

1. GOVERNANCE COMMITTEE CHARTER

1.1. PURPOSE

The purpose of the Governance Committee (the “Committee”) is to assist the Board in fulfilling its oversight responsibilities to ensure that YDC has an effective governance regime.

1.2. COMPOSITION AND QUORUM

The Committee shall consist of at least three members.

The Committee members are appointed by the Board on the recommendation of the Board Chair.

A majority of the members of the Committee shall constitute a quorum.

1.3. ACCOUNTABILITY TO THE BOARD

The Committee is accountable to the Board.

Except where the Board by resolution or through the Committee’s Charter has authorized the Committee to act, the Committee has no authority to direct management or to commit YDC.

1.4. DUTIES AND RESPONSIBILITIES

Subject to the powers and duties of the Board, the Committee shall:

- a) at least annually, review the governance framework for YDC, including the board manual, and advise the Board regarding:
 - i) areas of concern;
 - ii) best practices; and
 - iii) recommended changes;
- b) annually review the composition of the Board as a whole and recommend, if necessary, changes to the Board Skills and Experience Profile;
- c) annually, assist the Board to review the skills and experience required on the Board, update the Board Skills and Experience Profile, identify any gaps that should be filled in new Director candidates;

- d) ensure programs are in place for new Director orientation and ongoing Director professional development;
- e) approve Director participation at conferences and education sessions that fall within the Directors' education budget and provide support to their role as Directors;
- f) recommend the process for, and support, the annual review processes for evaluating the effectiveness of the Board, Committees, the Board Chair, Committee Chairs and Directors;
- g) annually coordinate the process for Directors to review and sign the Code of Conduct and conflict of interest policy;
- h) periodically review and assess YDC's communication to Government, YDC, stakeholders and the public with respect to its policies and practices in the areas of corporate governance, including the communication contained on YDC's website;
- i) review and monitor legislation and/or litigation affecting the duties, responsibilities and potential liability of Directors;
- j) annually, on behalf of the Board, prepare a report on YDC's governance practices; and
- k) assume other related responsibilities as assigned to the Committee by the Board.

1.5. MEETINGS

The Committee will meet as required, but no less than four times per year.

1.6. REPORTING

The Committee will report to the Board by distributing the minutes of its meetings to the Board. When a Board meeting closely follows a Committee meeting, the Committee Chair will provide a verbal report to the Board and the minutes will be circulated under Consent Agenda at the next Board meeting.

The supporting schedules and information reviewed by the Committee are available for examination by any Director upon request to the Corporate Secretary.

1.7. SUPPORT

The CEO and Corporate Secretary provide staff support to the Committee.

The Corporate Secretary or his/her designate will be secretary to the Committee.

1.8. EXTERNAL ADVISORS

The Committee may engage independent advisors at the expense of YDC when it deems necessary, subject to the approval of the Board Chair.

1.9. RESPONSIBILITY FOR POLICY REVIEW

The Committee has responsibility to review at least biennially, and more frequently if necessary (e.g., based on legislative or regulatory changes, or a development in governance best practices) the following policies and recommend changes, if any, to the Board.

- a) Board Policies
 - i) Board Structure
 - ii) Board Charter
 - iii) Individual Director's Position Description
 - iv) Board Chair Position Description
 - v) Corporate Secretary Position Description
 - vi) Governance Committee Charter
 - vii) Board and Committee Meetings
 - viii) Board Composition and Succession Plan
 - ix) Director Orientation
 - x) Board and Director Evaluation
 - xi) Communications

1.10. COMMITTEE WORK PLAN

The timetable for the Committee's activities is reflected in the Committee's work plan set out below.

GOVERNANCE COMMITTEE CALENDAR				
	Q1	Q2	Q3	Q4
	Jan-Mar	Apr-Jun	Jul-Sept	Oct-Dec
1. Review governance framework, including contents of the Board Manual				
2. Receive requested changes from Directors/Committees				
3. Review Manual				
4. Recommendations to Board				
5. Review Board Charter and Position Descriptions				
6. Oversee orientation for new Directors	AS REQUIRED			
7. Recommend and lead professional development for Directors	AS REQUIRED			
8. Board, Committee, Board Chair, Committee Chair and Director evaluation <ul style="list-style-type: none"> ▪ Recommend process to Board ▪ Board evaluation started ▪ Board evaluation completed 				
9. Board Candidates				
<ul style="list-style-type: none"> ▪ Review skills and experience required on Board and confirm or amend Board Profile 				
<ul style="list-style-type: none"> ▪ Establish Director Recruitment Profile 				
<ul style="list-style-type: none"> ▪ Identify and recommend candidates to YDC for appointment. 				
10. Review Code of Conduct compliance issues				
11. Review Committee Charter				
12. Review Committee Performance				