

8.0 GOVERNANCE AND RECRUITMENT COMMITTEE

8.1 Purpose

The Governance and Recruitment Committee is a standing committee of the Board that oversees and provides advice about the governance of the Laidlaw Foundation. It is responsible for recommending procedures to expedite the Board's function, including changes to Board structure, bylaws and policies. The Committee guides ongoing Board self-evaluation; drafts and updates Board policies and procedures; reviews policies, procedures, bylaws and Board structure annually; and strikes task teams as required. The Committee also oversees and advises the Board with respect to succession planning and the recruitment of Board members.

8.2 Membership and Term

The Governance and Recruitment Committee will be made up all at least five Board members, all of whom have experience in non-profit corporate governance. The Committee's Chair and Vice-Chair must be Board members and will be elected by the Board at its first meeting following the annual general meeting. The Board approves all committee members.

Non-Board members who are recommended by the Committee and approved by the Board may also serve on the Committee. The Committee should include at least one Laidlaw family member, if at all possible. Laidlaw Foundation staff are normally represented on the Committee by the Executive Director and others as recommended and approved by the Committee. The Committee may invite guests, such as Foundation staff, corporate counsel and outside representatives, as necessary, to support the Committee's work.

The Committee will review its membership annually and report to the Board of Directors on any recommended changes.

A Committee member's term can be renewed annually for a maximum of six years.

8.3 Duties and Responsibilities

- Support and promote effective board governance.
- Ensure the Board functions in a manner that is consistent with all relevant legislation and the Laidlaw Foundation's bylaws and board policies.
- Support and promote the development and optimal performance of board committees.
- Support attainment of the Laidlaw Foundation's Strategic Plan objectives in applicable/relevant areas.
- Serve as a resource to the Board on all matters pertaining to governance.
- Recruit new Board members based on identified needs, skill and expertise.
- Recommend candidates to serve as Directors, Officers of the Board, and Chairs and Vice-Chairs of board committees.
- Oversee a biennial board self-evaluation process.
- Nurture and provide opportunities for the involvement of the Laidlaw family in the activities of the Foundation.

8.4 Areas of Oversight

- Foundation bylaws
- Board policies
- Board size, composition and operations
- Board succession planning
- Board evaluation and development
- Board member recruitment
- Annual general meeting, business component
- Board committees (policies, recruitment of new members, succession planning)
- Legislated corporate requirements

8.5 Accountability

The Governance and Recruitment Committee acts with the delegated authority of the Laidlaw Foundation's Board of Directors to which it is accountable. Through its Chair, the Committee has a reporting and advisory relationship with the Board and will provide regular updates to the Board, usually at the regularly scheduled board meetings.

8.6 Meetings

The Governance and Recruitment Committee will meet at least quarterly or on a schedule determined by the Committee Chair in consultation with other members of the Committee and the Laidlaw Foundation's management. Minutes will be taken at each meeting and a binder of committee minutes and other relevant materials will be kept.

The quorum at meetings is 50% plus one of the members of the Committee.