

<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; September 26, 2024</b>
<b>Date Review Due</b>	<b>November 2025</b>

**Section 1: Purpose**

- (1.1) Pursuant to the Act, the Board may establish committees it considers necessary and advisable.
- (1.2) This By-Law establishes the Governance and Nominating Committee as a standing committee of the Board in order to support the Board in reviewing policies, facilitating succession planning, and aligning College governance with best practices.

**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.
  - “**Chair**” means the Chair of the Governance and Nominating Committee
  - “**College**” means Langara College.
  - “**Committee**” means the Governance and Nominating Committee.
  - “**CABRO**” means the provincial Crown Agencies and Board Resourcing 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 nominations, and the evaluation of Board effectiveness.
- (3.2) The principal responsibilities of the Committee include:
  - (a) 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;
  - (b) oversight and support of Board member recruitment;
  - (c) leadership over the implementation of processes to support and evaluate the effectiveness of the Board, committees and individual Board members; and
  - (d) periodic review and assessment of the College’s governance framework.
- (3.3) The Committee shall develop and maintain a list of Committee priorities.

- (3.4) All recommendations presented to the Committee for consideration shall be brought to the Board accompanied by supporting documentation and a Committee recommendation.

### **Governance and Policy**

- (3.5) With respect to governance and policy, and subject to the powers and duties of the Board, the Committee will:
- (a) review the governance framework of the College and advise the Board on areas of concern, best practices, and any recommended changes;
  - (b) subject to section (i) below, review Board By-Laws and policies a minimum of every four years and more often as the Committee deems necessary from time to time, and advise the Board on any recommended changes;
  - (c) monitor emerging good governance practices or trends to identify opportunities to maximize the Board's governance effectiveness;
  - (d) monitor the compliance by the Board and the College with applicable legislation, regulations, By-Laws and policies;
  - (e) ensure programs are in place for new Board Member orientation and ongoing professional development, including prioritizing areas of ongoing development for Board Members;
  - (f) assist with the development and review of terms of reference for any task forces or committees established by the Board;
  - (g) review and assess the Board's methods for communicating the Board's governance to interested parties and the public;
  - (h) initiate and develop the discussion topics for the annual Board retreat; and
  - (i) annually review *By-Law 200 - Code of Conduct and Conflict of Interest* and recommend any changes, as necessary.

### **Nominations and Board Succession Planning**

- (3.6) With respect to nominations and Board succession planning, and subject to the powers and duties of the Board, the Committee will:
- (a) review periodically 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 the President and CEO to identify potential candidates for appointment and forward recommendations for appointments to the CABRO for consideration;
  - (c) develop and maintain a Competency Matrix for appointed and elected Board members;
  - (d) provide recommendations to the Board with respect to appointments to Board committees, generally in conjunction with Board member retirements and new members joining the Board;
  - (e) work with the Board Chair and the President and CEO to develop a Board Member and Board Chair succession process as part of the overall Board composition strategy.

**Evaluations and Oversight**

- (3.7) With respect to evaluation and oversight, and subject to the powers and duties of the Board, the Committee will:
- (a) lead the development and implementation of the review processes for evaluating the effectiveness of the Board, including annual reviews of the Board, the Board Chair, and Committees, supplemented by individual Board Member self-evaluations and a biennial review of the Board by the College community;
  - (b) utilize the findings of the Board evaluation process to inform priorities for professional development, orientations for new Board members, and Board succession planning;
  - (c) as necessary, recommend changes to Board processes and committees based on the findings of the Board evaluation process;
  - (d) periodically receive updates from the President and CEO on the development of College Administrative policies under delegated authorities; and
  - (e) carry out the duties and responsibilities assigned to the Committee by *Policy 435 – Evaluation of the President and CEO's Performance*.

**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) elected and appointed Board members, at least two of whom have been appointed to the Board by the Lieutenant Governor in Council and
  - (b) the President and CEO, as an ex officio non-voting member of the Committee.
- (4.3) The Board appoints the members of the Committee and the Committee Chair based on the recommendations of the Governance and Nominating Committee.
- (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
  - (d) at least one Committee member shall have 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) the Advisor, Strategic Priorities (Office of the President);
  - (b) the Executive Assistant responsible for supporting the Board; and
  - (c) 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, one of the Board's Vice-Chairs.

**Section 5: Meeting Procedures**

- (5.1) The Chair shall, through the President's office, call meetings of the Committee a minimum of four times per year, or more frequently as required.
- (5.2) Any Board member may attend a meeting of the Committee in a non-voting capacity, subject to the Chair's prerogative to limit deliberations on an agenda item solely to members of the Committee.
- (5.3) 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.
- (5.4) While the goal shall be full attendance of all Committee members at meetings, a majority of members of the Committee shall constitute quorum.
- (5.5) Committee members may participate in Committee meetings by teleconference, videoconference, or other electronic means.
- (5.6) The President's 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, through its Chair or another member of the Committee in the Chair's absence, 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 Operating Principles of the Langara College Board ([link](#)).
- (6.3) The Committee shall conduct a review of the terms of this By-Law annually.
- (6.4) The Committee shall provide an orientation for all new Committee members upon their appointment.