



Governance and Nominating Committee

Terms of Reference

1. Purpose

The Governance and Nominating Committee is a standing committee of the Board of Directors. The purpose of this Committee is to develop, review, and assess the effectiveness of the Board of Directors and ensure that the board fulfills its responsibilities through adequate governance policy development, recruitment strategies, and board education.

2. Mandate & Objectives

The mandate and objectives of the Governance and Nominating Committee is to:

- (a) develop necessary governance frameworks and processes, including governance policies for the Board of Directors, to allow the Board of Directors to function effectively;
- (b) review Ski New Brunswick's governance framework and policies and advise the Board of Directors regarding areas of concern, best practices, and recommended changes, if any; and
- (c) ensure that the Board of Directors follows any applicable governance policies;
- (d) ensure proper recruitment of Board and Committee members.

3. Responsibilities

The Governance and Nominating Committee will develop and implement an annual workplan that includes but is not limited to:

- (a) Board review;
- (b) Policy review;
- (c) Delivery of the AGM;
- (d) By-Law Review;
- (e) Recruitment;
- (f) Orientation and Training of Board members; and
- (g) Terms of Reference Review.

The Governance and Nominating Committee shall prepare and submit an written annual report to the Board of Directors at the AGM. The areas of focus will be:

a. Governance Policy Development

- i. Review and recommend organizational policy requirements or amendments;
- ii. Ensure that policies are created and periodically reviewed which define roles and responsibilities of the Board; duties and responsibilities of directors and officers; general policies and procedures for nomination, selection, and removal of directors; and board governance policies; and
- iii. Conduct a rotating review in conjunction with the Executive Director of all policies and present amendments for Board consideration.

b. Recruitment and Selection

- i. Conduct annual review of Board recruitment needs with consideration of Board strengths and weaknesses;
- ii. Identify and recommend potential directors for the Board of Directors;
- iii. Succession planning for Board members;
- iv. Participate in the selection and recommendation of executive positions of the Board; and
- v. Conduct review of orientation process and package in conjunction with the Executive Director.

c. Education

- i. Oversee orientation of new Board members (by Executive Director);
- ii. Ensure the ongoing education of Board members on topics related to their role and the organization as a whole; and
- iii. Ensure that annual Board evaluation process is completed for the Board.

4. Composition

The Governance and Nominating Committee will be composed of a minimum of three persons, one of which shall be the Committee Chair. Effort should be made to ensure that there is representatives from Poley, Crabbe and Mont Farlagne. The Committee is open to both Board and Non-Board members.

5. Authority

The Governance and Nominating Committee will be an active advisor to the Board of Directors and shall operate in accordance with Ski New Brunswick's by-laws.

6. Appointment

The Board of Directors appoints members to the Governance and Nominating Committee at the Board Meeting immediately following the AGM. Members will serve from appointment until the following AGM.

Should a vacancy occur on the Governance and Nominating Committee, the Board of Directors may appoint a qualified person to fill that vacancy for the remainder of the vacant member's term.

The Board may remove any member of the Governance and Nominating Committee.

7. Meetings

The Governance and Nominating Committee may meet by telephone, video conference, or in person, and otherwise regulate their meetings and proceedings as they see fit.

The Committee shall maintain minutes of its meetings.

8. Confidentiality

All deliberations of the Governance and Nominating Committee shall be confidential. Committee members shall maintain the confidentiality of such deliberations, and shall safeguard any records, materials or information relating to same from improper access.

9. Review and Approval

The Board of Directors will review these terms of reference every two (2) years.