

Wesley Urban Ministries ("Wesley")

Terms of Reference

Governance and Nominating Committee

Approved by the Board of Directors on February 27, 2013

Authority

1. The Governance and Nominating Committee of Wesley Urban Ministries (the "Committee") is created by, and is responsible to, the Board of Directors of Wesley Urban Ministries (the "Board").

Membership and Term of Office

1. The Committee shall consist of from three (3) to five (5) members, of which a majority of members shall also be elected members of the Board. In addition to the foregoing members, the Executive Director of Wesley shall be an ex-officio, non-voting member of the Committee.
2. The members of the Committee shall be approved by the Board and shall be appointed for a term of two (2) years, and may be reappointed at the discretion of the Board for a maximum of two additional terms of two (2) years. Appointments and terms of office shall be scheduled to provide for a reasonable continuity within the Committee.
3. The Committee shall elect the Committee Chair, who shall be a member of the Board.

Committee Role

1. The Committee shall assist the Board in its oversight role with respect to: i) the development of Wesley's corporate governance policies, practices, and processes, (ii) the effectiveness of the Board and its Committees, and (iii) the recruitment of qualified individuals to serve on the Board and its committees.

Committee Operating Principles

1. The Executive Director of Wesley shall provide support and guidance to the Committee.
2. The Committee shall operate in accordance with Wesley's by-laws and Board policies.
3. The Committee is authorized to access internal and external resources, including external counsel, experts, and advisors, as the Committee requires, at its discretion, to carry out its responsibilities.

4. The Committee shall meet as required by the Committee Chair, and upon the request of the Board Chair, or the Board.
5. At Committee meetings a quorum shall be a majority of the members of the Committee not including the Executive Director.

Duties and Responsibilities

The Committee's duties and responsibilities shall include the following:

1. Review corporate governance practices and recommend to the Board appropriate policies, practices, and procedures.
2. Review the adequacy and effectiveness of the Board's governance, conflict of interest, confidentiality, and Directors' code of conduct policies and make appropriate recommendations for their improvement.
3. Develop and implement a process for assessing, on an annual basis, the effectiveness of the Board and its committees.
4. Identify and recommend emerging best practices of corporate governance to improve the performance and accountability of the Board and its committees.
5. Develop and review, as needed, but not less than every five years, mandates and terms of reference of the Board's committees, and recommend any changes as required to the Board.
6. Assess the Committee's performance annually against the duties, roles, and responsibilities prescribed in these Terms of Reference.
7. Identify and assist the Board in actively recruiting qualified candidates to serve on the Board and its committees and ensure that the recruitment process and composition of the Board meets the requirements of Wesley's by-laws.
8. Ensure that the new members of the Board and its committees are informed of their obligations and are provided with information, including Wesley's current by-laws, Board policies, and information on Wesley's programs and services.
9. Report periodically, as deemed necessary, but at least annually, to the Board through the Committee Chair.
10. Review the Committee's Terms of Reference not less than every five years.
11. Ensure that Wesley meets the requirements set by The United Church of Canada in order for Wesley to be an incorporated ministry of The United Church of Canada.

Key Relationships

The Committee's key relationships shall be with:

1. The Board, to whom the Committee is accountable.