



London Chamber of Commerce – Governance & Nominations Committee

Terms of Reference

PURPOSE

London Chamber of Commerce (the “Chamber”) is committed to ensuring a high functioning Governance structure utilizing best practice to fulfill its responsibilities to oversee the organization.

The mandate of the Governance & Nominations Committee (the “Committee”) is to advise and assist the Board to fulfill its responsibilities in the following areas:

- Establishing and refining Board Governance structure and processes
- Evaluating board and board Committee effectiveness
- Recruitment, orientation, and education of board members
- Such other responsibilities as are assigned by the Board

RESPONSIBILITY

The Committee will oversee the following:

- **Governance Structure and Processes**
 - Recommending and reviewing by-laws
 - Developing and recommending to the Board, governance principles and policies leading to the preparation of governance resources that will be maintained in a manner that allows all Board Members to access them
- **Board and Board Committee Effectiveness**
 - Establishing a governance performance evaluation to include evaluation of board performance, individual board members performance, performance of the chair, and performance of Committees in line with the Board Evaluation Policy
 - As the result of evaluations, make recommendations to the Board for board process improvement and professional development for the board
 - Developing and recommending to the Board education priorities and planning of periodic sessions to address these
- **Board Membership**
 - Board Nomination
 - The Committee will maintain a profile of existing board members and terms of appointment and canvass members of the Board to determine their intention to remain on the Board of Directors in any subsequent year. The Committee will ensure that the Board does not fall below the number of

Directors required by the By-Laws

- The Committee will reference the nominations requirements in the By-Laws, and any policy and the skills matrix that has been created to support those requirements
 - The Committee will define and implement an appropriate screening and review process for potential candidates (e.g. resume review, interviews, skills matrix etc.)
 - A slate of potential candidates for nomination will be prepared by the Committee for recommendation to the Board and then to the Members
 - In the circumstance that any position cannot be filled using the indicated process, the Committee will consider alternative methods of recruiting, including recruitment from outside the indicated skills category where necessary. Appropriate recommendations will be made to the board in this regard
 - The Committee will ensure that elections and appointments to the Board comply with By-Laws and other Legal requirements
 - The Committee will ensure the Orientation Package and Process is regularly reviewed and updated, and that all new Board Directors receive appropriate orientation The Committee will also provide recommendations as to the structure and composition of Board Committees from time to time so as to ensure their ongoing effectiveness.
- Officer Nomination
 - The Officers of the Board of Directors include the Board Chair, Vice Chair, Treasurer, and CEO • As per the *Board of Trades Act*, the CEO shall act as Secretary and shall be an Officer ex officio without vote
 - Nominations for the remaining officer positions will be coordinated by the Committee . Board members and the Committee may nominate Officers
 - Officer nominations will be prepared annually by the Committee for consideration at a Board meeting by determining what positions are coming vacant, and surveying Board Directors to determine interested parties for those positions
 - For Board Officer positions coming available, Board Officers will be elected by the Board for the year immediately following the Annual General Meeting as per the By-Laws

ACCOUNTABILITY

- The Committee will report its deliberations to the Board at the next Board meeting following each Governance & Nominations meeting through its minutes and the Committee chair
- The Committee makes non-binding recommendations to the Board
- The Committee will review these terms of reference every 2 years and recommend changes to the Board.

MEMBERSHIP/TERMS OF OFFICE

- A minimum of three (3) Board Directors (one of whom shall be the Chair or Vice Chair of the

Board) appointed by the Board

- The Board shall appoint the Chair of the Committee
- The Committee may invite guests to receive information or expertise that would be helpful in deliberations
- The Committee may have Community Members as determined appropriate by the Committee and approved by the Board. Recruitment of Community Members goes through the Governance & Nomination Committee. The Committee will inform the Governance & Nomination Committee how many Community Members they wish to have on the Committee
- Committee Members shall serve for a two (2) year term ending at the commencement of the Annual Meeting of Members following the second year of their appointment and are eligible for reappointment for one additional term
- The CEO is an ex-officio member, and support staff may be assigned to the Committee at the Committee's approval

MEETING SCHEDULE and PROTOCOL

The Committee will meet at least twice per year with additional meetings at the will of the Chair. Quorum will be 50% plus one of the voting members.

DECISION-MAKING PROCESS

The Committee will strive to develop recommendations to the Board by consensus. If a vote is needed, quorum shall be a majority of members and the chair presiding at any meeting of the Committee shall have a vote in all matters. In the event of a tie, the motion is defeated (specifically, the Chair shall not have a second vote to break the tie).

OTHER DIRECTORS PRESENT

Each Director shall be entitled to speak but not to vote at any meeting of the Committee at which the Director is present. However, no Director who has not been elected to the Committee shall be entitled to notice of any meeting of the Committee, and the presence of such Director shall not be included for the purpose of calculating a quorum.

ACCESS TO CORPORATE RECORDS

In performing any of its duties and responsibilities, the Committee shall:

- Have access, through the CEO, to the kind and frequency of information required by the Committee
- Have access, in performing any of its duties and responsibilities, to any and all books and records of the Chamber required for the execution of Committee's obligations
- If, in the opinion of the Committee, advice and counsel of external advisors is needed, the Committee chair shall, at the request of the Committee, seek Board approval to engage the necessary advisors and to determine remuneration for their services.