

# **Explorers' Edge Governance Committee Draft - Terms of Reference**

## **1. THE ROLE OF EXPLORERS' EDGE GOVERNANCE COMMITTEE**

The Governance Committee is a standing committee of the Board of Directors. The committee will assist in ensuring that directors have the competencies to perform their tasks as Board members. The committee makes recommendations regarding the development of the board (orientation & composition of committees), self-assessment criteria and the identification of new directors (nominees).

## **2. RESPONSIBILITIES / DUTIES / OPERATIONS**

- Board Development - produce a board development plan including but not limited to orientation materials, board member tutorials and implement program/processes for director development.
- Effectiveness – the development and application of a self-evaluation tool, establishment of bylaws that govern the function of the board and recommendations on both committee terms of reference and membership.
- Recruitment - develop recommendations regarding the essential and desired experiences and skills for potential board members.
- Nomination - this will include the identification of individuals believed to be qualified as candidates to serve on the board of directors; succession planning.

## **3. MEETINGS**

- Quarterly meetings with locations (webinars), dates and times decided by majority of the Governance Committee
- Meetings will be Chaired by a member of the Explorers' Edge Board of Directors

## **4. COMPOSITION OF THE COMMITTEE (Maximum 8 Members)**

- A Committee Chair who is a member of the Explorers' Edge Board of Directors (1)
- At least two members of the Explorers' Edge Board of Directors in addition to the Chair (2)
- A maximum of 5 additional members, including regional tourism stakeholders and industry experts. (5)

## **5. TERM OF THE COMMITTEE**

- Committee members will serve a maximum term of 4 years