



Canadian Light Source Inc.

Board of Directors

Governance and Nominating Committee

Terms of Reference

0.13.1.11 Rev. 0

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The Governance and Nominating Committee Terms of Reference were approved at a meeting of the CLSI Board of Directors on March 14, 2006.

Revision History

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1.0 SCOPE/PURPOSE

The purpose of the Governance and Nominating Committee is to:

- a. Develop and recommend corporate governance principles applicable to CLSI
- b. Liaise with the University of Saskatchewan Board of Governors or the President of the University of Saskatchewan as the representatives of the sole Member
- c. Identify and recommend qualified individuals as members of the Board and its committees
- d. Execute succession planning of members of the Board and its Committees

2.0 AUTHORITY

The Committee makes recommendations to the Board. The Committee has authority to retain services necessary to assist in the identification of Board candidates or to advise on governance issues.

3.0 MEMBERSHIP

The Governance and Nominating Committee includes at least three members and not more than five members of the Board of Directors. Membership will include a University of Saskatchewan Vice President designated by the U of S President.

3.1 INDEPENDENCE AND EXPERTISE

Members of the Committee shall have an understanding of corporate governance practices, and each member will be independent pursuant to the standards adopted by the Board, as outlined in the Individual Director Terms of Reference.

3.2 TERM OF OFFICE

Membership will be for a three-year term, renewable for no more than one term. To ensure continuity, terms will be staggered with typically one seat filled each year, as appropriate. Any member may be removed or replaced at any time and shall cease to be a member of the Committee upon ceasing to be a Director, with exception of the U of S Vice President.

3.3 COMMITTEE CHAIR

The University of Saskatchewan Vice President who has been designated by the U of S President will chair the Governance and Nominating Committee.

3.4 COMMITTEE SECRETARY

The Corporate Secretary will appoint a secretary to the Governance and Nominating Committee.

4.0 PROCEDURES

4.1 MEETINGS

i. Schedule of Meetings

The Committee will meet at least twice annually and as many additional times as the Committee deems necessary.

ii. Quorum

No business may be transacted by the Committee except at a meeting of its members at which a quorum is present. A majority of members constitutes a quorum.

iii. Meeting Format and Agenda

The standard meeting procedures are noted below:

- a. Meetings may be held in person, by video conference, by telephone, or electronic network.
- b. Meeting agendas will be prepared and provided in advance to members, along with appropriate briefing materials.
- c. Minutes will be prepared.

iv. Meeting Attendance

The Executive Director and Chief Financial and Administrative Officer will be expected to be available for attendance at the meeting. The Committee may invite other officers, directors, CLSI employees or outside resources as it sees fit from time to time. The Committee has the right to determine who shall and shall not be present at any part of the meeting.

4.2 REPORTING

The Committee will make recommendations to the Board of Directors at the meeting preceding the Annual Meeting of the Member or as required in the case of unplanned vacancies:

- a. Nominations to the Board to fill vacant positions
- b. Results of the review of Board, Committees and member effectiveness
- c. Other governance issues as required

5.0 ROLES AND RESPONSIBILITIES

The Governance and Nominating Committee of the Board will:

- a. Make recommendations to the Board with respect to the appropriate size and composition of the Board;

- b. Establish qualifications for members of the Board with regard to their independence and expertise required for effective governance and satisfaction of regulatory requirements;
- c. Establish procedures to identify possible candidates;
- d. Select nominees for appointment to the Board;
- e. Recommend nominees for Board Chair, Vice-Chair and Corporate Secretary;
- f. Review Committee membership and recommend to the Board, the assignment of members to the Committees and the role of Chair of the Committees;
- g. Review periodically the Bylaws, terms of reference for the Board, individual directors and committee chair and mandates of the Committees and make recommendations;
- h. Oversee the evaluation of, and consider the effectiveness of the Board as a whole, the Committees of the Board and the contributions of members on a regular basis;
- i. Oversee the orientation and ongoing development program for Board members;
- j. Oversee the Director's Code of Conduct;
- k. Assess from time to time, the needs of the Board in terms of the frequency, location and conduct of the Board and committee meetings;
- l. Review and recommend to the Board policies with respect to any compensation to be paid to Directors in way of expenses or remuneration for their services;
- m. Review and approve any planned annual disclosure of the Board's governance practices proposed by the Corporate Secretary;
- n. Review and recommend corporate governance principles applicable to CLSI; and
- o. Take on other tasks as deemed appropriate by the Board.