

Governance & 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.

PURPOSE

The Governance and Nominating Committee is a Standing Committee of the Lakehead University Board of Governors, with the primary role of assisting the Board of Governors in its governance stewardship and oversight responsibilities. Its three main roles to that end are:

1. To review, monitor and recommend to the Board revisions to Board organization, policies, procedures and Board performance, and provide stewardship on University governance integrity.
2. To review the skills and experience required on the Board and identify to the Board candidates as prospective Governors, to fulfill the roles and responsibilities of the Board in accordance with the Board mandate, Board approved Roles and Responsibilities of Members of the Lakehead University Board of Governors and strategic plans of the University.
3. On an annual basis, to recruit, screen and recommend for consideration to the Board a roster of candidates for election to the Board in keeping with the Board approved Nomination Process, and to recommend to the Board the annual orientation program for new and existing Board members.

SCOPE

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

Review the roles and responsibilities of the Board, its Committees, Chairs, members and administrative support; make recommendations to the Board for updates to governance structure and policies to improve effectiveness, relevance, and clarity.

Oversee the governance framework for the Board and University, through periodic and selective review for compliance with policies, The Lakehead University Act and Bylaws. This will include:

- Preparing an annual report to the Board on such University governance performance measured against the strategic plans and policies of the University.
- Following up on action items from the annual report.
- Developing processes for managing confidential evaluations of the Board and committees in their governance capacities against such policies.

Determine Board vacancies, and propose nominees to fill Board vacancies in compliance with the skill sets and other criteria required by the Board and across Committees.

Propose nominees to serve on all Standing Committees of the Board.

Prepare annually a record of attendance of members at Board and Committee meetings.

Propose nominees for Chairs of all Standing Committees.

Propose nominees for the positions of Board Chair and Board Vice-Chair.

Review the terms of reference of each Board standing committee at least every three years (staggered) and make recommendation to the Board regarding proposed changes.

Review the Board of Governors Bylaws at least every five years and make recommendation to the Board regarding proposed changes.

Review the Roles and Responsibilities of Members of the Lakehead University Board of Governors document at least every five years and make recommendation to the Board regarding proposed changes.

Prepare an Annual Report for the Board of Governors.

COMPOSITION

- Chair of the Board
- Vice Chair of the Board
- President of the University
- Immediate Past Chair of the Board
- Three external members of the Board
- One faculty Senator or staff member of the Board

Resources:

- *General Counsel and University Secretary, who shall act as the secretary for the Committee*
- *Other members of the Executive Team, as required*