

Governance and Nominations Committee
Terms of Reference
(Last updated ● September 2024)

1. Mandate

The Governance and Nominations Committee (the committee) has three mandates:

- 1) To assess the Bereavement Authority of Ontario's (BAO's) governance development, practices, and policies, and to make recommendations on these matters to the Board of Directors.
- 2) To undertake director recruitment and succession planning by providing recommendations for the membership of committees and the Board of Directors.
- 3) To implement board orientation and recommend director education training.

2. Membership

The members of the committee will be appointed by the Board of Directors. Committee members will be appointed annually, and each committee member will remain on the committee until their successor is duly appointed or upon their earlier resignation or removal in accordance with these Terms of Reference.

The committee will be composed of not less than three directors. The Board Chair shall also be a non-voting ex-officio member of the committee. Whenever there is a vacancy on the committee, the remaining members may exercise all of its powers if a quorum remains in office.

The Board of Directors will select one individual to sit as the chair of the committee.

3. Eligibility

Members of the Board of Directors are eligible to sit on the committee.

4. Terms of Service

Committee members are appointed by the Board of Directors for a one-year term. Each committee member has one vote, including the Chair of the committee.

5. Roles and Responsibilities

The Committee will identify candidates to fill vacancies on the Board of Directors and Committees. Specifically, the committee will:

- a) Use the Nominations, Elections, and Succession policy to guide the process
- b) Review the skills and personal qualities required of the Board as a whole in order to discharge its responsibilities and the skills and personal qualities of each existing director.

Related to governance, the committee will:

- a) Evaluate and recommend director and advisory committee member compensation;
- b) Review and recommend the approval of the code(s) of conduct applicable to directors and advisory committee members;
- c) Review and recommend Board governance best practices and changes to improve governance policies;
- d) Evaluate and recommend new Board governance policies as directed and according to any timeline as established;
- e) Conduct the Board's evaluation process in accordance with the enforced Administrative Agreement;
- f) Conduct an annual evaluation of crisis and business continuity plan; and
- g) Review and recommend policies and practices of the BAO related to the BAO's code of conduct, conflict of interest, and disclosure.

6. Meetings

The Committee Chair, in consultation with the other committee members, shall determine the schedule and frequency of meetings of the committee. Meetings of the committee shall be held at such times and places (whether in person, telephonically and/or other communications medium) as the chair may determine. To the extent possible, advance notice of each meeting will be given to each committee member unless all committee members are present and waive notice, or if those absent waive notice before or after a meeting. Committee members also will meet upon the request of the Board of Directors.

A quorum of the majority of committee members is required to execute the business of the committee. Each voting committee member has one vote. Where there is a tied vote, the Committee Chair will not be entitled to cast the deciding vote.

7. Reporting

The Committee Chair shall provide a report to the Board of Directors on the committee's activities since the last Board of Directors meeting.

8. Communications Protocol

Unless approved by the Board of Directors, members of the committee will not communicate the activities or decisions of the committee publicly.

9. Access to BAO Staff Resources

The Chair and committee will be supported by one or more designated BAO staff members.

10. Expenses

Expenses incurred by the committee will be reimbursed according to the BAO's Expense Policy and Remuneration Policy.

Requests for any additional resources required to support the committee must be submitted to the BAO Board in writing.

11. Amendment, Modification or Variation

These Terms of Reference may be amended, varied, or modified after consultation by committee members and approval of the Board of Directors.

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