

LANGLEY ANIMAL PROTECTION SOCIETY

**GOVERNANCE and NOMINATING COMMITTEE
TERMS OF REFERENCE**

1. PURPOSE/MANDATE

The purpose of the Governance and Nominating Committee (the “Committee”) is to ensure that the Board fulfills its legal, ethical, and functional responsibilities through adequate governance oversight, effective recruitment strategies, ongoing programs and development opportunities, and evaluation of Board and director performance.

2. RESPONSIBILITIES

The Committee will provide advice and counsel to the Board of Directors and the Executive Director, Langley Animal Protection Society (LAPS) and have specific responsibilities in the following areas:

2.1 Governance Responsibilities:

- (i) Maintain and review the bylaws, agreements, and other governing documents of the Society.
- (ii) Oversee the effectiveness of the Board of Directors; and
- (iii) Ensures that the governance procedures and policies of the Board of Directors are created and periodically reviewed which define:
 - a. The roles and responsibilities of the Board.
 - b. Duties and responsibilities of directors and officers.
 - c. Terms of reference for all Board standing committees.
 - d. Conflict of interest and confidentiality procedures; and
 - e. Procedures for nomination, selection, and removal of directors.

2.2 Nominating Responsibilities:

- (i) Prior to recommending proposed candidate(s) for nomination for election or appointment to the Board, adopt a process to consider what competencies and skills the Board, as a whole, should possess; and what competencies and skills each existing director possesses.
- (ii) In consultation with the Board and the ED and, on an ongoing basis, identify individuals qualified to become new directors, based on the personal attributes and qualifications of potential candidates, including their experience, expertise, and industry knowledge; and any legal requirements, including those related to director independence and financial literacy.
- (iii) Identify and recommend to the Board for approval the proposed candidate(s) for nomination for election to the Board at the next annual meeting of the members

of the society or for appointment to fill any vacancy that is anticipated or has arisen on the Board. In making its recommendation, the Board shall assess and consider:

- a. the necessary competencies and skills that the Board requires.
- b. the current competencies and skills of existing Board members.
- c. the competencies and skills each new nominee will bring to the boardroom; and
- d. the ability of each new nominee to devote sufficient time and resources to his/her duties as a director.

(iv) Recommend candidates to fill vacancies arising in the Board of Directors.

(v) Maintain a database of prospective leadership volunteers.

2.3 Orientation and Ongoing Director Education

- (i) Ensures that directors are able to discuss, debate, and plan the following from a basis of knowledge:
 - the organization's mission, goals, objectives, programs, and services.
 - the organization's budget and financial statements; and
 - the roles, duties and responsibilities of the Board, committees, individual directors, and the Executive Director.
- (ii) Ensures that the Board Manual, outlining the policies and procedures by which the Board will operate and the Terms of Reference for the Board, the Executive Director, and the standing committees of the Board, are reviewed periodically.
- (iii) Ensures there is a program of ongoing education regarding animal welfare, the role of an effective executive director, a basic understanding of the financial operations of the organization, and an understanding of issues related to revenue development.

2.3 Evaluation

Ensures that a regular evaluation of the full board, the Board Chair, and individual director self-evaluation occurs. Implement and oversee the evaluation process and develop a plan to address any outstanding areas of concern.

3. FUNCTIONING

3.1 Creation

The Committee is a standing committee of the LAPS Board of Directors.

3.2 Membership

- The Committee Chair (must be a current Director)
- The Executive Director (ex officio, non-voting)
- Up to two board of director members appointed by the Chair

3.3 Terms

Members of the Governance & Nominating Committee will serve a two-year term with a limit of two terms total.

3.4 Conflict of Interest

Governance and Nominating Committee members are required to abide by the LAPS Conflict of Interest Policy and to complete the annual declaration of potential conflicts. Committee members are required to absent themselves from any decisions at the meeting in which they have a real or perceived conflict.

3.5 Confidentiality

All members of the Committee are required to abide by the LAPS Confidentiality Agreement and will maintain confidentiality regarding all business of the Committee, including but not limited to documentation and minutes.

3.6 Resolution in Writing

A resolution consented to in writing, whether by document, fax, or any method of transmitting legibly recorded messages, by all the members of the Committee shall be as valid and effectual as if it had been passed at a meeting duly called and constituted.

3.7 Meetings

(i) Agenda and Preparation

Materials for the Committee meetings, including the agenda and presentations should be circulated in advance.

(ii) Frequency and Duration

Meetings are held not less than quarterly. Meetings may be held at the call of the Committee Chair or any two members of the Committee.

3.8 Quorum

A quorum shall be not less than 50% of the members of the Committee.

3.9 Attendance

Members are encouraged not to miss two consecutive meetings or are asked to re-examine their availability for Committee work.

4. FORMAL COMMUNICATIONS & ACCOUNTABILITY

4.1 Terms of Reference

The Board approved terms of reference for the Governance and Nominating Committee should be made available to members of the Committee, Board, and management.

4.2 Minutes

The Minute Secretary is responsible for recording the minutes of the meeting for review by the Committee Chair prior to approval by the full Committee. The minutes are provided for information at the subsequent meeting of the Board of Directors.

4.3 Reports to the Board of Directors for Information and/or Recommendation

The Committee is responsible for submitting the following items to the Board of Directors for approval:

- list of recommended nominees to the Board
- board assessment results
- governance policies

4.4 Committee Effectiveness

The Committee will review its performance and Terms of Reference annually and report to the Board of Directors on this review. The report will include any resulting recommendations for changes to the Terms of Reference.

Board Approved: July 20, 2021

Date of Board review July 2023

