

GOVERNANCE COMMITTEE MANDATE

A. OVERVIEW AND PURPOSE

1. The Governance Committee (the “Committee”) is a committee of the Board of Directors, reports to the Board, and is responsible for reviewing governance matters and for providing advice to the Board concerning its dispatch of its overall stewardship responsibility for the Opimian Society (“Opimian”), all in accordance with this Mandate.

B. MEMBERSHIP AND ATTENDANCE AT MEETINGS

1. The members of the Committee shall consist of the Vice President and two other Directors appointed by the Board, who shall not be employees of Opimian.
2. The Chair of the Committee shall be designated by the Board.
3. Attendance by invitation at all or a portion of Committee meetings is determined by the Committee Chair or its members and may include the General Manager (the “GM”) of Opimian and such other advisors or support staff as may be deemed appropriate.

C. DUTIES AND RESPONSIBILITIES

1. To assist the Board in meeting its responsibility for the stewardship of Opimian, and to ensure each Board committee annually reviews its scope, duties and responsibilities, and recommends to the Board amendments thereto, where advisable.
2. Ensure that an appropriate orientation and education program is provided to new Directors.
3. On a periodic basis, to conduct an assessment of the effectiveness of the Board and the committees of the Board, and to report on such assessment to the full Board.
4. Review and make recommendations to the Board as required on significant governance issues relating to functional and operational matters pertaining to Opimian, including but not limited to:
 - (a) the duties and responsibilities of the Board, the Chair of the Board, and the Officers of Opimian;

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- (b) the ongoing development and maintenance of Opimian's approach to management and governance issues, including the identification and stewardship of policy development;
 - (c) new matters or guidelines established by or affecting any members of Opimian;
 - (d) other matters which would assist the Directors to meet their responsibilities regarding governance matters; and
 - (e) suitable protocols for the creation, retention, safekeeping and availability criteria of minutes of meetings of the Board and committees of the Board.
5. Review annually the Mandate for the Committee and to recommend any required changes to such Mandate for approval by the Board.

D. MEETINGS

1. Meetings of the Committee are held as required but at least two times per year.
2. Meetings may be called by the Committee Chair or by a majority of the Committee members.
3. Meetings are chaired by the Committee Chair or, in the Chair's absence, by a member chosen by the Committee from among themselves.
4. A quorum for the transaction of business at any meeting of the Committee is a majority of Committee members.
5. Notices, agendas and supporting materials shall be provided electronically to the Committee members prior to the date of the meeting, except in unusual circumstances.
6. Meetings may be conducted with Committee members present, or by telephone or other communications facilities which permit all persons participating in the meeting to hear or communicate with each other.
7. A written resolution signed by all Committee members entitled to vote on that resolution at a meeting of the Committee is as valid as one passed at a Committee meeting.
8. A secretary for the Committee shall keep a record of minutes of all meetings of the Committee.
9. Minutes of the meetings of the Committee, prepared in draft, shall be distributed to all Committee members within seven (7) working days of each meeting, and shall be submitted for approval at the next regular meeting of the Committee.

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10. The Committee will receive comments from Directors as to the Board's performance and report annually to the Board with an assessment of the Board's performance;
11. Review and reassess the adequacy of this Mandate annually and recommend to the Board any changes deemed appropriate by the Committee;
12. Candidly review its own performance annually;
13. Report regularly to the Board; and
14. Perform any other activities consistent with this Mandate, the Society's By-laws, and governing law, as the Committee or the Board deems appropriate.

Adopted by the Board effective November 15, 2014