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The purpose of the Governance Committee (Committee) is to oversee and advise the Board with respect to CNC's approach to good governance, CNC's governance framework, and Board stewardship, in

- i) assists and supports the annual review processes for evaluating the effectiveness of the Board, the Board Chair, Committees and individual Board Members;
- j) reviews and assesses communications to stakeholders and the general public with respect to the Board's policies and practices in the area of governance, including the communication contained on CNC's internal and external websites;
- k) annually reviews the Board's Code of Conduct;
- l) annually obtains Code of Conduct Declarations from Board Members;
- m) addresses Code of Conduct issues as delegated to the Committee by the Board; and
- n) assumes any other related responsibilities as assigned to it by the Board.

The Committee meets at least three times per year and normally a few weeks before a regular Board meeting. Additional meetings may be held as deemed necessary by the Committee Chair.

At the next Board meeting, the Committee Chair provides an oral report that summarizes Committee work since it last reported, including what the Committee is bringing forward for discussion or approval, along with a written summary in advance of the next Board meeting.

The Board Secretary or designate serves as secretary to and provides support to the Committee as a non-voting management resource.

The Committee has responsibility to review at least every two years, and more frequently if deemed necessary (e.g., based on legislative changes, or a development in governance best practices) the following Board and Board-approved organizational policies:

- Board Terms of Reference
- Board Chair Position Description
- Individual Board Member Position Description
- Committee Operating Guidelines
- Governance Committee Terms of Reference
- Board Meeting Guidelines
- Board Composition and Succession Planning
- Orientation and Professional Development
- Board Evaluation
- Board Chair Succession Planning
- Code of Conduct for Board Members