

Governance and Nominating Committee Terms of Reference

Role & Responsibility

- The Governance and Nominating Committee (“**GNC**”) shall be an advisory committee to the UHN Board of Trustees (“**Board**”). In discharging its responsibilities, the GNC will work closely and cooperatively with UHN officers and employees, its auditors, legal counsel and/or other appropriate advisors to perform its duties and responsibilities as follows:
- To monitor and evaluate UHN’s corporate governance system and to make recommendations to the Board as it may consider appropriate from time to time to increase the effectiveness of the Board and its members, and to improve the system of corporate governance by introducing change where warranted, related to:
 - the size and composition of the Board, and the criteria for eligibility for appointment/reappointment of any individuals to the Board with a view to assuring the Board has sufficient experience, expertise and diversity to achieve UHN’s short and long-term goals;
 - mandates, composition and membership of each Board Committee; and
 - an appropriate orientation and ongoing education program for Board members.
- To periodically reassess the needs of the Board and to maintain an appropriate Board skill profile.
- To identify candidates to be recommended for appointment by the Board to fill vacancies occurring on the resignation, expiry of term or death of any Trustee or Board committee member, or to increase the number of Trustees or Board committee members.
- To review as required, specific matters of corporate governance as requested by the Board.
- To monitor conflicts of interest, real or perceived, of both members of the Board, Board committees and members of senior management, and to ensure UHN’s conflict of interest policies are adhered to.
- To develop and maintain an effective risk management reporting structure to ensure that Board Committees and the Board are kept apprised of matters of significant importance related to risk.
- To oversee and monitor UHN’s risk management program, with a view to ensuring that risk mitigation strategies are in place, and that identified risks are satisfactorily addressed.
- To review on a regular basis the effectiveness of the Board and its committees.
- To review on an annual basis the performance of the President & CEO and to make a recommendation to the Board about his/her compensation and benefits.
- To establish policies and procedures with respect to compensation and benefits for senior management.
- To address succession planning for the Board Chair, Vice Chairs, Chairs of Board Committees and the UHN President & Chief Executive Officer;
- To ensure the CEO has a process in place to address succession planning for his direct reports.
- To bring to the attention of the Board or any of the Board Committees corporate governance matters which are of such importance as should be considered by the Board or which fall within the terms of reference of such committees.
- To provide periodic reports to the Board about the deliberations of the GNC in the preceding year.

Membership and Voting	The GNC shall consist of a minimum of five (5) members of the Board, one of whom shall be the Chair, and one of whom shall be UHN's President & CEO (non-voting). The Secretary of the Board shall be a non-voting member of the GNC. The Board may appoint other members to the GNC as the Board may determine from time to time.
Chair	<p>Appointed by the Board of Trustees, the Chair of the Committee is responsible to report to the Board on behalf of the Committee on matters considered by the Committee, its activities and compliance with the Committee's Terms of Reference, and for making recommendation to the Board as appropriate.</p> <p>The Committee Chair is also responsible for the leadership of the Committee, including meeting schedules, approval of agendas, presiding over meetings and determining committee work plans.</p>
Frequency of Meetings and Manner of Call	The Governance and Nominating Committee shall meet at least 4 times per year.
Quorum	Forty percent (40%) of Voting Members or 2 Voting Members.
Resources	Chief Legal Officer is assigned to the Committee as a resource and Committee support.
Reporting	GNC reports to the Board of Trustees.
Date of Last Review	May 2018