



London Chamber of Commerce – Governance & Nominations Committee

Terms of Reference

Purpose

The London Chamber of Commerce (the Chamber) is committed to ensuring a high-functioning Governance structure, utilizing best practices to fulfill its responsibilities to oversee the organization.

The mandate of the Governance & Nominations Committee (Committee) is to advise and assist the Board of Directors (Board) in fulfilling its responsibilities in the following areas:

- Establishing and refining Board governance structure and processes
- Evaluating Board and Board Committee effectiveness
- Recruitment, orientation, and education of Board Members
- Such other responsibilities as are assigned by the Board

Responsibility

The Committee will oversee the following:

A. Governance Structure and Processes

- Recommending and reviewing By-Laws
- Developing and recommending governance principles and policies to the Board, leading to the preparation of governance resources that will be maintained in a manner that allows all Board Members to access them

B. Board and Board Committee Effectiveness

- Establishing a governance performance evaluation which includes evaluation of overall Board performance, individual Board Member's performance, performance of the Chair, and performance of Committees in line with the Board Evaluation Policy
- As the result of evaluations, make recommendations to the Board regarding Board process improvement and professional development
- Developing and recommending education priorities to the Board, and planning of periodic sessions to address these

C. Board Membership

i. Board Nomination:

- The Committee will maintain a profile of existing Board Members and terms of appointment, and canvass Board Members to determine their intention to remain on the Board in any subsequent year. The Committee will ensure that the Board does not fall below the number of Directors required by the By-Laws
- The Committee will reference the nomination requirements in the By-Laws, as

well as the skills matrix and any policy that has been created to support those requirements.

- The Committee will define and implement an appropriate screening and review process for potential candidates (e.g., resume review, interviews, skills matrix, etc.)
- A slate of potential candidates for nomination will be prepared by the Committee for recommendation to the Board and then to the Members.
- In the circumstance that any position cannot be filled using the indicated process, the Committee will consider alternative methods of recruiting, including recruitment from outside the indicated skills category where necessary. Appropriate recommendations will be made to the Board in this regard.
- The Committee will ensure that elections and appointments to the Board comply with By-Laws and other legal requirements.
- The Committee will ensure the Orientation Package and Process is regularly reviewed and updated, and that all new Board Directors receive appropriate orientation.
- The Committee will also provide recommendations as to the structure and composition of Board Committees from time to time so as to ensure their ongoing effectiveness.

D. Officer Nomination

- Board Officers include the Board Chair, Vice Chair, Treasurer, and CEO
- As per the *Board of Trades Act*, the CEO shall act as Secretary and shall be an ex-officio Officer without a vote
- Nominations for the remaining officer positions will be coordinated by the Committee; Board Members and the Committee may nominate Officers
- Officer nominations will be prepared annually by the Committee for consideration at a Board meeting, by determining which positions are coming vacant and surveying Board Directors to determine interested parties for those positions
- For Board Officer positions coming available, Board Officers will be elected by the Board for the year immediately following the Annual General Meeting as per the By-Laws

Accountability

- The Committee will report its deliberations to the Board at the next Board meeting following each Governance & Nominations meeting through its minutes and the Committee Chair
- The Committee makes non-binding recommendations to the Board
- The Committee will review these terms of reference every two (2) years and recommend changes to the Board

Membership/Terms of Office

- The Committee shall be made up of a minimum of three (3) Board Directors (one of whom shall be the Chair or Vice Chair of the Board) appointed by the Board
- The Board shall appoint the Chair of the Committee
- The Committee may invite guests to provide information or expertise to the Committee that would be helpful in its deliberations
- The Committee may have Community Members as determined appropriate by the Committee and approved by the Board. Recruitment of Community Members goes through the Governance & Nomination Committee. The Committee will inform the Governance &

Nomination Committee of how many Community Members they wish to have on the Committee

- Committee Members shall serve for a two (2) year term ending at the commencement of the Annual Meeting of Members following the second year of their appointment. Members may serve for a maximum of two (2) terms, with a staggered start for the purpose of succession
- The CEO is an ex-officio member of the Committee, and support staff may be assigned to the Committee at the Committee's approval

Meeting Schedule and Protocol

- The Committee will meet at least twice per year with additional meetings at the will of the Chair
- Quorum will be 50% plus one (1) of the voting members

Decision-Making Process

The Committee will strive to develop recommendations to the Board by consensus. If a vote is needed, quorum shall be a majority of members; the Chair presiding at any meeting of the Committee shall have a vote in all matters. The motion is defeated in the event of a tie, and the Chair shall not have a second vote to break the tie. That is, the Chair will have one (1) vote only to be exercised as all other Members of the Committee.

Other Chamber Directors Present

All Chamber Directors not appointed to the Committee may attend the Committee meeting as a non-voting member. All non-appointed Directors are not entitled to notice of Committee meetings. The presence of such Directors shall not be included for the purpose of calculating a quorum.

Access to Corporate Records

In performing any of its duties and responsibilities, the Committee shall:

- Have access, in performing any of its duties and responsibilities, through the CEO, to the kind and frequency of information required by the Committee
- Have access to any and all books and records of the Chamber required for the execution of the Committee's obligations

If, in the opinion of the Committee, advice and counsel of external advisors is needed, the Committee Chair shall, at the request of the Committee, seek Board approval to engage the necessary advisors and to determine remuneration for their services.