Title	**Governance and Nominating Committee**
By-Law Number	**208**
By-Law Category	**B**
Approving Body	**Board of Governors**
Approval Date	**March 20, 2014**
Date Last Revised	**November 27, 2014; November 23, 2017; January 24, 2019; March 28, 2019; September 26, 2024; November 27, 2025**
Date Review Due	**November 2026**

Section 1: Purpose

(1.1) Pursuant to the Act, the Board may establish committees it considers necessary and advisable, and may prescribe terms of reference outlining their responsibilities, subject to the powers and duties of the Board.

(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, as defined in the *College and Institute Act*.

"**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.

"**President**" means the President and CEO of Langara College, as defined in the *College and Institute Act*.

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) ensuring appropriate oversight is in place regarding the implementation and operationalization of the Board's strategic priorities.

(3.3) The Committee shall develop and maintain a list of Committee priorities.

(3.4) The Committee shall ensure that any recommendations brought forward to the Board are accompanied by adequate supporting documentation.

Governance and Policy

(3.5) With respect to governance and policy the Committee will:

- (a) review the governance of the Board and advise the Board on areas of concern, best practices, and any recommended improvements;
- (b) ensure that all Board By-Laws and policies are reviewed within the four year timelines established by *Policy 455 By-Law and Policy Development and Management*, or earlier if a shorter timeline is stipulated, and advise the Board on any recommendations;
- (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 the College community and members of the public;
- (h) provide meaningful input on 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 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) work with the Board Chair and the President and CEO to identify potential candidates for appointment to the Board and forward these recommendations to the CABRO for consideration;
- (c) develop and maintain a Competency Matrix for 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.

Evaluations and Oversight

(3.7) With respect to evaluation and oversight the Committee will:
- (a) lead the development and implementation of the processes for evaluating the Board's effectiveness, 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) establish, before the end of each calendar year, a working group responsible for ensuring that the Board's evaluation processes are developed and implemented in a timely manner;
- (c) utilize the findings of the Board evaluation process to inform priorities for professional development, Board member orientation, and Board succession planning;
- (d) as necessary, recommend changes to Board processes and committees based on the findings of the Board evaluation process;
- (e) periodically receive updates from the President and CEO on the development of College Administrative policies under delegated authorities; and
- (f) 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, as set out in subsection 4.2.

(4.2) The Committee's regular members are as follows:
- (a) four or more Board members, at least two of whom are appointed members of the Board; and
- (b) the President and CEO, in an ex officio non-voting capacity .

(4.3) The Board appoints the members of the Committee, and designates a Committee Chair, based on the Committee's recommendations.

(4.4) If the Board Chair has not otherwise been appointed to the Committee under the provisions of subsections 4.2(a) and 4.3, they may nonetheless attend any meeting of the Committee in an ex officio capacity with full voting rights.

(4.5) The Committee members shall collectively have the following attributes:
- (a) a strong interest in governance and motivation for developing good governance practices of the Board;
- (b) a good understanding of the organization of the College; and
- (c) at least one Committee member shall have a relevant background in law, ethics, accounting, or business.

(4.6) 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.

(4.7) The Committee may engage independent advisors to assist the Committee in fulfilling its duties, subject to 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.

(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) A majority of members of the Committee shall constitute quorum. If the Board Chair chooses to attend a Committee meeting pursuant to subsection 4.4, they shall be deemed to be a member of the Committee for the purposes of determining quorum; conversely, however, their absence from any such meeting shall not be factored into the determination of 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 designated by the Chair, shall report to the Board at every regular 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.

(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.