



## **GOVERNANCE & NOMINATING COMMITTEE CHARTER**

### **A. OVERALL RESPONSIBILITIES OF THE COMMITTEE**

The Governance & Nominating Committee (the "Committee") shall assist the board of directors (the "Board") of Information Services Corporation (the "Corporation") in fulfilling its obligations and oversight responsibility for:

- a) corporate governance practices, principles, guidelines and related policies;
- b) nomination of candidates for election or appointment to the Board;
- c) appointment of directors to Board Committees;
- d) composition and evaluation of the Board and Board Committees; and
- e) matters relating to integrity and ethics.

### **B. RESPONSIBILITIES AND AUTHORITY OF THE COMMITTEE**

Subject to the Corporation's Articles and By-Laws, the Committee has authority over the following areas of responsibility:

#### **1. Board Governance:**

##### General Governance Matters

- a) Review and recommend to the Board for approval:
  - (i) the Corporation's approach to corporate governance, including practices, principles, guidelines and related policies and monitor compliance and report exceptions to the Board;
  - (ii) significant corporate policy addressing communication, disclosure and confidentiality of corporate or material information and monitor compliance and report exceptions to the Board; and
  - (iii) the required capabilities, expectations and responsibilities of directors, including basic duties and responsibilities with respect to attendance at Board meetings and advance review of meeting materials.
- b) Regularly review the Board Charter and the Charters for the Board Committees, considering input from the Board and the relevant Board Committees, and recommend to the Board for approval any required revisions.

- c) Review communication and disclosure of the Corporation's corporate governance practices and compliance with governance guidelines and any applicable regulatory or securities law.

#### Orientation and Continuing Education

- d) Approve policies regarding orientation, training and continuing education of directors so that they may maintain and enhance their skills and abilities as directors and to ensure that their knowledge and understanding of the Corporation's business remains current.
- e) Take reasonable steps to ensure that all new directors receive a comprehensive orientation so that each director fully understands the nature and operations of the Corporation's business, the role of the Board and the Board Committees and the contribution that each director is expected to make (including, in particular, the commitment of time and resources that the Corporation expects from its directors).

## **2. Nomination of Directors:**

- a) Prior to recommending proposed candidate(s) for nomination for election or appointment to the Board, adopt a process to:
  - (i) consider what competencies and skills the Board, as a whole, should possess; and
  - (ii) assess what competencies and skills each existing director possesses.
- b) In consultation with the Board and the CEO and, on an ongoing basis, identify individuals qualified to become new directors, based on:
  - (i) the personal attributes and qualifications of potential candidates, including their experience, expertise and industry knowledge; and
  - (ii) any legal requirements, including those related to director independence and financial literacy.
- c) Identify and recommend to the Board for approval the proposed candidate(s) for nomination for election to the Board at the next annual meeting of the shareholders of the Corporation or for appointment to fill any vacancy that is anticipated or has arisen on the Board. In making its recommendation, the Committee shall assess and consider:
  - (i) the competencies and skills that the Board considers to be necessary for the Board, as a whole, to possess;
  - (ii) the competencies and skills that the Board considers each existing director to possess;
  - (iii) the competencies and skills each new nominee will bring to the boardroom; and
  - (iv) the ability of each new nominee to devote sufficient time and resources to his/her duties as a director.

### **3. Composition and Evaluation of the Board and Board Committees:**

- a) Review annually and recommend to the Board for approval the size and composition criteria of the Board with a view to facilitating effective decision-making.
- b) Review annually and make recommendations to the Board for approval the creation, disbanding, size and composition criteria of Board Committees.
- c) Review and recommend to the Board for approval position descriptions for the Board Chair and each of the Board Committee Chairs.
- d) Establish criteria for and annually conduct an evaluation of some or all of: the Board, each Board Committee, the Board and Committee Chairs and individual directors, in order to assess the effectiveness of the Board as a whole, each Board Committee, the Board and Committee Chairs and the contribution of individual directors on a regular basis.
- e) Report to the Board the results of the evaluation of the Board, each Board Committee, the Board and Committee Chairs and individual directors.

### **4. Ethical Oversight:**

- a) Review and recommend to the Board for approval and disclosure any policy addressing corporate and individual integrity and ethical standards, including the Corporation's code of conduct, and take reasonable steps to monitor compliance.
- b) Review and report annually to the Board the findings of investigations of certain breaches of the Code.
- c) Review and report to the Board on conflict of interest matters involving directors, as necessary, and if a conflict or a perceived conflict exists, advise the director to refrain from the activity or take other appropriate action to remedy the conflict or perceived conflict and undertake appropriate responsive measures.

### **5. General Responsibilities:**

- a) The Committee, through the Chair, will provide a report to the Board at each regularly scheduled Board meeting outlining the results of the Committee's activities and any reviews it has undertaken.
- b) The Committee may perform any other activities consistent with this Charter, the Corporation's By-Laws and applicable law, as the Committee or the Board deems necessary or appropriate.
- c) The Committee may engage independent counsel and other advisors the Committee determines necessary to carry out its duties and the Committee may set and pay the compensation for any advisors employed by the Committee.
- d) The Committee will evaluate this Committee's performance and this Charter on a regular basis.

### **C. MEETINGS**

The Committee shall meet at least four times per year.

### **D. DELEGATION**

The Committee may delegate any of its responsibilities and authority to a subcommittee comprised of one or more Committee members. The Committee remains accountable for the work and decisions of any subcommittee to which the Committee has delegated decision-making authority.

### **E. COMMITTEE COMPOSITION CRITERIA**

1. The Committee shall be comprised of a minimum of three and maximum of five directors.
2. A quorum for the transaction of business at any Committee meeting shall consist of a majority of currently appointed members of the Committee.
3. The Governance and Nominating Committee will recommend to the Board directors for appointment to the Committee and the Chair of the Committee.
4. The Board Chair may attend any Committee meeting as may be appropriate but can only vote at such Committee meetings if the Board Chair is a member of the Committee.
5. The Committee Chair may invite other directors of the Board or Management to attend any Committee meeting as may be appropriate as a non-voting participant.