



GOVERNANCE AND NOMINATING COMMITTEE CHARTER

I. INTRODUCTION

The Governance and Nominating Committee (“GNC”) is a committee of the Board of Directors of the Ontario Pharmacists Association (“OPA” or “the Association”) charged with delivering recommendations for policy and process around two key accountabilities:

- (i) Review corporate governance and issues and make appropriate recommendations to ensure the Board and its committees are operating under good governance rules and procedures;
- (ii) Ensure a balance of skills, experience, independence and knowledge is available to the Board by identifying and recruiting members with the required skills, knowledge and traits and implementing a succession plan. The Committee shall review the performance of the directors at least annually, as part of its process.

II. COMPOSITION

- (i) The Governance & Nominating Committee (“GNC”) shall be comprised of not less than 5 members of the OPA Board.
- (ii) The immediate Past Chair of the Board shall be the chair of GNC. In the event that there is no immediate Past Chair, the Board shall appoint a suitable Board member who has previously served GNC to be the chair of GNC.
- (iii) Committee members are appointed by the Board at the beginning of each board year and shall hold office until the committee member resigns, is replaced or ceases to be a director, whichever first occurs.
- (iv) A vice chair shall be selected from the committee membership at the first meeting of each board year to act in lieu of the chair should the chair be unavailable or in conflicts of interest.
- (v) The Chief Executive Officer (CEO) of the Association shall attend and participate in all meetings, except the in-camera sessions as appropriate, as an ex-officio.
- (vi) Committee members are appointed with the following knowledge/experience /skills/needs in mind. While it is not necessary for any one member of the committee to possess all of the skill set items, it is expected that each skill set item should be present in GNC’s total composition.
 - Previous GNC experience
 - Familiarity with the legal and regulatory requirements of directorships
 - Commitment by every member to respect strict confidentiality requirements
 - Previous experience in the recruitment, selection, motivation, education, evaluation and leadership of directors
 - General corporate human resource management expertise
 - Effective interpersonal and conflict resolution skills



- (vii) A majority of the members of the committee shall be registered pharmacists in Ontario.

III. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

The Governance and Nominating Committee is a committee of the Board charged with accountabilities in two key areas: Governance and Board Composition. In consultation with the Board Chair and the CEO the committee shall:

(i) Under Governance

- As permitted by and in accordance with the requirements of the OPA, the Committee be responsible for assessing all aspects of the Associations corporate governance practices including to review, research, develop, recommend and monitor appropriate governance policy and practice.
- Periodically review with the Board Chair, Vice Chair and the CEO the effectiveness of the Associations governance practices and any relevant governance issues, including opportunities for improving the governance framework and make recommendations to the Board as appropriate.
- Assess, from time to time, whether additional information, including third party evaluation is desirable.
- Consider any other matter properly referred to the Committee by the Board Chair, a director, or Association management, for review or recommendation to the Board.

(ii) Under Nominations and Board Population

- Research, evaluate and recommend to the Board the criteria and process for identifying, recruiting, nominating, appointing and orienting new directors (including each class of Director i.e. registered pharmacist, student and Director-at-Large) in accordance with the policy adopted by the Board. The committee shall attempt to ensure that Board and committee membership includes a number of persons with broad business and professional experience and representing a diversity of its members and ensure that Directors, except students and Director-at-Large are registered pharmacists in Ontario.
- Identify and recommend the competencies, skills, knowledge, contacts, personal traits and characteristics the Board, as a whole, should possess in order to constructively engage with management in helping set, monitor and change the strategy of OPA and to discharge its responsibilities and duties as specified in the Board Charter.



- Ensure an effective process to identify and encourage individuals possessing the identified competencies etc. required for each class of Director to stand for nomination or election to the OPA Board and Standing Committees. And, from time to time contribute to various Ad Hoc Committees.
- Ensure the “selection criteria” for: nominees for election to the Board: the subsequent appointment of Directors and appointment to Standing Committees of the Board is appropriate to the current needs and strategies of the Association.
- Ensure all Directors are independent having no relationship with OPA, which, in the view of the Board or external eyes, could reasonably be expected to interfere with that Director’s ability to provide independent and objective judgment.
- Periodically review the effectiveness of the Board by evaluating its size, distribution of its members, the makeup of its committees and the methods and processes by which the Board fulfils its duties and responsibilities.
- Ensure appropriate measurement and feedback on effectiveness of the Board through but not limited to the Board’s annual self-evaluation and make recommendations to the Board with respect to such methods and processes.
- Review annually and recommend to the Board changes as necessary to the terms of reference of the Board and its committees
- Review annually and recommend to the Board, the composition of the committees of the Board and the appointment of the Chair of each of those committees
- In conjunction with the Audit and Finance committee, periodically review the Board related policies such as travel and expense guidelines and avoidance of conflict of interest and recommend to the Board such changes as it considers appropriate.
- Meet from time to time without management representatives to consider governance issues or, at the request of the Board, to consider other issues referred to it.



- Periodically review the content and quality of the orientation programs for new directors.
- In conjunction with the Audit and Finance committee, periodically review and make recommendations to the Board with respect to the remuneration and allowances of the Board of Directors and committee members.
- With consent of the Office of the Chair, engage consultants to identify potential, suitable Board candidates and professional advisers to provide counsel on issues before the committee; the cost of the same shall be borne by the Association.
- Review or make recommendations to the Board in respect of the adoption, administration or amendment of any Association wide code of ethics or conflict of interest policies.
- Consider any other matter properly referred to the committee by the Board Chair, a director, or Association management, for review or recommendation to the Board

IV. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE CHAIR

Working in conjunction with the Board Chair and the CEO, the Chair shall be responsible for general leadership of the committee, including:

- (i) Ensuring committee meetings are duly convened and that quorum is present ;
- (ii) Preparation of the agenda and related materials required for Committee meetings;
- (iii) Preparation and fulfillment of an annual committee work plan;
- (iv) Communicating Committee expectations and needs e.g. nature, timing, extent to Management with sufficient time and information to allow Management to respond in a reasonable manner and ensure the committee receives all reasonably required and available information, including minutes 7 days in advance of GNC meetings;
- (v) Take reasonable steps to ensure that the responsibilities of the committee as outlined in the charter are understood by all committee members and executed as effectively as possible;



- (vi) Presiding over meetings, ensuring that the agenda is completed in a timely manner;
- (vii) Monitoring discussion while ensuring committee members are encouraged to ask questions and express views;
- (viii) Prior to the approval of the agenda, to determine and confirm the need for an in-camera session;
- (ix) In the event of holding an in-camera session during a meeting, ensuring the session is held in compliance with the in-camera session policy.
- (x) Ensuring the committee reviews and assesses its performance at least annually and periodically reviews its roles and responsibilities; and

For details, please refer to the committee chair job description document.

V. DUTIES AND RESEPNIBLIITES OF THE COMMITTEE VICE CHAIR

- (i) When the Chair of the committee is not able to attend a meeting of the Committee or when the Chair declares a conflict with any agenda item or where the Chair wishes to step out of the chair to participate more robustly in a discussion, the Vice Chair shall assume the chair role.
- (ii) Should the Vice Chair not be available, the Chair shall arrange for another member to preside at the meeting in his or her absence, failing which, another member will be chosen by Committee.

VI. MEETINGS

- (i) The committee shall meet as often as necessary to carry out its responsibilities. A minimum of two (2) meetings per year is required. Typically, the committee meets three to four times a year.
- (ii) The committee shall convene at such times and places designated by its Chair or whenever a meeting is requested by at least two (2) members.
- (iii) With the exception of emergency situations, a minimum of forty-eight (48) hours written notice of each meeting shall be given to each member.
- (iv) Unless otherwise designated by the Chair, all meetings of the Committee shall take place at the head office of the Association.
- (v) Members of the Committee may participate in a meeting of the Committee by means of such telephonic, electronic or other communication facilities as



permitted all persons participating in the meeting to communicate adequately with each other, and a member participating in such a meeting by any such means is deemed to be present at that meeting.

- (vi) Agendas, approved by the Chair, shall be circulated to Committee members along with background information on a timely basis prior to the Committee meetings.
- (vii) The Committee may, on the request of its Chair, make decisions via a consent resolution, which shall be executed by all voting members of the Committee and be deemed a decision of the Committee having full effect with respect to the subject matter.
- (viii) A majority of the members of the committee shall constitute a quorum.
- (ix) The Corporate Secretary of OPA (or his/her designate) shall act as secretary at all committee meeting with the exception of the “in-camera” sessions.
- (x) In the event of holding an in-camera session during a meeting, the Committee Chair to ensure that records and reporting are maintained as per the requirements stated in the in-camera session policy.
- (xi) The Committee may, by specific invitation, have other external resource persons in attendance.

VII. REPORTING

- (i) The committee will provide, to the Board at its next meeting, a written/verbal report of the material matters discussed and material resolutions passed at the Committee meeting.
- (ii) Approved minutes of the committee meeting will be included in the next regular Board meeting package.

VIII. OPERATING PRINCIPLES

The GNC shall fulfill its responsibilities within the context of the following principles:

- (i) **Committee Values**
The GNC expects all members of Management, the Board and its Committees to operate in compliance with OPA’s Code of Conduct, policies and the laws and regulations governing OPA.
- (ii) **Continuous Improvement**



The Committee will seek continuous improvement through annually reviewing its role and responsibilities and measurement of its own and all Board performance.

- (iii) **Communications**
All members of the GNC expect to have direct, open and frank communications with the CEO, other Committee Chairs and key GNC advisors as applicable.
- (iv) **Annual GNC Work Plan**
In consultation with the Board Chair and the CEO the Committee shall develop an annual Committee Work Plan responsible to the GNC's responsibilities as set out in this Charter.
- (v) **Reliance on Experts**
Supporting the GNC's discharging of its duties, members of the Committee shall be entitled to rely in good faith upon:
 - the oral or written reports of OPA represented by an officer of OPA or in written report of external advisors; and
 - any report from legal counsel, accountants, appraisers or any other person whose professional standing lends credibility to statements made by such person
- (vi) **External Resources**
The committee may, after consultation with the Board Chair, retain at the expense of OPA, one or more persons having special expertise to assist the committee in discharging its responsibilities.

IX. GOVERNANCE CULTURE

The Governance and Nominating Committee will use its best efforts to help the OPA Board establish and sustain amongst all Directors, a culture that incorporates the following values, and convictions:

- (i) Acceptance of the Board's accountability for OPA's performance;
- (ii) The conviction that Directors owe each other their best efforts in carrying out their duties and exercising their authority;
- (iii) Upholding the trust of the members with due regard to the interests of all stakeholders;
- (iv) Accepting responsibility for meeting the spirit as well as the letter of applicable laws;
- (v) Contributing objective views on critical issues of strategy, business development; major capital expenditures and the choice and motivation of senior Management after thorough preparation;



- (vi) Recognizing the importance of solidarity (“the Board speaks only with one voice”) when decisions are taken;
- (vii) Committing to exercising the Board’s fiduciary duties only in the interests of the Association and free of personal or regional objectives;
- (viii) Exercising business judgment in decision making objectively after exercising appropriate due diligence;
- (ix) Openly engaging constructive dialogue to diligently expose moral as well as financial risks, liabilities and opportunities;
- (x) Holding each other responsible for fostering a board environment that:
 - invites and respects differing points of view,
 - deals rigorously with alternatives, and
 - demands compelling rationales for choices;
- (xi) Practicing personally, and within the Board, the accountabilities that are demanded of executives and employees;
- (xii) Insisting on the highest level of honesty and integrity in all actions of the Board;
- (xiii) Encouraging and fostering conditions, which build and enhance trust and respect among all Directors.

X. LIMITATIONS ON COMMITTEE’S DUTIES

In contributing to the Governance and Nominating Committee's discharging of its duties under this Charter, each member of the GNC shall be obliged only to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Nothing in this Charter is intended, or may be construed, to impose on any member of the GNC a standard of care or diligence that is in any way more onerous or extensive than the standard to which all Board members are subject. The essence of the GNC's duties is to gain reasonable assurance (but not to ensure) that the governance and nominating policies, procedures and practices of OPA

- (i) are being conducted effectively and in compliance with all applicable laws, statutes and regulations;
- (ii) are reasonable and appropriate in the circumstances given the nature of the organization and its strategy; and
- (iii) are sufficiently and accurately reported upon to the Board.

Prepared by Governance Committee in Mar 2009
Approved by the Board of Directors in Apr 2009
Revised by Governance and Nominating Committee in May 2009
Revised by Governance and Nominating Committee on Sept 9, 2011
Approved by the Board of Directors on Oct 19, 2011
Re-drafted by Governance and Nominating Committee on Jan 15, 2014



ONTARIO
PHARMACISTS
ASSOCIATION

Approved by the Board of Directors on May 27, 2014
Updated by Governance and Nominating Committee on Feb 6, 2015
Updated by Governance and Nominating Committee on Feb 24, 2015
Approved by the Board of Directors on March 11, 2015