

**Governance and Nominations Committee
Terms of Reference
(Last updated June 2020)**

1. Mandate

The Governance and Nominations Committee has two mandates:

- To provide the Board of Directors with recommendations for the membership of committees and the Board of Directors.
- To assess the BAO's governance development, practices and policies, and to make recommendations on these matters to the Board of Directors.

2. Membership

The Governance and Nominations Committee will consist of at least 3 members selected from the Board of Directors. The Board of Directors will select one individual to sit as chair of the Governance and Nominations Committee.

3. Eligibility

Members of the Board of Directors are eligible to sit on the Governance and Nominations Committee.

4. Terms of Service

Committee members are appointed by the Board of Directors for a one year term, to a maximum of three years or as determined by the Board.

Each committee member has one vote. Where there is a tied vote, the Chair of the Governance and Nominations Committee will cast the deciding vote.

5. Roles and Responsibilities

Related to nominations, the committee is responsible for providing recommendations to the Board of Directors of individuals who are qualified to fill vacancies on committees and on the Board of Directors. Specifically, the committee will:

- Review candidate's applications, when applicable;
- Evaluate how candidates meet eligibility, skills and criteria requirements;
- Conduct interviews of candidates, as necessary;
- Present recommended candidates to the Board of Directors; and
- Ensure the integrity of elections and appointments.

Related to governance, the committee will:

- Identify and recommend approaches to strategic planning;
- Review and recommend governance policy issues;
- Review and recommend changes to existing policies and by-laws;
- Develop new policies, as required;
- Review and make recommendations related to the Board composition and effectiveness, including training and development.

6. Meetings

The Governance and Nominations Committee members will meet as needed and upon the request of the Board of Directors.

Meetings may be held in person, by teleconference or other such communication method that allows all participants equal access to communicate with one another.

A quorum of the majority of Governance and Nominations Committee members is required to execute the business of the committee.

7. Communications Protocol

Unless approved by the Board of Directors, members of the Governance and Nominations Committee will not communicate the activities or decisions of the Governance and Nominations Committee publicly.

The Governance and Nominations Committee may conduct in-camera sessions during their meetings to discuss confidential matters.

8. Access to Bereavement Authority of Ontario Staff Resources

The Governance and Nominations Committee will be supported by one or more designated BAO staff members.

9. Expenses

Expenses incurred by the Governance and Nominations Committee will be reimbursed according to the BAO's Expense Policy and Board Remuneration Policy.

Financial expenditures required by the committee will require pre-approval by the Board.

10. Amendment, Modification or Variation

This Terms of Reference may be amended, varied or modified by agreement of the Board of Directors.

Best efforts will be made to review this Terms of Reference on an annual basis, at the first committee meeting of each year.