

Governance, Nominating and HR Committee

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Terms of Reference

*Effective: March 13, 2014*

The Committee:

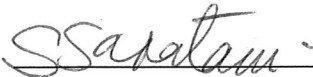
- The Committee consists of a minimum of three members of the Board. The Chair of the Board is an ex-officio and non-voting member of the Committee, unless appointed by the Board as a full member of the Committee. The CEO participates as an ex-officio and non-voting member.
- The term of the elected chair is a one (1) year term to a maximum of six (6) consecutive years.

The Tasks:

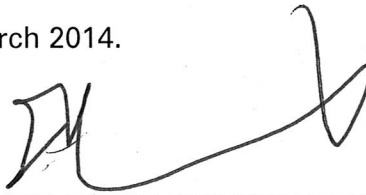
- The Committee will meet a minimum of once a year and at the call of the Chair.
- Each year the Governance, Nominating and HR Committee will prepare a slate of directors for election or re-election to the positions of chair, vice-chair and membership on Board committees.
- Establish the criteria of skills necessary to fill Board vacancies.
- Ensure that the procedures for pre-screening and recommending candidates are consistent, transparent and in accordance with the established criteria.
- Make recommendations to the Lieutenant Governor in Council for appointments to the Board.
- Make recommendations regarding the length of appointment term for proposed candidates.
- Ensure new members receive a proper orientation and, provision is also made for ongoing education and development of the Directors.
- Ensure that the Board is in compliance with formal legislative requirements.
- Ensure the Board's Code of Conduct is reviewed annually.
- Ensure that the Board adheres to established policies and procedures.

- Ensure that the Board provides oversight of strategic planning and honours its plan and commitment to address the principles of the Corporation's Mission and Vision.
- Establish a system to evaluate and monitor the performance of the Board and its committees.
- Ensure that members conduct Board business in accordance with their fiduciary duty.
- Ensure that Board business is conducted in a manner that is conscientious of its accountability to the stakeholders.
- Ensure a process is in place for resolving conflicts of interest.
- Ensure a process is in place to respond to a crisis.
- Ensure that the Governance, Nominating and HR Committee is current with emerging best practices for corporate governance.

APPROVED on this 13<sup>th</sup> day of March 2014.



Suromitra Sanatani  
Chair, RBCM Board of Directors



Garth Evans  
Chair, Governance, Nominating and HR  
Committee