting dates.

(6) In Camera Meetings

At each meeting of the Committee, the members of the Committee shall meet in private session, as required with management and with the Committee members only. The President and Vice-Chancellor shall be excused by the Chair for a portion of the in camera session. Any member of the Board who has a conflict of interest may be excused by the Chair.

(7) Reporting to the Board

The Committee, through its Chair, shall report after each Committee meeting to the Board at the Board's next regular meeting.

**B. Operating Procedures**

- (1) Regular meetings of the Committee shall be held throughout the year at the call of the Chair and normally before each Board meeting. Additional meetings shall be held at the call of the Chair. A majority of the members of the Committee shall form a quorum.
- (2) The powers of the Committee may be exercised at a meeting at which a quorum of the Committee is present in person or by telephone or other electronic means or by a resolution signed by all members entitled to vote on that resolution at a meeting of the Committee. Each Committee member (including the Chair) is entitled to one vote in Committee proceedings. For greater certainty the Chair does not have a second or casting vote.
- (3) The Chair of the Committee may invite any Board member, officer or employee of the University or any other person to attend any Committee meetings to participate in the discussion and review of the matters considered by the Committee.
- (4) Unless the Committee otherwise specifies, the Secretary or designate of the University shall act as Secretary of all meetings of the Committee.
- (5) In the absence of the Chair of the Committee, the members shall appoint an acting Chair.
- (6) A copy of the record of each meeting of the Committee shall be provided to each member of the Committee.

**C. Responsibilities and Duties**

The Committee shall:

- 1) Periodically review the structure of the Board, its Committees and their mandates;

- 2) Develop recruitment/nominating profiles to determine requirements for the vacant lay member positions on the Board using the Skills Matrix as one tool;
- 3) Conduct an annual peer review/evaluation of Board members;
- 4) Consider matters forwarded from the Board or its Committees;
- 5) Develop both the annual Board orientation session and the January strategic issues session;
- 6) Present a slate of nominations for membership to the Board of Trustees for consideration of the Board during its Annual Meeting which shall include:
  - i) Nominations for Board membership as described by Article 4 of the General Bylaws;
  - ii) Nomination for the Office of Chair for a two-year term as described in Article 8 of the General Bylaws;
  - iii) Nomination for the Office of Vice-Chair for a one-year term as described in Article 9 of the General Bylaws;
  - iv) For the second year of the Chair's term in Office, nomination of a Chair-Elect, as described in Article 8 of the General Bylaws;
  - v) Nominations of the Chair, Vice-Chair and lay members of all Standing Committees and of Sub-Committees of Standing Committees of the Board;
  - vi) Nominations of up to two Board members as representatives on the University Senate;
- 7) Nominate members to the Committee on the Presidency for consideration of the Board as outlined in the Faculty Handbook Section I;
- 8) Advise the President with respect to the membership of Advisory Committees regarding the appointment of Vice-Presidents and review and amend as outlined in the Faculty Handbook Section I, where appropriate;
- 9) Convene no later than January of each year to begin the nomination process.
- 10) Review, revise and approve all existing University policies related to its purview.
- 11) Ensure that all Board policies are under the purview of an appropriate Committee, that they pertain to the responsibilities of the Board and do not contradict the policies of Senate and that no policy gaps or infringements exist.
- 12) Consider any matters related to the Governance of the Board of Trustees.

- 13) Conduct a thorough review of Governance at least every seven years.
- 14) Develop and monitor key performance indicators for the Committee in order to identify objective measurements.

#### Compliance with Laws and Regulations

The Committee shall:

- (1) Review regular reports from management and others with respect to the University's compliance with laws and regulations and gain reasonable assurance that the University's policies, procedures and programs in relation thereto are operating effectively and that the University's provisions with respect to such matters are sufficient and appropriate;
- (2) Ensure that the laws and regulations as prescribed in The Brock University Act are followed and that bylaws and policies are in place to establish standards to promote integrity and deter wrongdoing including:
  - (i) The Brock University Act
  - (ii) General Bylaws of the Board of Trustees
  - (iii) Confidentiality Procedures and In Camera Protocol
  - (iv) Code of Personal Conduct of Individual Trustees
  - (v) Board Appointment Protocol
  - (vi) Freedom of Information and Protection of Privacy Policy
  - (vii) Conflict of Interest Policy
  - (viii) Disclosure of Financial impropriety Policy

#### Accountability

The Committee shall:

- (1) review and assess each Committee Charter and Terms of Reference in the Bylaws at least once every three years, or more frequently if necessary, or at the request of the Secretary or Associate Secretary of the University as a result of legislative or regulatory changes, taking into account all applicable legislative and regulatory requirements as well as any best practice guidelines and, if appropriate, receive changes to each Charter for recommendation to the Board for its consideration, except for minor technical amendments, authority for which is delegated to the Secretary or Associate Secretary of the University, who will report any such amendments to the Board at its next regular meeting.

[Approved by the Board of Trustees: April 18, 2013]  
[Amended by the Board of Trustees: October 3, 2013]