

STEM INNOVATION ACADEMY SOCIETY

**TERMS OF REFERENCE
OF THE
GOVERNANCE COMMITTEE**

ARTICLE 1
GENERAL

- 1.01 General Terms. The General Terms of Reference for Committees ("General Terms") are incorporated herein by reference, except as otherwise provided herein.
- 1.02 Purpose. The primary purpose and function of the Committee is to assist the Board in carrying out its responsibilities by reviewing corporate governance issues and making recommendations to the Board as appropriate.

ARTICLE 2
INTERPRETATION

- 2.01 Defined Terms. In these terms of reference, unless the context otherwise requires:
- (a) "Terms of Reference" shall mean these terms of reference of the Committee; and
 - (b) "Committee" shall mean the governance committee established by the Board.

ARTICLE 3
MEMBERSHIP

- 3.01 Composition. The Committee shall consist of at least three members ("Committee Members") appointed pursuant to the By-laws. At the request of the Committee, others may attend meetings of the Committee on an *ad hoc* or regular basis.
- 3.02 Committee Chair. The Committee shall have a chair ("Committee Chair") appointed pursuant to the By-laws. In the absence or vacancy of the Committee Chair, the members of the Committee shall elect one of their number to act as Committee Chair for the time being. For the avoidance of doubt, the Committee Chair must be a Committee Member.

ARTICLE 4
COMMITTEE MEETINGS

- 4.01 Frequency. The Committee shall meet at least annually at the call of the Committee Chair. The Committee Chair may call additional meetings as required.

ARTICLE 5
RESPONSIBILITIES

5.01 Specific Responsibilities. In carrying out its mandate, the Committee should consider and make recommendations relating to:

- (a) Governance issues and other matters described in these Terms of Reference or otherwise requested by the Board;
- (b) Policy compliance, relevance, currency and completeness;
- (c) New policies, and revisions or amendments to existing policies, of the Society;
- (d) Training and orientation of new Board members.