



GOVERNANCE AND NOMINATING COMMITTEE TERMS OF REFERENCE

Appointment and Removal

The Governance and Nominating Committee (**Committee**) is a committee of the board of Trustees (**Board**) of Bloorview School Authority (**Bloorview**), consisting of not less than 3 Board trustees (**Trustee(s)**). The members of the Committee (**Members**) and its chair (**Chair**) are appointed by the Board annually. Any Member may be removed or replaced at any time by the Board. A Member will cease to be a Member upon ceasing to be a Trustee.

Structure and Reporting

The Committee meets as required, but at least twice annually. Additional meetings may be held at the discretion of the Chair or at the request of the Board, its chair or a Member. A majority of the Committee constitutes a quorum. The Committee may require Bloorview employees or may request any other individual to attend a Committee meeting.

The Committee will report to the Board on all proceedings, deliberations, decisions and recommendations of the Committee at the first subsequent Board meeting and at the other time(s) and in the manner the Board requires or, failing Board direction, in the manner the Committee considers advisable.

Bloorview shall provide the Committee with the necessary resources to carry out its duties.

Mandates and Responsibilities

The Committee's mandates are to (i) provide leadership in structuring and enhancing the Bloorview's governance process, (ii) take steps, where necessary, to enhance the quality of governance by the Board, and (iii) put forward nominations for the Board's appointment of Trustees and committee members.

In fulfilling these mandates, the Committee shall:

1. At least annually, review the Board's governance policies, procedures and by-laws and, where appropriate, recommend updates and improvements to them;

2. Review when considered appropriate, the Board's committee structure and mandates with a view to determining whether the committee structure meets Bloorview's needs;
3. Review at least annually the composition of the Board and its committees and, as appropriate, make recommendations to the Board's chair or Board;
4. Monitor Canadian governance developments, keep the Board sufficiently informed and recommend actions as appropriate;
5. Provide advice and recommendations to the Board on governance issues from time to time, as requested by the Board;
6. Undertake an annual governance review;
7. Coordinate the periodic assessment of the effectiveness of the Board as a whole and/or the individual Trustees, with a view to enhancing the effectiveness of the Board;
8. Maintain or obtain a list of qualified, potential Trustees and, when required, recommend candidates to the Board and coordinate their evaluation;
9. Establish and review policies designed to provide (i) new Trustees with an effective and comprehensive orientation, (ii) Trustees with continuing education opportunities to maintain and enhance their skills and abilities as Trustees, and, as applicable, committee members, and (iii) Trustees with increased knowledge and understanding of Bloorview's current operations from time to time; and
10. Review at least annually the orientation program for new Trustees and recommend to the Board any revisions.

Chair

The Chair's role is to ensure that the Committee fulfills its mandates, meets its obligations and responsibilities, and functions properly. Specifically, the Chair shall:

1. Schedule and chair meetings of the Committee;
2. In consultation with the Board's chair, the Board, Members and Bloorview's Principal, set agendas for meetings of the Committee;
3. Assign work to Members;

4. Undertake necessary steps so that agenda items for all Committee meetings are ready for presentation and that adequate information is distributed to Members in advance of such meetings with reasonable time for prior review;
5. Act as a liaison and maintain communications with the Board's chair and the Board to optimize and coordinate input from the Trustees and optimize the effectiveness of the Committee;
6. Provide leadership to the Committee so that it can fulfill its mandates and responsibilities under this Policy; and
7. On an interim and emergency basis, as may be required, have authority to make any decision which is within the mandates and responsibilities of the Committee, provided that the Chair advises the other Members immediately after this power is used e.g. make a unilateral drafting change to a governance policy submitted to the Board for its consideration, where the other Members are unavailable for consultation and the time to submit the policy has essentially expired.