



**Canadian Association of
Managing General Agents**

Governance and Nominating Committee

Mandate:

The Governance and Nominating Committee is a standing committee of CAMGA whose mandate is to assist the Board of Directors in fulfilling its responsibilities by being satisfied that corporate governance guidelines are adopted, disclosed and applied in accordance with the Not-for-Profit Corporations Act, the Corporations by-laws and good governance best practices.

Composition:

The composition of the committee shall include two Board members, and 2 voting member firms' nominees. Appointments shall be made by the Board of Directors on advice of the Managing Director. The Managing Director shall be an ex-officio member, with right to vote only in the event of a tie. Members shall not be candidates standing for election to the Board at the next AGM.

Meetings:

The Committee shall meet at least three times annually, or more frequently as circumstances dictate. Such meetings shall be held by any means which enables all participants to communicate with each other simultaneously.

Objectives:

Be satisfied that the Corporation complies with applicable legislation including directors and officers compliance as well as the Corporation's by-laws and good governance best practices.

Review and recommend to the Board any proposed amendments to the Corporation's by-laws.

Accept, review the eligibility, and publish the names of candidates standing for election, for position of Director, at the annual members meeting.

Develop and recommend to the Board standards to be applied in making determinations as to the presence or absence of material relationships between the Corporation and a director.

Execute any other mandate as assigned by the Board of Directors or any Officer.