

**APPENDIX A – TERMS OF REFERENCE FOR THE CORPORATE  
GOVERNANCE COMMITTEE**

**I. PURPOSE**

- A. At YNG, "board governance" means the process and structure used to supervise the business and affairs of YNG. The process and structure define the division of power and establish mechanisms for achieving accountability by the Board and management.
- B. The purpose of the Corporate Governance Committee (the "Committee") is to provide a focus on board governance that will enhance the corporate performance of YNG. The Committee's activities shall include reviewing, monitoring and making recommendations regarding the effectiveness of the Board of YNG, establishing and administering a process for the ongoing selection and development of its directors; and recommending the composition and Chairs of the various Committees.

**II. COMPOSITION AND TERM OF OFFICE**

- A. The Committee shall be composed of three directors, provided one of the members of the Committee shall be the Board Chair.
- B. The Board Chair is eligible to serve as Chair of the Committee.
- C. Members of the Committee are eligible for reappointment at the will of the Board.
- D. A majority of the members of the Committee shall constitute a quorum.

**III. DUTIES AND RESPONSIBILITIES**

Subject to the powers and duties of the Board, the Committee shall:

- A. Develop and update a long term plan for the composition of the directors that takes into consideration the current strengths, skills and experience on the Board, and the strategic direction of YNG;
- B. Develop recommendations regarding the essential and desired experiences and skills for potential directors, taking into consideration the Board's short-term needs and long-term succession plans;
- C. Recommend to the Board nominees for election as directors of the Board;
- D. Review, monitor and make recommendations regarding new director orientation and the ongoing development of existing members of the Board;

- E. Review annually, for Board approval, the Corporate Governance Manual outlining the policies and procedures by which the Board will operate and the terms of reference for the Board, the Board Chair, the President, directors and Committees.
- F. Assess the needs of the Board in terms of the frequency and location of Board and committee meetings, meeting agendas, discussion papers, reports and information, and the conduct of meetings and make recommendations to the Board as required;
- G. Review the Corporation's structures and procedures to ensure the Board is able to, and in fact does, function independently of management;
- H. Recommend to the Board, and implement, an appropriate evaluation process for the Board, the Board Chair and Board committees and assume responsibility for recommending an individual director evaluation process at the appropriate time;
- I. Periodically, in consultation with the Chair, review and recommend composition and Chairs of various Committees;
- J. As required, Review and make recommendations to the Board respecting directors' remuneration (fees, retainer and other amounts) and benefits to be provided or paid to directors and directors' and officers' insurance;
- K. Prepare recommendations for the Board regarding any reports required or recommended on corporate governance (e.g. public reports required to meet TSE guidelines),
- L. Review and recommend revisions to its terms of reference to the Board; and
- O. Have such other powers and duties as may be delegated to it by the Board from time to time.

#### **IV. ACCOUNTABILITY**

The Corporate Governance Committee shall report to the Board at each regular meeting all such action it has taken since the previous report.

#### **V. CORPORATE GOVERNANCE COMMITTEE TIMETABLE**

The major annual activities of the Corporate Governance Committee are outlined in the schedule on the following page.

