

# TERMS OF REFERENCE



## GOVERNANCE AND NOMINATING COMMITTEE

Reports to: UHN Board of Trustees

Last Revised: September 2021

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### ROLE

To monitor and evaluate UHN's corporate governance and to make recommendations to the UHN Board of Trustees ("**Board**") as it may consider appropriate from time to time to increase the effectiveness of the Board and its members, and to improve the system of corporate governance by introducing change where warranted. In discharging its responsibilities, the Governance and Nominating Committee ("**GNC**") will work closely and cooperatively with UHN officers and employees, and where appropriate, with UHN's auditors, legal counsel, and/or other advisors.

### RESPONSIBILITIES

To provide strategic oversight and to review, assess, and make recommendations to the Board in accordance with the responsibilities below. As well, to bring important corporate governance matters to the attention of the Board and/or most responsible Board Committees and Sub-Committees ("**Committees**") and to address other specific matters of corporate governance as requested by the Board.

#### 1. UHN By-Laws and Board Policy

- a) To periodically review and make recommendations related to any proposed revisions to UHN's by-laws, both administrative and by-laws relating to UHN's medical dental staff.
- b) To periodically review and make recommendations related to policies applicable to the Board including the Board of Trustees' *Governance Policy Manual*. Annually, to ensure Trustees declare compliance with UHN by-laws and following policies: *A.5 Board of Trustees' Code of Conduct & Conflict of Interest*, and, *A.6 Board of Trustees' Confidentiality*.
- c) To oversee management of conflicts of interest, real or perceived, of members of the Board and Committees.

#### 2. Board Composition and Succession Planning

- a) To periodically review and make recommendations related to the size and composition of the Board, and the criteria for eligibility for appointment/reappointment of any individuals to the Board with a view to assuring the Board has sufficient experience, expertise and diversity to achieve UHN's short and long-term goals, including maintenance of an appropriate Board skills profile.
- b) Annually, to review and make recommendations related to the composition, size and membership of the Board, including the Board Chair, Vice Chairs, and Chairs of Committees.
- c) To identify and recommend candidates for election and/or appointment to the Board or Committees, both in response to vacancies occurring upon the resignation, expiry of term or death of any Trustee or Committee member, and annually in respect of the election and/or nomination of Trustees and Committee members at the Annual General Meeting of Members.
- d) To oversee succession planning for the Board Chair, Vice Chairs, and Chairs of Committees.

#### 3. Board Oversight and Education



- a) Annually, to review and make recommendations with respect to the Board's annual work plan.
- b) Periodically, to review and make recommendations with respect to the Board's Terms of Reference.
- c) To oversee and make recommendations with respect to the effectiveness of the Board based on an annual self-assessment exercise.
- d) To oversee and make recommendations with respect to the provision of an appropriate orientation for new Trustees and new Committee members.
- e) To oversee and make recommendations with respect to the ongoing education of Trustees, including input on education topics and the agenda for an annual Board Retreat.

#### **4. Board Committee Oversight**

- a) Periodically, to review and make recommendations with respect to the Terms of References of Committees.
- b) To make recommendations regarding the establishment of any new or *ad hoc* Committees.
- c) Annually, to review and make recommendations related to the composition and membership of each Committee.

#### **5. Management Oversight**

- a) To oversee management of conflicts of interest, real or perceived, of members of senior management.
- b) In conjunction with the HR Committee of the Board, to address succession planning for the UHN President & Chief Executive Officer (CEO).

### **MEMBERSHIP AND VOTING**

#### **Members of the Board of Trustees**

A minimum of five (5) members of the Board of Trustees, as follows:

- Voting: A minimum of four (4) Trustees, inclusive of all Vice-Chairs and the Chair of the Board of Trustees
- Non-Voting: Secretary of the Board - UHN President and Chief Executive Officer
- The Board may appoint other members to the GNC as the Board determines appropriate from time to time.

#### **Resources**

- UHN Vice President and Chief Legal Officer

### **MEETINGS**

#### **Frequency**

The GNC shall meet at least four (4) times per year at the call of the Chair.

#### **Quorum**

Quorum comprises forty percent (40%) of voting members.