

Governance and Nominating Committee – Terms of Reference

Approved by: Board of Governors

Revised: January 31, 2014; October 1, 2015; February 9, 2018; March 12, 2020; November 26, 2020; February 7, 2025; February 6, 2026.

Quorum: A majority of filled positions.

PURPOSE

The Governance and Nominating Committee is a Standing Committee of the Lakehead University Board of Governors. Its primary purpose is to support the Board's governance stewardship, effectiveness, and integrity by:

- 1. Governance Oversight:**
Reviewing, monitoring, and recommending revisions to the Board's organizational structures, bylaws, policies, procedures, and overall governance practices to support effective, accountable, and transparent oversight.
- 2. Board Composition & Renewal:**
Reviewing the skills and experience required on the Board, identifying prospective candidates, and recommending appointments and nominations consistent with the Board's mandate, strategic priorities, and approved Roles and Responsibilities for Board members.
- 3. Board Orientation, Mentorship & Development:**
Annually overseeing recruitment, screening, and nomination processes; planning and recommending professional development opportunities; and advising the Board on the annual orientation program and other ongoing learning supports for new and existing members.

SCOPE

Without limiting the general responsibilities as described above, the Governance and Nominating Committee shall:

A. Governance Structures, Policies, and Board Performance

- Review the roles and responsibilities of the Board, its Standing Committees, Chairs, individual members, and administrative support, and recommend updates to improve clarity, relevance, effectiveness, and alignment with governance best practices.
- Review the terms of reference of each Board Standing Committee at least every three years (staggered) and recommend proposed updates.
- Review the Board Bylaws at least every five years and recommend proposed updates.
- Review the following Board policies as scheduled and recommend proposed updates:
 - Roles and Responsibilities of Members of the Board of Governors
 - Code of Conduct for Members of the Board of Governors
 - Board Chair, Vice-Chair and Past-Chair Succession Policy
 - Board Members Seeking Employment with Lakehead University
 - Board of Governors Deputation Policy
 - Board of Governors Equity, Diversity and Inclusion Policy
 - Board of Governors Nominations Process
 - Removal of Inactive Board Members
 - Board of Governors Mentorship Program Guidelines and Process
- Prepare an Annual Report for the Board of Governors.

B. Board Composition, Recruitment, and Nomination

- Determine Board vacancies and propose nominees to fill them in accordance with required competencies, diversity considerations, and the Board's strategic needs.
- Propose nominees to serve on all Standing Committees of the Board.
- Propose nominees for the positions of Board Chair, Board Vice-Chair, Past-Chair, and Chairs of all Standing Committees.
- Maintain and annually prepare a record of attendance of members at Board and Committee meetings.

C. Orientation, Mentorship, Development, and Board Education

- Manage the Board Mentorship Program in accordance with the Board of Governors Mentorship Program Guidelines and Process, including the matching process, training and support for mentors/mentees, and periodic assessment of program effectiveness.
- Plan and implement the annual Board orientation program, fall and winter term retreat, and other onboarding and professional development opportunities for new and existing Board members.

- Review feedback surveys and other inputs from Governors to inform Board learning needs, and integrate these insights into planning for ongoing professional development.
- Make recommendations to the Board regarding relevant professional development opportunities, training sessions, workshops, and presentations that support strong governance, fiduciary oversight, risk awareness, and sector knowledge.
- Educate the Board about the role, responsibilities, and current initiatives of key internal governance partners including:
 - the Senate
 - the Alumni Association
 - the Ogimaawin Indigenous Education Council (OIEC)
 - the Lakehead University Student Union (LUSU)
- Ensure that professional development and educational programming strengthens the Board's understanding of academic planning, bicameral governance, and University community priorities.

D. Academic, Research, and Student Experience Awareness

- Consider and incorporate matters pertaining to teaching and learning, research, student experience, scholarships, and broader academic and student-facing initiatives to ensure that Board members understand the academic mission and context essential to informed governance.
- Recommend opportunities for Board engagement with faculty, students, and academic leaders (e.g., presentations, panels, campus visits) to deepen insight into the University's academic environment.

COMPOSITION

- Chair of the Board
- Vice-Chair of the Board
- Board Secretary, who shall act as the secretary for the Committee
- President and Vice-Chancellor of the University
- Immediate Past-Chair of the Board
- Four External Members of the Board
- One Faculty Senator or Staff Member of the Board

Resources:

- *Recording Secretary*
- *Members of the university's Executive Team, as required*