



## **TERMS OF REFERENCE OF THE GOVERNANCE AND SEARCH COMMITTEE**

### **Affiliation**

The Governance and Search Committee will be composed of up to six members from Dō University. It will include the president, the vice president, and the chief executive officer. The chairs of the Audit and Risk Committee, the Resources Committee, and the Finance and General Purposes Committee will also generally be present.

### **Meetings and quorum**

The Governance and Search Committee will meet at least once a quarter. Additional special meetings may be called as needed, with the approval of the Chair. A quorum will be three Committee members.

The Secretary of Dō University shall act as Secretary of the Committee.

The Committee's annual calendar of activities is attached in Appendix 1. The calendar is intended to be flexible to meet the needs of the company.

### **Appointment of the Chairman of the Committee**

The President of Dō University will generally be designated as Chair of the Governance and Search Committee.

### **Terms of reference**

#### **i) Membership and Appointments of the University of Dō**

- a) Keep under review the composition and balance of the membership of Dō University to ensure that it meets statutory requirements and an appropriate balance of

skills and experience to achieve the strategic objectives of Dō University.

- b) Advise Dō University in the recruitment and selection process of members of the Universidad Dō .
- c) Conduct a periodic survey of the competencies of members of Dō University in conjunction with the ongoing review of the composition of the University. Dō.
- d) Act as the Search Committee and make recommendations to Dō University for the nomination, appointment and reappointment of Governors and, where appropriate, Co-opted Members, Honorary Members and Emeritus Governors.
- e) Make recommendations to Dō University for the appointment of the President and Vice President of Dō University.
- f) Review the composition of the Committees and recommend the appointment of their Governors. Where appropriate, advise the Corporation on the need for additional skills and experience to meet business needs.

## **ii) Corporate training and development**

- a) Keep under review the training and development needs of the members of Dō University and consider issues for the induction of Governors and for the development of Governors in general.
- b) Receive reports on the governors' review and consider any recommendations arising from the reviews.

## **iii) Self-assessment of the corporation**

Agree on the overall effectiveness of Dō University in the context of the annual Self-Assessment Report process.

#### **iv) Corporate governance**

- a) Review all policies, procedures, regulations and job descriptions related to governance and make recommendations to Dō University as necessary.
- b) Make recommendations to the Dō University about the appointment of directors of Dō the subsidiaries of the University.
- c) Consider other issues related to corporate governance and make recommendations it deems appropriate to the Corporation.
- d) Organize the composition of the boards of directors of mergers and acquisitions. These boards will generally include the president, vice president, chief executive officer, and at least one other member of the Governance and Search Committee.
- e) Review biennially the functioning and effectiveness of the Committee, together with the Committee's Terms of Reference and Annual Business Plan and make recommendations for changes to Dō University.

#### **v) Structure, appointment and employment of senior office holders**

- a) Make recommendations to Dō University on the number and structure of designated senior office holders.
- b) Approve the job descriptions of the designated senior office holders and the Secretary of Dō University.
- c) To act as the Selection Committee in connection with the filling of vacancies for designated senior office holders and as Secretary of the Corporation, to establish the selection process and recommend appointments to Dō University.
- d) Review policies and procedures relating to the employment of senior officials and the Secretary of Dō University, including procedures disciplinary, dismissal and complaints. Make any recommendations it deems relevant to Dō University regarding such policies and procedures.