



**Board of Trustees**

<b>Board Committee Charter</b>	<b>GOVERNANCE/NOMINATING COMMITTEE</b>
Approved by the Board of Trustees	April 18, 2013
Amendments approved by the Board of Trustees	October 3, 2013; February 13, 2014; June 23, 2016; March 9, 2017; June 27, 2019; October 1, 2020, June 23, 2022; March 5, 2026

<b>1.</b>	<b>Mandate</b>
	<p>The mandate of the Governance/Nominating Committee (“Committee”) is to oversee and enhance Board governance and to conduct all Board-related nominations. This mandate includes:</p> <ul style="list-style-type: none"> <li>a. Recruitment and nomination of community members and Board representatives on University bodies;</li> <li>b. Review of Board governance structures, bylaws, policies and best practices;</li> <li>c. Board education and development to support Board members’ effectiveness;</li> <li>d. Evaluation of the Board, its Committees and members;</li> <li>e. Oversight of the University’s policy management framework;</li> <li>f. Monitoring the overall health of the governance system.</li> </ul>
<b>2.</b>	<b>Composition</b>
	<p>The Governance/Nominating Committee is appointed annually and consists of the following:</p> <ul style="list-style-type: none"> <li>a. the Chair of the Board, the Chair-Elect (or, when there is no Chair-Elect, the Vice-Chair), and the President, ex officio;</li> <li>b. a minimum of four additional community Trustees, one of whom shall serve as Chair.</li> </ul>
<b>3.</b>	<b>Responsibilities</b>
	<p>In fulfilling its mandate, the Governance/Nominating Committee shall have the following responsibilities:</p>

3.1	<p data-bbox="280 71 435 100"><i>Governance</i></p> <ul data-bbox="280 142 1414 543" style="list-style-type: none"><li data-bbox="280 142 1414 205">a. Periodically review the structure of the Board, its Committees and their mandates and make recommendations to the Board regarding the Committee Charters.</li><li data-bbox="280 212 1414 275">b. Review and make recommendations to the Board regarding Board Bylaw #1, policies, procedures and other board governance-related policy instruments.</li><li data-bbox="280 281 1414 344">c. Review the University's governance practices to ensure that the requirements of the <i>Brock University Act</i> are followed;</li><li data-bbox="280 350 1414 413">d. Review and make recommendations to the Board regarding policies and practices to promote integrity and ethical conduct within the Board of Trustees:</li><li data-bbox="280 420 1414 449">e. Conduct a thorough review of Board governance every 7 years or as needed.</li><li data-bbox="280 455 1414 543">f. Review strategies and processes to support the bi-cameral governance system of the University and recommend improvements to the overall health of the governance system.</li></ul>
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3.2	<p><i>Nominations</i></p> <ul style="list-style-type: none"> <li>a. Review the Board’s Recruitment Policy and Board Recruitment Procedures as required to ensure that the Board’s nominating principles and processes are appropriate and effective and in compliance with Board Bylaw #1;</li> <li>b. Recruit and select potential nominees for community trustees in accordance with the Board Recruitment Policy, Board Recruitment Procedures, and Diversity and Inclusion Policy, including ongoing review of anticipated vacancies, Board competencies and needs, taking into consideration information gathered from the Board Competency Matrix.</li> <li>c. Recommend to the Board a slate of nominations for Board membership for consideration during its Annual Meeting which shall include: <ul style="list-style-type: none"> <li>a. Nominations for Board membership in accordance with Article 3.6 of Board Bylaw #1;</li> <li>b. Nomination for the office of Board Chair in accordance with Article 4.1 of Board Bylaw #1;</li> <li>c. Nomination for the office of Vice-Chair in accordance with Article 4.3 of Board Bylaw #1;</li> <li>d. At or before the annual meeting prior to the start of a Chair’s final year in office, nomination of a Chair-Elect in accordance with Article 4.2 of Board Bylaw #1;</li> <li>e. Nominations of the Chair, Vice-Chair and members of all Standing Committees and Subcommittees of Standing Committees of the Board in accordance with Article 7.4 of Board Bylaw #1;</li> <li>f. Nominations of two community members as Board representatives on the University Senate.</li> </ul> </li> <li>d. Recommend to the Board nominations for Board members to serve on the Advisory Committee on the Presidency and Advisory Committees for the Vice-Presidents as outlined in the Policy on the Appointment and Reappointment of the President and Vice-Presidents;</li> <li>e. Recommend to the Board nominations for Board members to serve on any other University committee, task force or body upon request.</li> </ul>
3.3	<p><i>Board education and development</i></p> <ul style="list-style-type: none"> <li>a. Review and approve the annual Board development plan to satisfy itself that an effective board development and education program is in place to provide trustees with the necessary information, competencies and support to fulfil their duties;</li> <li>b. Review plans for Board orientations and the annual Board education day.</li> </ul>
3.4	<p><i>Board evaluation</i></p> <ul style="list-style-type: none"> <li>a. Approve the processes and tools for the annual board, committee and trustee evaluation;</li> <li>b. Review the action plan to address the feedback gathered from the evaluation.</li> </ul>
3.5	<p><i>Policies</i></p> <ul style="list-style-type: none"> <li>a. Review the University’s policy management framework;</li> <li>b. Review the classification of policies to ensure that all Board approved policies are under the purview of an appropriate Committee, that they pertain to the</li> </ul>

	<p>responsibilities of the Board and do not contradict the academic policies of Senate and that no policy gaps exist; and</p> <p>c. Review and make recommendations to the Board regarding the approval, amendment or repeal of any University policy relating to its mandate.</p>
3.6	<p><i>Risk Management</i></p> <p>The Committee shall gain reasonable assurance that risks related to its mandate are being effectively managed and controlled by reviewing the University's strategies, policies and plans for addressing such risks.</p>
3.7	<p><i>Performance Indicators and Measurement</i></p> <p>a. regularly receive and review key performance indicators related to its mandate.</p>
3.8	<p><i>Other Responsibilities</i></p> <p>a. request reports from management on any matters that, in the Committee's discretion, fall within the Committee's duties.</p> <p>b. consider and provide guidance regarding any other matter referred to the Committee by the Board, Executive Committee or President.</p>
4.	<b>Meetings</b>
	<p>a. Meetings of the Governance/Nominating Committee are closed to members of the public.</p> <p>b. Committee meetings shall normally be held four times a year, at the call of the Chair.</p> <p>c. Meetings are held in accordance with the <a href="#">Board and Board Committee Meeting Procedures.</a></p>