

Governance, Nominating and HR Committee

Terms of Reference*Effective: March 13, 2014*The Committee:

- The Committee consists of a minimum of three members of the Board. The Chair of the Board is an ex-officio and non-voting member of the Committee, unless appointed by the Board as a full member of the Committee. The CEO participates as an ex-officio and non-voting member.
- The term of the elected chair is a one (1) year term to a maximum of six (6) consecutive years.

The Tasks:

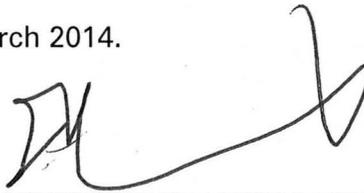
- The Committee will meet a minimum of once a year and at the call of the Chair.
- Each year the Governance, Nominating and HR Committee will prepare a slate of directors for election or re-election to the positions of chair, vice-chair and membership on Board committees.
- Establish the criteria of skills necessary to fill Board vacancies.
- Ensure that the procedures for pre-screening and recommending candidates are consistent, transparent and in accordance with the established criteria.
- Make recommendations to the Lieutenant Governor in Council for appointments to the Board.
- Make recommendations regarding the length of appointment term for proposed candidates.
- Ensure new members receive a proper orientation and, provision is also made for ongoing education and development of the Directors.
- Ensure that the Board is in compliance with formal legislative requirements.
- Ensure the Board's Code of Conduct is reviewed annually.
- Ensure that the Board adheres to established policies and procedures.

- Ensure that the Board provides oversight of strategic planning and honours its plan and commitment to address the principles of the Corporation's Mission and Vision.
- Establish a system to evaluate and monitor the performance of the Board and its committees.
- Ensure that members conduct Board business in accordance with their fiduciary duty.
- Ensure that Board business is conducted in a manner that is conscientious of its accountability to the stakeholders.
- Ensure a process is in place for resolving conflicts of interest.
- Ensure a process is in place to respond to a crisis.
- Ensure that the Governance, Nominating and HR Committee is current with emerging best practices for corporate governance.

APPROVED on this 13th day of March 2014.



Suromitra Sanatani
Chair, RBCM Board of Directors



Garth Evans
Chair, Governance, Nominating and HR
Committee