

TERMS OF REFERENCE OF THE GOVERNANCE COMMITTEE

Approved by the Board of Governors on 29 November 2004 and on 12 November 2006

1. Purpose

To review and monitor the governance practices of the Board of Governors (the Board) as well as the membership needs of the Board

- 1.1 To recommend individuals for appointment or re-appointment to the council in accordance with articles 2.1 to 2.6 of the Rules of Procedure of the Foundation.
- 1.2 To assure appropriate membership of Board committees according to their terms of reference.
- 1.3 To fill any vacancy on the Board.
- 1.4 To initiate and oversee processes for Board chair and treasurer succession.
- 1.5 To recommend individuals for honorary membership to the Board.
- 1.6 To provide induction and orientation to new members of the Board and Board committees.
- 1.7 To evaluate yearly the performance of the Board and the Board chair and every two years to initiate self-evaluation of Board members
- 1.8 To comply with Article VI “Principles of Conduct” of the Act of Foundation which requires a review, every five years, of the conduct of the Board and the extent to which the principles of conduct have been upheld.

Other than for matters delegated by the Board of Governors to the governance committee under article 16 of the Rules of Procedure of the Foundation, decisions of the governance committee shall be considered as recommendations to the Board.

2. Risk assessment

The appropriate IB director will supply the committee, at least once a year, with a report on risks relating to the work of the committee. The committee will consider the report and, as appropriate, comment on any management recommendations to mitigate against risk in the specific area of competence of the committee.

3. Membership

The governance committee consists of up to five Board members, all voting:

- the chair of the Board
- the secretary of the Board
- one head of school
- one regional council member
- one *ad personam* member

And of the following IB staff, non-voting:

- the director general or his delegate (deputy director general)
- the executive assistant to the Board of Governors

The chair of the governance committee shall be the secretary of the Board.

4. Appointment to the governance committee

Members are appointed by the Board of Governors.

The governance committee members' period of appointment shall be coterminous with their period of appointment to the Board.

5. Administration and secretarial support

The executive assistant to the Board shall be responsible for the administrative and secretarial support of the committee.

6. Rules of procedure

The chair of the governance committee shall have a casting vote.

The governance committee shall meet at least once in person and at least one more time annually via conference call or other means to consider RAC and *ad personam* recommendations to the Board. These recommendations are provided in writing before the annual general meeting of the Board.

7. Meeting expenses

The IB shall refund all reasonable travel, accommodation and subsistence expenses incurred by members attending meetings of the governance committee.

November 2006