

Governance and Nominating Committee

Terms of Reference

1. Mandate

The Governance and Nominating Committee is a committee of the Board of Directors struck to provide advice and make recommendation to the Board of Research Nova Scotia on Corporation policies and procedures.

Where decision-making authority is delegated to the Committee, it is done so through specific reference in these Terms of Reference, or by resolution of the Board of Directors.

In the event of any conflict, inconsistency or ambiguity between these terms of reference and the by-laws of the Corporation, the by-laws prevail.

The Committee is responsible for the policies and practices relating to the operations and management of the Corporation, except the financial, risk and audit policies and practices that fall within the responsibility of the Finance, Audit and Risk Committee.

2. Membership

The Committee includes Directors with relevant experience in organizational governance and management.

The Committee is composed of no fewer than three (3) Directors appointed by resolution of the Board of Directors. The term for Committee members is three (3) years, renewable once.

The Chair of the Committee is selected by the Board of Directors.

In addition to the Director members, the CEO of Research Nova Scotia is an *ex officio* member and is non-voting. An additional administrative staff person will attend meetings to record meeting minutes.

Committee members are not permitted to appoint proxies or delegates to attend meetings on their behalf.

3. Procedures

The Committee meets quarterly but may meet more frequently at the request of the Committee Chair or any two members of the Committee.

Meetings are typically held by conference call, but in the event of an in-person meeting, Committee members are compensated for travel expenditures as per RNS travel policies.

The Chair of the Committee approves agendas and minutes for distribution to members of the Committee. Agendas and support documentation are distributed to Committee members at least five (5) business days prior to the meeting.

A majority of Committee members, present in person or by telephone, constitutes a quorum. Attendance for the meetings is recorded in the minutes. Meeting minutes document the actions, decisions and recommendations from each meeting. Minutes are sent to all Committee members on a timely basis.

The Committee reports to the Board following each meeting.

The Committee shall act only on the affirmative vote of a majority of the members at a meeting or by written consent by email. The Chair of the Committee is not entitled to a casting vote.

If the Committee cannot establish quorum at the beginning of the meeting, or attendance falls below quorum during the meeting, resolutions requiring approval must be deferred to the next meeting, or approval can be obtained by email.

4. Duties and Responsibilities

The Committee is responsible for:

- a. All aspects of CEO performance, and feedback to the CEO on performance, evaluation, and continuous improvement including, after Committee review, making recommendations to the Board on any matter pertaining to CEO compensation or professional development when requested to do so by the Board.
- b. Overseeing the development and review of policies and procedures identified in the Board by-laws clause 6.2, except 6.2(c) which is overseen by the Finance, Audit and Risk Committee.
- c. Overseeing the appointment process to ensure adherence to by-law clause 2.2.2.
- d. Conducting an annual review of Corporation by-laws and recommending amendments to the Board for consideration under section 8 of the by-laws.

- e. Approving the RNS administrative policies, procedures and processes – the human resource and administrative management rules for the Corporation not covered in clause 6.2 of the bylaws.
- f. Addressing any matters raised to the Committee under section 2.2.1. of the bylaws.

The Committee shall have such other powers and duties as may from time to time be delegated or assigned to it by Board resolution.

5. Conflict of Interest

Conflict means a real, potential or perceived conflict of interest of a Committee Member where financial, professional or personal considerations may compromise, or have the appearance of compromising, the judgement of a Committee Member in carrying out his or her duties as a Committee Member.

Members must declare any actual or perceived Conflict of Interest (COI) with matters being discussed at the meeting. COI can be declared at the beginning of the meeting or before a topic is discussed. The conflicted committee member must recuse themselves from the discussion. For greater certainty, for matters concerning executive compensation, the *ex officio* employee member of the Committee are in conflict and will absent themselves from discussion.