



FOOD FOR LIFE CANADA CHARITABLE CORPORATION

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| POLICY CATEGORY | BOARD GOVERNANCE |
| POLICY NUMBER | BG11 |
| TITLE OF POLICY | GOVERNANCE AND NOMINATING COMMITTEE |
| APPROVED BY | BOARD OF DIRECTORS |
| DATE OF APPROVAL | APRIL 30 th , 2011 |
| REVISION DATE | NOVEMBER, 2015 |

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 good governance practices that will enhance the Board's performance. The Committee may make recommendations on any corporate governance issue, including, without limitation:

- General By-Law and its alignment with best practices and evolving Board and organizational needs.
- Development and periodic review and updates of governance policies and procedures.
- The mandate of the Board and each Committee.
- The mandates for Board and Committee Chairs.
- The composition and effectiveness of the Board.
- The composition of Board Committees.
- Recruiting and nomination of suitable Board and Board Committee members.
- The orientation and development of Board Members.
- Other matters as may be determined by the Committee or the Board.

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-Chair who will sit on the Committee.

Accountability

The Committee is accountable to the Board and shall report its discussions to the Board by distributing the minutes of its meetings and/or where appropriate, by oral report at the next Board meeting. The Committee shall designate one of its members as the recording secretary.

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. In the event of a tie, the Chair will be entitled to two votes.

Duties and Responsibilities

Subject to the powers and duties of the Board and to the requirements of the General By-law the Committee shall:

- 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.
- In consultation with the Board Chair, lead the Board in assessing and planning for Board and Committee composition and succession, including:
 - Considering which competencies and skills it is necessary for the Board as a whole to possess
 - Assessing the competencies and skills of each Director
 - Assessing the competencies and skills that each new nominee would bring to the Board.
- Highlight the need for new nominees to be able to devote sufficient time and resources to their duties as Directors.
- Ensure that Directors understand and agree with the mission of Food for Life and the Code of Conduct.
- Ensure that elections and appointments to the Board comply with the General By-Law and other legal requirements.

Chair Appointments

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

Director Development and Orientation

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

- Develop the overall approach to Director orientation and development oversee the implementation of the Director orientation and development, working closely with the Board and Executive Director.

Board Effectiveness Assessment Processes

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

- Board and Board Committee evaluation
- Board Chair evaluation.