



Governance & Nominating Committee Terms of Reference

1. Authority

Pursuant to Article 4.2 of the Bylaws, the Governance and Nominating Committee is created by and shall be responsible to the Board of Governors.

2. Mandate / Purpose

This committee adheres to the Bylaws of St. Mary's University. The Governance and Nominating Committee shall ensure that the Board follows appropriate governance practices and recommends new candidates for membership. The Committee shall:

- 2.1 Oversee and enhance governance integrity and Board and Board committee organization, processes, procedures, policies, and performance.
- 2.2 Assess Board and Board committee membership needs in terms of desired skills, experience, background and perspectives; develop and oversee recruitment and nomination processes.
- 2.3 Review and oversee the roles and responsibilities of the Board, its committees, chairpersons, members, and administrative support and make recommendations to the Board about the governance structure, policies and approaches to evaluating Board and Board member performance.
- 2.4 Identify the required competencies and personal attributes required on the Board and/or committees to ensure an orderly and timely succession in membership and leadership positions.
- 2.5 Perform gap analyses based on these criteria and identify and recommend to the Board candidates as prospective Board and/or committee members.
- 2.6 Develop and implement a systematic, open, and proactive process for seeking nominations for Board and/or committee members, which should include identification of competencies and attributes required and a gap analysis between the current and desired competencies and attributes of Board and/or committee members.
- 2.7 Ensure, where possible, that Board members serve on at least one committee and that chairs are rotated regularly.
- 2.8 Review and recommend approaches to orientation and continuing education for Board members to ensure a thorough and current understanding of University business, strategy and good governance practices.

Approval Authority	Responsible Office	Effective Date	Date Last Revisited	Review Frequency
Board of Governors	Governance & Nominating Committee	December 4, 2025		Annual

- 2.9 Review the information needs and time commitment of Board members to ensure that information and meeting management systems and practices facilitate the most effective use of Board members' time.
- 2.10 Periodically review the annual effectiveness survey instrument for the Board, individual Board members, committee chairs, and the Board chair, and recommend enhancements or additions to it as needed to improve the Board's assessment of its process and structure.
- 2.11 Periodically review the Board mandate, governing policies and bylaws, including the Code of Conduct and Conflict of Interest policies, and revise as needed.
- 2.12 Annually review the terms of reference of the Committee and recommend to the Board any required changes.
- 2.13 Review academic and operational policies and determine which need to go to the Board for approval with a special focus on those that may have governance, reputational, or financial impact.

3. Chairperson and Membership

Pursuant to Article 4.2 of the Bylaws, the Committee shall include the Chancellor, the Chair, the Vice-Chair, the President and at least two, and up to four, other Governors nominated by the Chair and confirmed by the Governors.

4. Limits on Authority

The Committee does not have decision-making authority except where, and to the extent that, such authority has been expressly delegated in Article 4.2 of the Bylaws or assigned by the Board in these Terms of Reference or by a resolution of the Board.

5. Reliance on Management and Experts

The Committee may enlist the assistance of any member of the University and any professional that it deems useful in its work. Prior to engaging any professional services, the Committee must obtain Board approval.

6. Limitations on Committee's Duties

In contributing to the Committee's work, each member of the Committee shall be obligated only to exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances. No Committee member is subject to a standard of care or diligence that is in any way more onerous or extensive than the standard to which all Governors are subject.

7. Meetings

Pursuant to Article 4.2 of the Bylaws meetings shall be held as deemed necessary but at a minimum in advance of the December meeting of the Board to review and recommend new candidates for membership and renewal and completion of terms of office of the remaining Board members effective January. A record of documentation shall be kept by the University Secretary. A quorum shall consist of a majority of members.

8. Decision-Making Process

The Committee will vote on motions with a simple majority required. The Chair shall only vote in the event of a tie. All members of this committee shall be voting members, including the President. All Committee motions serve as recommendations to the Board of Governors.

9. Reporting to the Board

The chair will provide a written and / or verbal report for each Board Meeting and as required.

10. Annual Work Plan

The Committee shall develop and approve an annual work plan to be provided to the Board for information.

11. Review of Terms of Reference

The Committee shall review its Terms of Reference annually and recommend any necessary revisions to the Board of Governors for approval.