

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

1. Mandate

The Governance and Nominations Committee has three mandates:

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

2. Membership

The Governance and Nominations Committee will consist of at least three (3) members selected from the Board of Directors, as well as the Chair of the board as ex-officio non-voting. 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.

Each committee member has one vote, including the Chair of the Governance and Nomination Committee.

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:

- Direct and implement a transparent process for director recruitment
- To review candidates' applications and conduct interviews as necessary;
- Evaluate how candidates meet eligibility, skills, and criteria requirements;

- Make recommendations to the Board as needed for succession planning
- 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 for the Board's consideration;
- Ensures the board work is aligned with and supports the BAO's strategic directions
- Review and recommend policy best practices and changes to improve governance policies.
- Develop new policies as directed and according to any timeline as established.;
- Make recommendations for board member orientation, and education
- Direct staff to review, as appropriate through an equity lens the policies and practices of the BAO
- Review and recommend policies and practices of the BAO related to the code of conduct, conflict of interest and disclosure.

6. Meetings

The Governance and Nominations Committee members will meet as needed or 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. A quorum is recognized as the majority of voting members with the minimum being two (2) directors 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. Committee members shall abide by all privacy and confidentiality statutes.

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 Remuneration Policy.

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

10. Reporting

The Governance Committee will report to the Board of Directors

11. Amendment, Modification or Variation

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

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

Should any paragraph or provision of these Terms of Reference be held to be void, invalid, illegal or unenforceable in any respect and for any reason, any such provision or provisions shall be severable from these Terms of Reference and the remainder of these Terms of Reference shall remain in full force and effect and shall be construed as if such void, invalid, illegal or unenforceable provision or provisions had not been contained herein.