

Sheridan

Governance and People Committee Terms of Reference

Mandate:

The Governance and People Committee is responsible for the direction and oversight of all matters of Board governance. The committee is charged with reviewing and monitoring Presidential performance, oversight of Presidential succession planning, oversight of Board leadership succession planning, and nominating members for appointment to the Board, its committees, and other bodies.

The committee will ensure that the Board of Governors fulfills its legal, ethical, and functional responsibilities through governance oversight, training, and evaluation of Board performance. The committee will also ensure that Board membership is appropriately skilled, reflects the communities Sheridan serves and is able to exercise their fiduciary duties and duty of care to the institution.

The committee is charged with regular review of the By-Laws and policies and protocols which relate to governance.

The committee is also responsible for governance oversight of the Board's participation in Sheridan's Strategic Planning process and monitors progress and outcomes.

Duties and Responsibilities:

1. Review and assess Board governance practices and make recommendations to the Board regarding ways in which governance practices can be improved and enhanced by proposing guidelines, protocols, and policies to the Board for deliberation and appropriate action.
2. Act as the nominating committee and develop selection criteria and profiles based on the skills matrix for the nomination of Board members. Interviews candidates being considered for appointment to the Board of Governors and recommends nominees to the Board for approval. These candidates include those who are submitted for approval to the Lieutenant Governor in Council.
3. Monitors and ensures the integrity of the Internal Governor election process.
4. Conducts an evaluation of the operations of the Board and its Committees through a periodic feedback mechanism, and recommends changes to the process, composition and/or mandate of the Board Standing Committees.
5. Responsible for the annual nomination of the Chair, Vice Chair, any other Officers as the Board may determine to be appointed annually and the Chairs of all standing committees of the Board which may require the annual appointment of Chair.
6. Every three years, or as required, reviews the by-laws and recommends amendments to the Board of Governors.
7. Reviews and recommends to the Board policies, guidelines or protocols related to Governance.
8. Ensures appropriate orientation training is provided to new Governors.
9. At the request of the Board Chair, undertakes such other governance initiatives as deemed necessary.
10. Oversees all matters pertaining to the recruitment, retention, and terms of employment for the position of the President and Vice Chancellor.
11. Ensures that a fulsome performance management process is in place for the President and Vice Chancellor and assumes responsibility for completing that process annually.
12. Establishes and oversees a Board leadership succession plan.
13. Ensures compliance with all relevant Acts, legislation, and directives.
14. Maintains an oversight role in Sheridan's progress in achieving targets set out in the Strategic Plan.

Composition**Voting Members:**

- Board Chair (ex officio)
- President (ex officio)
- Minimum of five members of the Board (one of whom will Chair the Committee)

Non-voting Members:

- General Counsel and Corporate Secretary
- Secretary of the Board
- Resource members: VP Inclusive Communities, Equity, Diversity and Inclusion; VP Human Resources, other resources as required.

The Chair of the Governance and People Committee shall be an external governor. The majority of the five members of the Governance and People Committee shall be external governors.

Terms of Appointment:

Each Governance and People Committee member shall be appointed for a two-year term subject to an annual review by the Board. The Board shall fill a vacancy on the Governance and People Committee by appointing a new member to the committee.

Meetings:

The committee shall meet three times a year, at minimum.