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GOVERNANCE COMMITTEE TERMS OF REFERENCE

Approved by the Board of Governors – April 24, 2007

(with commencement following the 2007 Annual Meeting)

Revision approved by the Board of Governors – November 28, 2007

STATUS

The Governance Committee is a Standing Committee of the Board of Governors, pursuant to Section 3, Article 2 of the Saint Mary's University By-laws. The Committee is advisory to the Board unless, and to the extent that, the Board grants it decision-making authority for specific matters.

REPORTING

The Committee reports directly to the Board. The Governance Committee shall provide a report of its activities at the Annual Meeting of the Board of Governors. In the role of Executive Committee member, the Governance Committee Chair also provides regular reports to the Executive Committee of the Board.

COMPOSITION

The Governance Committee shall consist of 7 voting members:

- Chair of the Board,
- Secretary of the Board, and
- Five governors: one faculty member, one student, one alumnus and two external Board members.

PURPOSE

The Governance Committee shall be responsible for ensuring that the Board's governance practices keep pace with current best practices.

RESPONSIBILITIES

The Committee shall be responsible for

- Nominations (officers, members for Committees of the Board, Board appointments to the Board, and where appropriate, Chairs of Committees),
- By-law review (existing by-laws, Terms of Reference of Board Committees (Standing, *Ad Hoc* and Joint),
- Board orientation and education (including Governance Handbook and a Board Charter),
- Annual Board goal-setting and annual Board evaluation (including exit interviews with departing Board members).

QUORUM AND MEETINGS

The Chair is included in the count. A majority of members is considered a quorum. The Committee may fix its own operational procedures. The Governance Committee shall keep minutes of its meetings, in which shall be recorded all actions taken by it.