



Landscape of Grand Pré Incorporated – Le Paysage de Grand-Pré Incorporé
Governance and Nominating Committee
Terms of Reference

1. Purpose

The Landscape of Grand Pré Inc. (the "Corporation") is committed to ensuring that in all aspects of its affairs it maintains the highest standards of public trust and integrity. The purpose of the Governance and Nominating Committee (the "Committee") is to assist the board of directors (the "Board") in carrying out its responsibilities regarding development and implementation of the highest standards of governance and ethics consistent with the Corporation's by-laws and strategic aims.

The Committee is responsible for:

- a) providing advice to the Board on governance practices by developing governance policies and procedures and monitoring compliance;
- b) identifying and recommending candidates to serve as independent directors and standing committee members; and
- c) coordinating the evaluation of the performance of directors and standing committees,

all with the objective of ensuring the good governance, succession, and accountability of the Board.

2. Duties and Responsibilities

- a) Regularly review the by-laws, policies, terms of reference for standing committees, role descriptions for officers, directors, chairs of standing committees and make recommendations for modifications to the Board as deemed necessary or advisable;
- b) Develop governance policies and procedures for Board review and approval as requested by the Board;
- c) Periodically review the Corporation's governance practices, taking into consideration established governance best practices, and by-laws and applicable law;
- d) Keep the Board informed of current best practices in board governance;
- e) Annually review and make recommendations to the Board regarding:

- i) The size and membership of the Board and its standing committees, including its chairs;
 - ii) The committee structures, powers and mandates;
 - iii) The independence of each director;
 - iv) The effectiveness of the Board and its committees and the contribution of individual directors;
- f) Establish and maintain an orientation program for new directors;
- g) Receive and consider with the Board Chair any concerns of individual directors relating to governance matters;
- h) Plan and provide nomination advice to the Board to nominate independent directors, including:
- i) Conduct evaluations of current Board composition and requirements that takes into consideration the current strengths and skills on the Board and the strategic direction of the Corporation;
 - ii) Make recommendations about essential and desired skills for potential independent directors;
 - iii) Identify potential independent Board nominees for future consideration; and
 - iv) When so tasked by the Board to identify a candidate as an independent director nominee, present to the Board a recommendation that includes the name of the person, their bio/résumé, and the rationale for the nomination.

The final decision on the Board's nominee for any independent director shall be made by the Board and such nominee shall be elected by the members in accordance with the by-laws.

- i) At the request of the Board Chair or the Board, undertake such other governance initiatives as may be necessary or desirable to contribute to the success of the Corporation.

3. Committee Membership

The Committee is comprised of the Board Chair and no less than two and no more than four additional directors. Committee members will be appointed by the Board and will cease to be members upon ceasing to be directors of the Corporation or if otherwise replaced on the Committee by the Board. Terms will be for a three-year period, subject to reappointment by the Board.

The Chair will be appointed annually by the Board.

The Executive Director is an ex-officio, non-voting member of the Committee and will generally provide secretariat services to the Committee.

4. Committee Meetings

The Committee will meet a minimum of twice a year. The Committee shall conduct meetings in person or virtually as deemed appropriate. Meetings are not open to the public. Each member of the Committee other than the Executive Director shall have one vote. The Committee shall act only on the affirmative vote of a majority of the members at a meeting or by unanimous written consent.

5. Accountability

The Committee is advisory to, and accountable to, the Board. Committee business and recommendations shall be reported at regularly scheduled Board meetings. Minutes of Committee meetings shall be prepared and maintained in accordance with the Corporation's policy regarding minutes of meetings.

6. Review and Amendment

The Board will complete a review of these terms of reference every three years.

Revised by the Governance and Nominating Committee and approved by the Board of Directors on February 3, 2026. **Resolution 26BOD.February.03.06**