

JUNE 2019

Nominations and Corporate Governance Committee Charter



Purpose

1. The Nominations and Corporate Governance Committee (**NCGC**) assists the Board in overseeing and promoting corporate governance at Chorus.

Role

2. The NCGC's role is to:
 - identify and recommend individuals for appointment and re-appointment to the Board and Board Committees
 - develop, review and make recommendations to the Board on corporate governance principles, and
 - establish, develop and oversee a process for the Board to annually review and evaluate Board, Board Committee, and individual Director performance.

Responsibilities and Duties

3. The responsibilities and duties delegated to the NCGC by the Board are set out in the Schedule.

Schedule: NCGC Responsibilities and Duties

#	Responsibility
Board & Board Committees	
1	Reviewing the needs, size, independence, qualifications, skills, experience and composition of the Board.
2	Identifying and recommending to the Board candidates for appointment and re-appointment to the Board and Board Committees based on: <ul style="list-style-type: none"> the review in 1. above the candidate's understanding of the Board's role and time commitment involved as a Director, and such other factors and criteria it considers appropriate, including the ability to exercise sound judgment, work with other Directors and fit with Chorus' culture.
3	Establishing, developing and overseeing evaluation processes for the Board to annually assess Board, Board Committee and individual Director performance.
4	Developing and reviewing Board succession planning, including for the Board Chair.
5	Recommending, subject to the provisions in the constitution, the removal of any Director.
6	Reviewing and overseeing Director induction and ongoing professional development.
Policies	
7	Overseeing the Board Charter, Director Code of Ethics and Insider Trading and Disclosure Policies.
8	Monitoring compliance with Chorus' People and Director Codes of Ethics. Managing breaches of the Director Code of Ethics.
Governance	
9	Regularly reviewing and developing Chorus' approach to corporate governance and making recommendations to the Board.