

<b>Title</b>	<b>Governance and Nominating Committee</b>
<b>By-Law Number</b>	<b>208</b>
<b>By-Law Category</b>	<b>B</b>
<b>Approving Body</b>	<b>Board of Governors</b>
<b>Approval Date</b>	<b>March 20, 2014</b>
<b>Date Last Revised</b>	<b>November 27, 2014; November 23, 2017; January 24, 2019; March 28, 2019</b>
<b>Date Review Due</b>	<b>May 2025</b>

### Section 1: Purpose

- (1.1) Pursuant to the Act, the Board may establish committees it considers necessary and advisable. This By-Law establishes the Governance and Nominating Committee as a standing committee of the Board.

### Section 2: Definitions

- (2.1) In this By-Law:
- “**Act**” means the British Columbia *College and Institute Act*.
- “**Board**” means the Langara College Board of Governors.
- “**College**” means Langara College.
- “**Committee**” means the Governance and Nominating Committee.
- “**CABRO**” means the provincial Crown Agencies and Board Resources Office, which is responsible for managing the appointment process for Board members appointed by the Lieutenant Governor in Council.

### Section 3: Role and Responsibilities of the Governance and Nominating Committee

- (3.1) The role of the Committee is to oversee and advise the Board with respect to the governance of the Board, the College’s governance framework, Board nomination and evaluation of Board effectiveness.
- (3.2) The principal responsibilities of the Committee include:
- periodic review and assessment of the Board’s governance, including its By-Laws, policies, principles and practices to ensure alignment with the College’s objectives and purposes as stated in the Act and that the principles of transparency, accountability, inclusiveness and effectiveness are reflected at all levels of College governance;
  - oversight and support of Board member recruitment;
  - leadership over the implementation of processes to support and evaluate the effectiveness of the Board, committees and individual Board members; and
  - periodic review and assessment of the College’s governance framework.
- (3.3) The Committee shall develop and maintain a list of Committee priorities.



**Governance**

- (3.4) With respect to governance development, and subject to the powers and duties of the Board, the Committee:
- (a) within the context of adopted principles and strategies, reviews the Board's governance and advises the Board on:
    - (i) areas of concern;
    - (ii) best governance practices; and
    - (iii) any recommended changes or policy development.
  - (b) subject to section (l) below, reviews Board By-Laws and policies a minimum of every 5 years and more often as the Committee deems necessary from time to time, and advises the Board on any recommended changes;
  - (c) maintains for reference a Board Manual of documents relevant to Board governance, including legislative provisions, strategic plan, Board Operating Principles, and adopted By-Laws and policies;
  - (d) monitors emerging good governance practices or trends to identify opportunities to maximize the Board's governance effectiveness;
  - (e) monitors the compliance by the Board and the College with applicable legislation, regulations, By-Laws and policies;
  - (f) oversees the Board's relationship with management and makes recommendations to enhance the effectiveness of this relationship;
  - (g) ensures programs are in place for new Board Member orientation and ongoing professional development, including prioritizing areas of ongoing development for Board Members;
  - (h) reviews the roles and responsibilities of the Board, its committees, and Board Members with the assistance of administrative support (i.e. Executive Assistant to the Board of Governors or other Executive officers), including assessing the ongoing relevance of individual committees and committee By-Laws, and recommends any changes to the Board;
  - (i) assists with the development of terms of reference for any task force committees established by the Board;
  - (j) reviews and assesses the Board's methods for communicating the Board's governance to stakeholders and the public;
  - (k) initiates and develops the discussion topics for the annual Board retreat; and
  - (l) annually reviews *By-Law 200 - Code of Conduct and Conflict of Interest* and recommends any changes, as necessary.

**Nominations**

- (3.5) With respect to nominations, and subject to the powers and duties of the Board, the Committee will:
- (a) review periodically as required the composition of the Board and make recommendations for Board selection to ensure the composition of the Board includes an appropriate balance of knowledge, experience, skills and diversity;
  - (b) with regard to Board Members to be appointed by the Lieutenant Governor in Council, work with the Board Chair and President to identify potential candidates for appointment to the Board and forward recommendations for appointments to



- the CABRO for consideration and recommendation to the provincial government;
- (c) prepare the Notice of Position for approval by the CABRO, as necessary;
  - (d) work with the Board Chair and President to develop a Board Member and Board Chair succession process as part of the overall Board composition strategy.

### Evaluations

- (3.6) With respect to evaluation, and subject to the powers and duties of the Board, the Committee leads the development and implementation of the review processes for evaluating the effectiveness of the Board, including annual reviews of the Board Chair, Committees and individual Board Members and biennial reviews of the Board by the College community.

### Section 4: Composition and Resources

- (4.1) The Committee is composed of at least five members.
- (4.2) The Committee shall be composed of:
  - (a) the President, as an ex officio non-voting member of the Committee; and
  - (b) other Board members, at least two of whom have been appointed by the Lieutenant Governor in Council.
- (4.3) The Board appoints the members of the Committee and the Committee Chair.
- (4.4) The Committee members shall have the following qualifications, background or experience:
  - (a) a strong interest in governance and motivation for developing good governance practices of the Board;
  - (b) high professional integrity and ethical standards;
  - (c) a good understanding of the organization of the College and of stakeholder interests; and
  - (d) relevant legal, accounting, business or administrative training, accreditation or experience.
- (4.5) The following shall serve as resource personnel to the Committee and shall, unless otherwise directed by the Committee, attend all meetings of the Committee:
  - (a) Executive Assistant to the Board; and
  - (b) other College staff as requested by the Committee or the Committee Chair.
- (4.6) Resource personnel provide advice and support to the Committee and are not members of the Committee.
- (4.7) The Committee may engage independent advisors or consultants to assist the Committee in fulfilling its duties as may be deemed necessary with the prior approval of the Board Chair or, where the Board Chair is unavailable, the Board Vice-Chair.

### Section 5: Meeting Procedures

- (5.1) The Chair shall, through the Board office, call meetings of the Committee a minimum of four times per year, or more frequently as required.
- (5.2) The Committee shall normally meet at a time and place determined by the Chair and in agreement with the Committee members and resource personnel. These meetings shall



be held in-camera unless identified otherwise.

- (5.3) While the goal shall be full attendance of all Committee members at meetings, the majority of members of the Committee shall constitute quorum.
- (5.4) Committee members may participate in Committee meetings by teleconference or other electronic means.
- (5.5) The Board office shall be responsible for recording, filing, and circulating records of the Committee's decisions, as appropriate.

### **Section 6: Reporting and Accountability**

- (6.1) The Committee shall report to the Board on its activities at the next scheduled Board meeting by providing a high-level summary setting out:
  - (a) its activities since its last report to the Board;
  - (b) any matters that the Committee is bringing forward for discussion or approval by the Board; and
  - (c) upcoming matters on the Committee's work plan agenda.
- (6.2) The Committee shall operate in a manner that is consistent with the Board Operating Principles in the Board Manual.
- (6.3) The Committee shall conduct a review of the terms of this By-Law a minimum of every five years.
- (6.4) The Committee shall provide an orientation for all new Committee members upon their appointment.

