

**CANADIAN ENERGY LAW FOUNDATION
GOVERNANCE AND NOMINATING COMMITTEE
TERMS OF REFERENCE**

PART 1

ESTABLISHMENT OF COMMITTEE AND PROCEDURES

1. **Committee**

A committee of the board of directors (the "Board") of the Canadian Energy Law Foundation (the "CELFF") to be known as the "Governance and Nominating Committee" (the "Committee") is hereby established.

2. **Composition of Committee**

Except in circumstances in which the Committee has a permitted unfilled vacancy or vacancies (as set forth in Clause 4), the Committee shall consist of not less than four (4) directors, plus the current CELFF President who shall be an *ex officio* member of the Board.

3. **Appointment of Committee Members**

Unless otherwise determined by the Board, members of the Committee shall: (i) serve on the Committee for two (2) years, (ii) be appointed at the Board meeting immediately preceding the Annual General Meeting of the CELFF, and (iii) hold office until the Board meeting at which their successors are appointed, or until they cease to be directors of the CELFF. It is desirable that membership on the Committee be rotated such that as many different directors as possible have an opportunity at some time to serve on the Committee.

4. **Vacancies**

Where a vacancy occurs at any time in the membership of the Committee, the Board shall appoint such number of directors to the Committee so that there is at least three (3) directors serving on the Committee, plus the CELFF President. In the event of a vacancy arising where the resulting membership of the Committee is three (3) directors (excluding the current CELFF President), the Board may elect to postpone appointment of an additional Committee member until the Board meeting immediately preceding the next Annual General Meeting of the CELFF at which members of the Committee are appointed.

5. **Committee Chair**

The Board shall appoint a chair for the Committee. The chair of the Committee shall convene and direct meetings of the Committee.

6. **Absence of Committee Chair**

If the chair of the Committee is not present at any meeting of the Committee, one of the other members of the Committee present at the meeting shall be chosen by the Committee to preside at the meeting.

7. **Secretary of Committee**

The Committee shall appoint a secretary from amongst its members.

8. **Meetings**

The chair or any two (2) members of the Committee may call a meeting of the Committee. The Committee shall meet at least once per annum, and such meeting shall be held in the first quarter of each calendar year.

9. **Quorum**

Three (3) members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak to each other, shall constitute a quorum.

10. **Notice of Meetings**

Notice of the time and place of every meeting shall be given in writing (which shall include email communication) or by facsimile communication to each member of the Committee at least forty eight (48) hours prior to the time fixed for such meeting, provided, however, that a member may in any manner waive a notice of a meeting; and attendance of a member at a meeting is a waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

12. **Procedure, Records and Reporting**

The Committee shall fix its own procedure at meetings, keep records of its proceedings and report to the Board when the Committee may deem appropriate (but not later than the next meeting of the Board).

13. **Review and Public Disclosure of Terms of Reference**

The Committee shall review its terms of reference annually or otherwise, as it deems appropriate and propose or recommend changes to the Board. The Committee's terms of reference shall be posted on the CELF website.

PART II

MANDATE OF COMMITTEE

15. **General Mandate**

The Committee's mandate is to provide a focused review of the composition of the Board to ensure appropriate representation of CELF membership and Board member engagement.

16. **Specific Mandates**

- I. The Committee shall make recommendations to the Board regarding candidates for Board membership in accordance with the following:
 - a) The Committee shall canvass departing and current Board members regarding potential candidates for Board membership in January and February of each calendar year;
 - b) Criteria to be considered by the Committee when determining recommendations for Board membership include:
 - recommendations from departing Board members,

- firm/organization's support for the CELF (a significant emphasis will be placed on allowing organizations that have historically supported the CELF to continue to have one (1) Board seat),
 - candidates' involvement with the CELF,
 - candidates' engagement in the Energy Law bar,
 - current composition of the Board with respect to representation of membership and the CELF's mandate (e.g. law firms versus companies, large firms versus small firms, geographical and industry representation);
- c) The Committee will present recommendations to the Board regarding candidates for Board membership at the Board meeting immediately preceding the Annual General Meeting of the CELF.
- II. The Committee shall make recommendations to the Board regarding second term renewal of Board members in accordance with the following:
- a) Criteria to be considered by the Committee when determining recommendations regarding second term renewal include:
- attendance record of Board member,
 - level of engagement of Board member on Board initiatives,
 - expressed interest of Board member to remain on the Board,
 - expressed interest of other CELF members to join the Board;
- b) The Committee will present recommendations to the Board regarding second term renewal at the Board meeting immediately preceding the Annual General Meeting.
- III. The Committee shall oversee the integration of new Board members.
- IV. The Committee shall make recommendations with respect to officer, committee and other appointments to the incoming President, in consultation with the current President, prior to the Board meeting immediately preceding the next Annual General Meeting of the CELF.
- V. The Committee shall make recommendations to the Board on other governance matters as directed by the Board.

Approved by the CELF Board of Directors on February 14, 2012.