

TERMS OF REFERENCE OF THE GOVERNANCE COMMITTEE

Approved by the Board of Governors on 29 November 2004, on 12 November 2006 and on 17 April 2008

1. Purpose

To review and monitor the governance practices of the Board of Governors (the Board) as well as the membership needs of the Board in accordance with Article VI “Principles of conduct” of the *Act of Foundation* and articles 1-4 of the *Rules of Procedure of the Foundation* which cover the Board composition, selection procedure, terms of office, and dismissal for members,

- 1.1 To recommend to the Board for election or re-election individuals who have both the personal ability to contribute to the Board, and who will help achieve an appropriate Board membership mix.
- 1.2 To initiate and oversee processes for the Board chair, vice chair, secretary, and treasurer succession.
- 1.3 To assure appropriate membership of Board committees according to their terms of reference.
- 1.4 To recommend individuals for honorary membership to the Board.
- 1.5 To provide induction and orientation to new members of the Board and Board committees.
- 1.6 To ensure an annual evaluation of the performance of the Board, the chair and other officers before December, and every two years to initiate self-evaluation by Board members.

2. Membership

- 2.1 The governance committee shall comprise the following members, all voting:
 - The chair of the Board (*ex officio*)
 - The secretary of the Board (*ex officio*)
 - Three other Board members.
- 2.2 The following IB staff attend meetings except if the governance committee goes into executive session:
 - the director general or his delegate (deputy director general)
 - the executive assistant to the Board of Governors
- 2.3 The chair of the governance committee is the secretary of the Board.

3. Additional rule of procedure

For the election of officers the governance committee shall establish, as required, a small task force comprising Board members who are not seeking election as officers.

April 2008