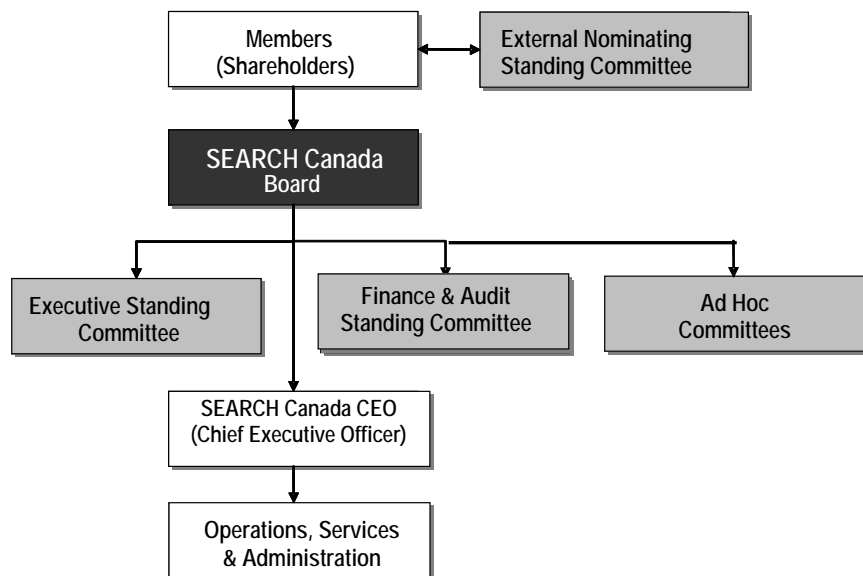


Governance

Structure

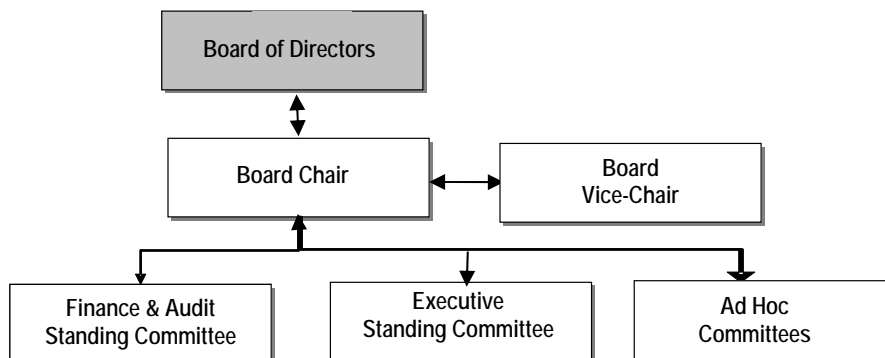
The SEARCH Canada Board of Directors is the legal authority of the not-for-profit “SEARCH Canada” incorporated entity and is a governing board. The Board is responsible for establishing the vision, mission, values, and policies for the organization. In addition to ensuring compliance with plans and policies, the Board is responsible for conscious oversight of the financial aspects of the corporation in its role as the steward of Member funding and interests. Every year the Board is also responsible for establishing specific Board objectives and initiatives that will contribute to the success of the mission.

Governance Structure



The Board of Directors is comprised of members nominated by the Members and recommended by the Nominating Committee according to the process and conditions specified in the Unanimous Members’ Agreement (UMA). The processes for recommending or electing different officer positions are outlined in section E, Roles of the Officers and the Board. Committees are established by the Board, according to pre-determined terms.

Board Structure



Membership and Composition

Board composition is defined in the Unanimous Members' Agreement (section B.1). The members are selected to produce a balanced mix of stakeholder perspectives and independent perspectives, with a primary focus on strengthening SEARCH Canada and meeting the objectives of the organization's Strategic Plan (section C.2). Board representatives are selected for their dedication to and passion about strengthening and growing SEARCH Canada in accordance with its approved strategic plans and priorities.

- Board membership includes not less than 5, nor more than 11 Directors.
- The Members, except as otherwise provided in the Unanimous Members' Agreement, vote so as to cause the individuals recommended by the Nominating Committee to be elected as Directors of SEARCH Canada at each and every meeting of SEARCH Canada where Directors of SEARCH Canada are being elected.
- Board terms are 3 years. Board Members have the option to renew for 1 term.
- The Nominating Committee recommends the Director to be the Chair of the Board of Directors.

Committees

Board committee authorities are determined by the Board and are generally authorized to make recommendations to the Board, not decisions, unless otherwise indicated. Committee composition is determined by the Board and may include external members, where specific skills, expertise or experience are deemed necessary. Committees are free to seek external advice as required, within guidelines related to resources or roles, but may not change committee composition or Terms of Reference from that which has been approved by the Board.

- The **Finance and Audit Committee and the Executive Committee** are the **standing committees** of the Board
- Other committees are established as **Ad Hoc Committees** as required, each with a clear beginning, defined task and distinct finish.
- As defined in the UMA, the **Nominating Committee** is a **standing External Committee** of the Corporation whose members are selected by the Members. It has no reporting responsibility to the Board and is not directed by any authority of the Board, but works cooperatively with the Board and CEO to recruit new members with the skills, expertise and experience needed to support the Corporation's mission, as outlined in its Terms of Reference.

Authorities

The Board, as the legal authority of the Corporation, conducts formal business through the democratic voting procedures of the Board in constituted meetings of the Board. In order to ensure a balance between proper governance and efficient use of Board time, certain responsibilities of the Board are managed through Officers of the Board. These Officers are responsible for coordinating the work of the Board during and in between meetings, and for ensuring all its members are fully briefed on the activities of the Board.

The Board is responsible to the Members, and other sponsors or grantors who provide funds for the operation of the Corporation, and is accountable for the stewardship of public interests in the Corporation.

- As determined in the Unanimous Members' Agreement, the Board of Directors shall have all of the powers to manage the business and affairs of SEARCH Canada, including:
 - To appoint and dismiss officers and employees
 - To establish policies for the compensation of officers and employees
- In this authority, the Board of Directors also has the power to delegate appropriate powers to management where deemed necessary.
- Further, the Directors shall have the authority to:
 - Designate the offices of SEARCH Canada and
 - Appoint the individuals who will hold the designated offices