

Compute Ontario Nominating & Governance Committee Terms of Reference	
Type	Standing Committee
Mandate	The Committee is responsible for ensuring that qualified individuals are identified, recruited, selected and presented for election to the Board of Directors of Compute Ontario and that the appropriate board governance rules are established and adopted.
Authority	The by-laws provide for the Board to set rules governing the Committee (referred to as “Committee for Board Membership”) and to assign responsibilities. The Committee shall provide advice and recommendations to the Board.
Responsibilities - Nominating	<p>The Committee’s first major area of responsibility is to facilitate appointments to the Board and ensure that the Board has the necessary skill mix to carry out its responsibilities. This includes the following:</p> <ul style="list-style-type: none"> ▪ Prepare selection criteria for new directors based upon the by-laws and ensure those who nominate or appoint directors apply said criteria to ensure a balance of interests and skills are represented on the Board ▪ Solicit and accept appointments and suggestions of nominees, propose a slate of candidates as directors for the vacancies to be filled, and oversee the process of election or appointment of new directors ▪ Review periodically the size and composition of the Board including managing succession planning for Board officers.
Responsibilities – Governance	<p>The Committee’s second major area of responsibility is to support the Board in fulfilling its commitment and responsibilities for good governance:</p> <ul style="list-style-type: none"> ▪ Recommend and oversee measures for effective board governance, including an annual board self- assessment. ▪ Support a high standard of board conduct and, upon request by the Board Chair, advise on conflict of interest matters relating to directors ▪ Oversee an orientation program for new directors and continuing education for all directors ▪ Recommend major organizational decisions, human resources policies, and compensation arrangements that require board approval ▪ Review the adequacy and effectiveness of corporate policies and board committees, and recommend changes as required in view of evolving best practices for corporate governance.
Composition	<ul style="list-style-type: none"> ▪ At least two persons appointed by the Board ▪ Apart from the committee chair who must be a director, the members may, but need not be, directors. ▪ The CEO is ex-officio to the committee.
Committee Chair	<ul style="list-style-type: none"> ▪ The Committee Chair shall be a director appointed by the Board

Term	<ul style="list-style-type: none">▪ Term of Office shall be one year; renewable once
Procedures	<ul style="list-style-type: none">▪ The Committee shall operate in accordance with the meeting procedures and framework for board committees as outlined in its By-Law.▪ Meetings can be held in person or by teleconference