



Board of Governors Governance and Nominations Committee Charter

Mission

The Governance and Nominations Committee (Governance Committee) is a standing committee of the St. Jerome's University Board of Governors, established by Bylaw, Article 3.8, regularized in Article 4 and subject to governing legislation, the *St. Jerome's University Act, 2000, S.O, 2000, c. Pr34*, and St. Jerome's University Bylaw. The committee provides advice and recommendations to the Board on governance matters as required.

Responsibilities and Authority

- Oversee the University's governing documents including St. Jerome's University Bylaw and policies
- Oversee the integrity and relevance of the Committee charters
- Upon request, provide or receive advice from other committees or bodies on matters under their consideration, which may have an impact on governance
- Prepare proposals regarding pending changes to the governance structures, policies and procedures that will be recommended to the Board for approval
- Undertake inclusive recruitment and nomination of new Board members
- Make recommendations for membership to the Board
- Receive nominations for and make recommendations to the Board for Committee Chairs and Executive Committee member, when necessary
- Develop an Annual Work Plan for the Committee

Committee Members

- President (Vice Chancellor)
- Board Vice Chair
- At least three Board Members at Large

Procedures

- One of the Board Members at Large will be selected in accordance with the Board Policy on *Nomination and Appointment of Chairs for Board Committees* to serve as Chair for a two-year term and shall be eligible for reappointment for a maximum of one additional year
- Selection of the Committee Chair will take place prior to and for approval of the appointment at the June Board meeting
- Notice of committee meetings shall be provided at least seven (7) days prior to any Committee meeting
- Meeting Agendas will be developed by the Committee Chair
- Governance Committee will normally meet at least two (2) times each academic year, once in the fall and once in the winter semester
- Governance Committee may meet *in camera* as required
- Agendas and Minutes of all open session Governance Committee meetings will be posted on the SJU Board SharePoint site
- Reports, if any, from the Governance Committee to the Board are due to the Executive Assistant to the Board reasonably before a scheduled Board meeting
- Decisions of the Governance Committee regarding recommendations to the Board will be reached primarily by consensus
- When consensus cannot be reached, voting shall take place on a simple majority basis, with all committee members except the Chair and Past Chair, if present, eligible to vote
- In the event of a tie in votes, the Chair shall cast the deciding vote
- Quorum for each meeting shall be a majority of committee members, such that the majority of those in attendance are external members as defined by the St. Jerome's University Bylaw