

ODYSSEY GROUP INTERNATIONAL, INC.
Corporate Governance and Nominating Committee Charter

Purpose Statement

The Corporate Governance and Nominating Committee (the “Committee”) of Odyssey Group International, Inc. (“Odyssey, Company”) is a committee of the Company established to support the board of directors in fulfilling its fiduciary duties to appoint the best-qualified candidates for the board of directors, board president-elect and CEO positions.

Committee Membership

The chair of the committee shall be the immediate past chair of the board. The Committee should have an odd number of members at all times to prevent a tie vote. The terms of all committee members, including the chair, shall be for one 2 year term that begins on August 1st and ends on July 31st of every other year, or until the chair of the board appoints a new Committee. Voting members of the Committee shall not be eligible to be nominated as board officers.

Committee Meetings

The Committee shall meet at least semi-annually and as often as the majority of its members deems appropriate. The Committee may meet in person, by telephone or by electronic means at times and places to be determined by the Committee chair. The Committee chair and its staff shall consider deliverables, budget and methods of alternative meetings in their decision-making process. The chair shall provide committee members with an agenda at least a week in advance of committee meetings and communicate the details of the meeting to Committee members in a timely fashion.

The Committee chair may request a joint session with other committees regarding matters that concern both committees.

Committee Authority and Responsibilities

1. Call for nominations of Officers and Directors in accordance with the board’s recruitment policy.
2. Review nominations against the selection criteria established by this Committee and develop a slate of nominees that represents those criteria for board selection.
3. Vet all candidates to ensure that they have the proper competencies, experience and willingness to fulfill their duties and responsibilities as board directors.
4. Ensure that the board composition reflects the necessary criteria that meets best practices for independence and diversity.
5. Recommend candidates to fill vacancies as a result of the resignation or removal of an Officer or Director.
6. The Committee shall have no power or authority unless given to them by the board chair.
7. Achieve other duties as assigned by the board chair.

Committee Reports

The board chair will provide a written report to the board at the close of each Committee meeting that includes attendance, the agenda, and a report of discussions, recommendations and decisions.

Committee Evaluation

The Committee will evaluate itself and make recommendations for changes to the board.