



# Governance & Nominations Committee

## Terms of Reference **Approved: January 2021**

### 1. Purpose of Committee

The purpose of the fmi\*igf National Governance and Nominating Committee (the "Committee") is to:

- I. Exercise general oversight with respect to the governance of the organization;
- II. Review the qualifications of and recommend to the Board of Directors proposed nominees for election to the Board;
- III. Develop and recommend to the Board a set of corporate governance policies and guidelines applicable to the organization and proposed changes to such policies and guidelines from time to time as may be appropriate; IV. Appraise the framework for assessment of Board performance and the Board self-evaluation.

### 2. Committee Membership

The Committee will be comprised of:

- The Director, Governance of the Board;
- Regional Directors (3); and
- One member representative from each region (3).

The Director, Governance of the Board will typically act as the Chair of the Committee. Should the Director, Governance not wish to act in this capacity, the Committee may select a Chair from amongst its members.

### 3. Appointment and Terms

The Director, Governance of the Board and the three Regional Directors will be members of the Committee during their tenure on the Board.

Member representatives can be self-nominated or nominated by any fmi\*igf member to represent their region.

Member representatives can be initially appointed for staggered terms of 1 and 2 years, coinciding with Board of Director terms. The standard term is two years.

### 4. Roles and Responsibilities

The specific responsibilities of the Committee include:



- I. Recommending to the Board of Directors policies and processes designed to provide for effective and efficient governance, including but not limited to policies for:
  - a) Governance
  - b) Evaluation of the Board and the Chair
  - c) Board orientation and education
  - d) Succession planning for the Board Chair and other Board Directors
  - e) Election and re-election of Board members
  - f) Board orientation and education
- II. Recommending to the Board of Directors, after consultation and input from the CEO, policies and processes designed to provide for effective and efficient governance relating to operational activities, including but not limited to policies for:
  - a) Human Resource Management
  - b) Financial Management
  - c) National Programs
- III. Reviewing and recommending position descriptions detailing responsibilities of and expectations for Board members and the Board Chair.
- IV. Recommending nominees for election and re-election to the Board. To facilitate this responsibility, the Committee will:
  - a) Develop and recommend to the Board a statement of the competencies and personal attributes currently needed on the Board, to be used as a guideline for recruitment and election of Board members.
  - b) Conduct a "gap analysis" to identify succession planning/recruitment needs.
  - c) Develop and regularly update a list of potential Board members regardless of whether a current vacancy exists.
  - d) Oversee a process for vetting the fitness of prospective nominees.
  - e) Evaluate the performance of individual Board members eligible for re-election.
- V. Conducting a succession planning process for the Board Chair and other Board Directors.
- VI. Nominating Board Officers for election by the full Board.
- VII. Reviewing the corporate by-laws annually and recommending any needed changes to the full Board.
- VIII. Reviewing the Director liability insurance.
- IX. Working with the CEO to develop plans for Board education, including new member orientation, education of Board members, and an annual Board retreat.



- X. Overseeing the Board's self-assessment and improvement process every one or two years.
- XI. Periodic review of the Committee Terms of Reference (at least every two years).

#### 5. Committee and Sub-Committee Meetings

The Committee will meet at least 3 times per year (either in person or by digital means), with authority to convene additional meetings as circumstances require. All committee members are expected to attend each meeting, in person or via digital means. The Committee Chair is responsible to convene meetings and one member will act as the Committee Secretary. At any meeting of the Committee, a majority of its members (4) will constitute a quorum. The Chair may vote to break a tie vote. Voting is by a simple majority of those in attendance... The Committee may form subcommittees (comprised of Governance and Nomination Committee members) for any purpose it deems appropriate and may delegate to such sub-committees or to members of the organization's management such responsibility as it deems appropriate. The Committee and its sub-committees may invite members of management, or others, to attend meetings and provide pertinent information, as necessary.

#### 6. Committee Minutes

The Committee Secretary will prepare minutes of all Committee meetings, documenting attendance, actions taken, motions and decisions. Minutes should document key actions of the Committee including motions, votes and decisions. An annual report of the Committee's activities will be prepared for submission to the Board of Directors.

#### 7. Committee Evaluation

The Committee will evaluate its own performance annually. The Committee will review the Terms of Reference at least every two years to ensure it continues to reflect the roles and responsibilities of the Committee and provides effective guidance on the Committee's functioning. Upon review of the Terms of Reference, any resulting proposed revisions to the Terms of Reference will be presented to the Board of Directors for approval.