



**BOARD OF GOVERNORS  
NOMINATING AND GOVERNANCE COMMITTEE**  
Terms of Reference

**NAME:** This Committee shall be called the Nominating and Governance Committee.

**STATUS:** The Nominating and Governance Committee is a standing committee of the Board of Governors.

**MANDATE:** To propose governors from the community at large and to propose a slate of officers and Committee Chairs, and to oversee activities relating to the governance of the University to ensure alignment with the Charter, by-laws, and Board policies, and to provide advice to the Board of Governors on matters pertaining to the terms and conditions of employment of University employees and to develop and maintain human resource policies of the University.

The Nominating and Governance Committee is committed to ensuring the diversity of Mount Saint Vincent University's Board of Governors and will endeavor to source skill-specific representation from Mi'kmaw and other First Nations, Inuit and Métis communities; African Nova Scotians, persons of African descent and other racialized people; the two-spirit and LGBTQIA+ community; and persons with disabilities.

**MEMBERSHIP:** Membership of the Committee shall consist of the following:

**Ex officio Members (Voting)**

- Immediate past Chair of the Board of Governors, if available, who will act as Chair of the Committee;
- Vice-Chair of the Board of Governors;
- Chair of the Board of Governors.

**Appointed Members (Voting)**

- Two to five Governors from the community membership of the Board of Governors; one of whom shall act as Vice-Chair of the Committee
- One student representative who must be a member of the Board;
- One alumnae representative who must be a member of the Board;
- One faculty representative who must be a member of the Board;
- Power to add other members from the community who are not members of the Board of Governors.

**Ex officio (non-voting) Members**

- President of the University;
- Vice-President Academic and Provost
- Vice-President Administration.

**Resource(s)**

- University staff as required.

**MEETINGS:** The Committee shall meet at least twice a year.

**QUORUM:** A majority of the total voting membership shall constitute a quorum.

**FUNCTIONS:****Nominating:**

1. To prepare and recommend at or before the Annual General Meeting:
  - a. a list of candidates to fill Governor vacancies from the community considering the needs of the Board of Governors, with regard to the skills, experience, diversity and competencies required to support the University's mission and strategic priorities; and
  - b. a list of recommended committee chairs from the community at large membership of the Board, who will then form the Executive Committee.
  - c. A list of recommended committee vice-chairs from the community at large membership of the Board.
2. To provide recommendations of committee candidates to committee chairs.
3. To recommend individuals to the Board of Governors for appointments where the Board of Governors is an appointing body for other Committees or Boards.
4. To recommend a candidate for appointment to the position of Chancellor.

**Governance:**

5. To ensure the Roles and Responsibilities of the Board of Governors are upheld as written;
6. To assess Board Roles and Responsibilities on a regular basis to ensure effectiveness;
7. To monitor Board Governance activities and ensure compliance with roles, responsibilities and duties;
8. To review and amend the By-Laws biennially or upon request from the Board of Governors;
9. To review the content of the Board of Governors' Policy and Procedures Manual;
10. To ensure that new Board members receive proper onboarding, orientation, and education;
11. To monitor and evaluate external governance trends as they relate to the University and to recommend changes or improvements.

**Human Resources Policies within MSVU:**

12. To ensure that harassment of any kind is not tolerated
13. To ensure reasonable performance standards consistent with excellence are established and to monitor their application;
14. To encourage consultation and communication as a significant component in the creation of a positive working environment;

15. To support the provision of professional development opportunities for employees;
16. To ensure that fair hiring policies and processes are in place.

**External Compliance:**

17. To ensure compliance with the Human Rights Act and to demonstrate the University's commitment to Diversity and Employment Equity;
18. To ensure that policies are in place so that the University community meets the spirit, intent and letter of legislated requirements related to human resources.

**REPORTING:** The Committee shall report to the Board of Governors as required and at the Annual General Meeting.

Approved by the Nominating Committee: March 30, 2012  
Approved by the Board of Governors: May 31, 2012 (via Consent Agenda)  
Approved by the Nominating Committee: February 11, 2016  
Approved by the Board of Governors: February 25, 2016  
Approved by the Nominating Committee: October 30, 2017  
Approved by the Board of Governors: November 23, 2017  
Approved by the Nominating Committee: September 3, 2019  
Approved by the Board of Governors: October 9, 2019 (via consent agenda)  
Approved by the Nominating Committee: March 18, 2024  
Approved by the Nominating and Governance Committee: August 17, 2026  
Approved by the Board of Governors: Pending