



Governance Committee Terms of Reference and Mode of Operation

Approved: CRKN Board of Directors, October 14, 2004
By-law revision: Annual meeting of the members, September 27, 2007
Revised: CRKN Board of Directors, February 9, 2010

Terms of Reference:

The CRKN Governance Committee is established by the Board of Directors as a Committee of the Board as per clause 13 of the Corporation's By-laws, and is responsible for:

- Developing and recommending corporate governance principles and practices applicable to CRKN, including but not limited to:
 - Overseeing the orientation and ongoing development program for Board, Advisory Board and Committee members;
 - Recommending the evaluation of, and considering the effectiveness for the Board as a whole, the Committees of the Board and the contributions of members on a regular basis ;
 - Continuing the development and review of governance policies.
- Identifying and nominating candidates for election to the Board of Directors;
- Identifying and nominating candidates for appointment by the Board of Directors, to fill vacancies on standing committees, task groups, and the Advisory Board, as required
- Executing succession planning of members of the Board, Advisory Board and Committees.

Membership:

- No fewer than three members from the Board of Directors, as per clause 13 of the Corporation's By-laws

The CRKN Executive Director is entitled to participate in the committee but has no vote as a member of the committee. The CRKN staff may participate in meetings as resource personnel, as required.

Appointment Process:

- Committee members are appointed by the Board of Directors

Term:

- Maximum three-year term, normally once renewable

Chair:

- The Chair is designated by the Board of Directors upon recommendation of the Executive Committee
- The Chair serves as liaison to the Board of Directors

Meetings:

- Meetings may be held at any place as the Chair may determine
- Meetings may be held at any time provided written notice has been given to each committee member at least 7 days, exclusive of the day on which notice is given, before the meeting is to take place. Notice of meetings may be waived by unanimous written consent of committee members
- Quorum for meetings is a majority of committee members
- The Governance Committee meets in person or by teleconference as often as required, depending on Board and committee vacancies to be filled
- Additional deliberations may be conducted via email between meetings, as required
- In order to maintain the balance of representation and to ensure continuity and effectiveness of the Governance Committee, substitution of representatives at meetings is not permitted

Lines of Accountability and Communication:

- The Governance Committee is accountable to the Board of Directors
- The Chair of the Governance Committee reports on its activities to the Board of Directors, and submits written recommendations as required for the Board of Directors' consideration
- Minutes and documents of the Governance Committee are confidential, and not for redistribution by committee members
- Distribution of meeting summaries, minutes and documents is handled by the Executive Director through the corporation office, to ensure accurate and consistent information is distributed to appropriate parties
- Official documents and communications are made available in French and English

Financial and Administrative Policies:

- Service on the Governance Committee is non-remunerative
- Travel and meeting expenses for Governance Committee members are reimbursed according to the policies of CRKN
- Members of the committee will comply with Board-approved conflict of interest and meetings without management guidelines and procedures

