



POLICY CATEGORY	Governance
POLICY NUMBER	13
TITLE OF POLICY	Governance and Nominating Committee
APPROVED BY	Board of Directors
DATE OF APPROVAL	April 30th, 2011
REVISION DATE	

1. Purpose

The purpose of the Governance and Nominating Committee is to assist the Board in meeting a high standard of corporate governance, by providing a focus on governance that will enhance the Board's performance. The Committee may make recommendations on any corporate governance issue, including, without limitation:

- By-law No. 1 and its alignment with best practices and evolving Board and organizational needs;
- The mandate of the Board and each committee;
- The mandates for Board and Committee Chairs;
- The composition and effectiveness of the Board;
- The constitution and effectiveness of Board committees;
- The orientation and development of Board members;
- Recruiting and nomination of suitable Board and Board committee members;
- Development of governance policies and procedures;
- Other matters as may be determined by the Committee or the Board.

2. Composition and Term

The Board will appoint annually in January from among its members a Governance and Nominating Committee, which will consist of not fewer than three (3) members of the Board and which will include the Vice-chairman, who will chair the Committee.

3. Accountability

The Committee is accountable to the Board of Directors and shall report its discussions to the Board by distributing the minutes of its meetings and where appropriate, by oral report at the next Board meeting.

4. Decision-Making

A quorum consists of two-thirds of the voting members of the Committee. Each Committee member is entitled to one vote and decisions shall be made by the majority vote of those present.

5. Assistance/Advice Operations

The Committee shall designate one of its members as the recording secretary.

6. Duties and Responsibilities

Subject to the powers and duties of the Board and to the requirements of By-law No. 1, the Committee shall:

6.1 assess the needs of and make recommendations to the Board and each Board committee regularly in terms of the frequency of Board and Board committee meetings, meeting agendas, discussion papers, reports and information, so as to ensure that Directors are well-informed about the activities and finances of Food For Life to best fulfill their fiduciary duties;

6.2 In consultation with the chairperson, lead the Board in assessing and planning for Board and committee composition and succession, including:

6.2.1 Considering which competencies and skills it is necessary for the Board as a whole to possess

6.2.2 Assessing the competencies and skills of each Director

6.2.3 Assessing the competencies and skills that each new nominee would bring to the Board;

6.3 Highlight the need for new nominees to be able to devote sufficient time and resources to their duties as Directors;

6.4 Ensure that Directors understand and agree with the mission of Food For Life and the code of ethics; and

6.5 Ensure that elections and appointments to the Board comply with the By-law and other legal requirements.

7. Chairperson Appointments

The Committee shall work with the Board and the Chairperson, as required, to ensure appropriate Chairperson succession planning.

8. Director Development and Orientation

The Committee shall, in consultation with the Chairperson and the Board:

- 8.1 develop the overall approach to Director orientation and development in a policy statement;
- 8.2 oversee the implementation of the Director Orientation and Development Policy, working closely with the Board and Executive Director.

9. Board Effectiveness Assessment Processes

The Committee shall recommend to the Board and implement, following approval, processes for:

- 9.1 Board and Board Committee evaluation;
- 9.2 Individual director evaluation; and
- 9.3 Chairperson evaluation.