Explorers' Edge Governance Committee
Draft – Terms of Reference

1. THE ROLE OF EXPLORERS' EDGE GOVERNANCE COMMITTEE

The role of the Governance Committee is to ensure that the board fulfills its legal, ethical, and functional responsibilities through adequate governance policy development, management of the board nomination process, monitoring of board activities, and evaluation of board members' performance.

2. RESPONSIBILITIES OF THE GOVERNANCE COMMITTEE

The Governance Committee will ensure that the board of directors is able to govern the organization effectively through:

- Creation of governance policies and procedures;
- Recruiting and nominating suitable board members;
- Providing orientation and training programs for board members, and
- Evaluating the performance of individual members and the board a whole.

3. ACTIVITIES

The Governance Committee is accountable to the Board of Directors for the following tasks:

- Creation and annual review of a 3-5 year plan for board development based on the strategic plan and the annual board assessment;
- Annual assessment of the board's strengths and weaknesses;
- Ongoing recruitment of members who can augment the strengths and build on the weaknesses;
- Training, coaching, and mentoring for directors to develop their own skills as board members;
- Monitoring the attendance and contribution of members;
- Drafting governance policies and budgets for board development
- Keeping records of recruitment history: names suggested, who approached, what happened;
- Producing and keeping current, documents needed for recruitment efforts.

4. MEETINGS

- Quarterly meetings with locations, dates and times decided chosen by majority of the Communications Committee
- Meetings will be Chaired by a member of the Explorers' Edge Board of Directors

5. COMPOSITION OF THE COMMITTEE

- At least two members of the Explorer's Edge Board of Directors will sit on the Governance Committee at all times
- The committee is inclusive to regional operators and applicable organizational leaders.

February 14, 2012