

Governance and Nominating Committee**Terms of Reference***Effective: September 21, 2023***Part 1: the relevant section of the General Bylaws. Section, Section 5****5.5 Governance and Nominating Committee**

1. The Committee consists of a minimum of three members of the Board.
2. The quorum is two (2) voting members.
3. The Chair of the Board is a member of the Committee.
4. The Committee will also assist the Board in assuring that governance is of a kind and quality that befits the Board and Museum and attend to matters related to the nomination and appointment of persons to serve on the Board of Directors and other such duties as are more fully described in the Terms of Reference for the Committee.

Part 2: Frequency

The Committee will meet a minimum of four times per year and at the call of the Chair.

Part 3: Reporting

The minutes of all meetings of the Committee are to be provided to the Board. Oral reports by the Chair on recent matters not yet recorded in the minutes are to be provided to the Board at its next meeting.

Special Note on the 2022 Transition to Standard Format Committee TOR's

The origin of the material that follows is: Terms of Reference, Governance and Nominating dated March 13, 2014.

Part 4: Responsibilities

- Each year the Governance and Nominating 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 and Nominating Committee is current with emerging best practices for corporate governance.

Part 5: Other Elements of Oversight (All Committees)

- The Committee, in the area of its oversight, will ensure there is a periodic review of material risks and mitigation plans therefor.
- The Committee, in the area of its oversight, will annually review the adequacy of resources available to meet the Museum's commitments.
- The Committee and its members will keep current on emerging best practices relevant to the Committee's mandate.
- Not less than annually, the Committee will review its Terms of Reference and make recommendations to the Board for any necessary changes.
- The Committee will rely upon management to provide full and accurate information.
- As required, and with prior approval from the Board of Directors, the Committee may retain expert external advisors.

APPROVED on this 21st day of September, 2023.

Leslie Brown

Chair, Royal BC Museum Board of Directors

Carole James

Chair, Governance and Nominating Committee