



Nominating and Governance Development Committee Terms of Reference

Role

Supporting the SEAMO Governing Committee's responsibility to appoint members of committees and task groups, the Nominating and Governance Development Committee will recommend to the Governing Committee individuals who have the appropriate range of skills and experience necessary to meet the organization's obligations under the *Funding Agreement*. The Committee will conduct ongoing assessment of the suitability of the organization's governance structure.

Responsibilities

The Nominating and Governance Development Committee is a committee of the Governing Committee and shall report to the Governing Committee as required, but no less than quarterly.

The Nominating and Governance Development Committee shall recommend to the SEAMO Governing Committee individuals to fill vacancies on SEAMO's standing committees and task groups.

In making its recommendations to the Governing Committee, the Nominating and Governance Development Committee shall review the terms of reference of standing committees, consider the skills and specific knowledge required to meet these responsibilities, and to nominate individuals to fill positions based on this review.

The Nominating and Governance Development Committee shall review the committee structure of SEAMO, the terms of reference and membership of committees, and the skills required to meet the responsibilities of standing committees and shall bring to SEAMO recommendations regarding these matters.

The Nominating and Governance Development Committee shall consider the organizational structure of SEAMO and may bring to the Governing Committee recommendations for change.

The Nominating and Governance Development Committee shall recommend to the Governing Committee a process for the evaluation of the performance of the Governing Committee.

The Nominating and Governance Development Committee shall advise the Chair on the orientation of new members.

The Nominating and Governance Development Committee shall make recommendations to the Governing Committee concerning plans for succession of the SEAMO Chair.

The Nominating and Governance Committee may consult with Governors, representatives of Signatories, SEAMO management and others as it views necessary in order to meet its obligations to SEAMO.

Membership and term

The Committee shall comprise five voting members:

- An independent Chair with knowledge of the objects and operations of SEAMO. This may be a past Chair of the Governing Committee. The Chair shall vote only in the event of a tie on a recorded vote.
- Three SEAMO Governing Committee members
- Two SEAMO Physicians who are not members of the Governing Committee.

The five non-*ex officio* members shall serve terms of three years. No member of this Committee shall sit on either the Executive Committee or the Resources Committee. Membership shall be limited to one full term.

Recognizing the potential for conflict of interest or self-interest, members of the committee are expected to discharge their responsibilities in good faith and in the best interests of SEAMO. In conducting the affairs of this committee, members must deal with information received in a manner that respects the confidentiality of the content when that is necessary. Members must be prepared to exercise the skills necessary to advise SEAMO on the principles of good governance and be prepared to advance their own knowledge of the requisite needs of governance organizations. When vacancies occur, SEAMO shall advertise this vacancy among those eligible to serve and invite applications not to exceed one-half page. Applicants shall indicate why they wish to serve and the skills and experience they possess that would add value to SEAMO. Following review of all applications, the Nominating and Governance Development Committee shall make a recommendation to the Governing Committee.

Initial Appointments

On approval of these Terms of Reference, initial appointments to the Nominating and Governance Development Committee shall be staggered to allow for continuity of membership. Those appointed for less than the maximum three year term shall be eligible for reappointment for a single three year term.

Initial appointments shall be made by the Governing Committee after receiving the advice of the Chair of SEAMO, the Vice Dean Academic, one member of the Committee Review Working Group and one other Governor..