

## NORTH BAY REGIONAL HEALTH CENTRE (NBRHC)

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| <b>Policy and Procedure</b>   |   | <b>Policy Number</b>   | ADM-BO-010   |  |
| <b>Title</b><br>Nomination Committee  |   | <b>Policy category</b>   | <input type="checkbox"/> Departmental<br><input type="checkbox"/> Organization Wide<br><input checked="" type="checkbox"/> Board |  |
|   |   | <b>Manual</b>  | Board  |  |
|   |   | <input type="checkbox"/> New <input type="checkbox"/> Minor <input checked="" type="checkbox"/> Major <input type="checkbox"/> Reviewed, no change |  |  |
| <b>Origination Date</b>   |   | <b>Developer</b>   |  |  |
| <b>Effective Date</b><br>(date this version came into effect)                     | Reviewed by Governance<br>June 13, 2012<br>Approved by the Board –<br>December 13, 2013<br>Reviewed by Governance<br>November 26, 2015<br>Approved by the Board<br>December 11, 2015<br>Reviewed by Governance<br>September 28, 2017<br>Approved by Board October<br>12, 2017<br>Reviewed by Governance<br>June 24, 2019<br>Approved by Board<br>September 12, 2019 | Governance Committee   |  |  |
| <b>Cross References (NBRHC or legacy organization policies)</b><br>Not applicable |   | <b>Comparable Policy from service provider within NBRHC Facility</b><br>Not applicable   |  |  |

**NOTE:** This is a **CONTROLLED** document for internal use only, any document appearing in a paper form should **ALWAYS** be checked against the online version prior to use.

### 1.0 Purpose

This policy is designed to support the Board of Directors in maintaining a full complement of properly qualified and representative members of the Board.

### 2.0 Policy

The Nomination Committee is established as a standing sub-committee of the Governance Committee to carry out the full range of activities relating to recommending the appointment and/or re-appointment of individuals to the Board of Directors, and creation of a pool of candidates as necessary. The Committee will follow the requirements of the Administrative By-laws and give consideration to best governance practices as outlined in references such as the OHA Guide to Good Governance.

### 3.0 Minor Revision History

Not applicable.

### 4.0 Definitions

#### **Committee Membership and General Terms of Reference**

A committee designed by the Board, consisting of five voting Directors whose terms are not expiring, including the Board Chair and Chair of Governance (if terms not expiring), and representation from each major committee of the Board (Quality, Governance,

Resource, Finance & Audit). Usual committee rules of order will apply except for quorum which is set at 80%. The members of the Nomination Committee will be selected and confirmed as early as possible following a Board vacancy being identified and in any event no later than September each year.

## **5.0 Materials required**

Skills/Knowledge Matrix is available via the Administrative Assistant.

## **6.0 Procedure**

The Nomination Committee will be expected to handle two types of situations:

- The resignation of a Director during the year, that leaves a vacancy to be filled.
- The annual review of Directors terms of office, resulting in one or more vacancies to be filled.

### **6.1.A vacancy occurs during the year**

The committee will:

1. Decide whether to advertise and appoint a new Director immediately, or if it makes more sense to wait until the annual review described below.
2. Review and update the skills/knowledge matrix to reflect the overall needs of the Board.
3. Review the skills and experience of each current Director and decide where 'holes' exist in filling the matrix, These 'holes' are to be given priority in appointment of new candidates, although 'filling the matrix' is not the only criterion to be used.
4. In addition to the matrix considerations, the committee will consider geographical, social and linguistic diversity of all of Northeast Ontario. According to the bylaws of NBRHC, "The Board shall reflect a broad range of skills, experiences and expertise and shall reflect the social, geographic and linguistic diversity of the population of Northeast Ontario and environs. More specifically, the Board will target a twenty-five percent (25%) level of Francophone membership."
5. In addition to the criteria above, consideration will be given to the overall composition of the Board to ensure that it consists of Directors who are thoughtful, objective, respect the views of others, and generally are capable of functioning as part of a team.
6. Report to the Governance Committee at each opportunity and submit for approval its recommendations for proceeding to one of the next steps:
  - A. Advertising to fill the vacancy or vacancies.
  - B. Director-based nominee identification recruiting, based on gaps in the Skills/Knowledge Matrix. Each Board member will be asked to put forward names of individuals they believe would be a good Board member. The information is then passed on to the Governance

Committee and vetted among the members. When individuals are concurred on by all members, the Chair of the Governance Committee and the Chair of the Nomination Committee will approach the individual(s) to see if they are interested in becoming a Board member.

C. Both A and B.

7. If the decision is option A or C, the Committee will initiate with Communications the design and placement of ads to attract suitable candidates.
  - 7.1 Receive applications, screen them and interview suitable candidates, ensuring that reference checks are completed for all candidates being recommended for appointment. The Chair of the Nomination Committee will forward the committee's recommendations to the Governance Committee concerning appointment(s) to the vacancy that exists, or recommend to the Governance Committee, with reasons, why the committee is recommending that no one be appointed.
  - 7.2 If the decision is option B, the Chair of the Nomination Committee will approach the Board of Directors as a whole to initiate the process.
8. Once an appointment is to be recommended, the Committee should consult with the Board Chair concerning committee membership for the new candidate, and this recommendation should also be made to the Governance Committee.
9. In all cases of appointment of a new Director during the year, the term will be "until the next Annual General Meeting", at which time the new term will be specified if the candidate is to be retained by the Board.

## **6.2. Annual review of Directors and expiration of terms:**

All Directors should keep in mind that renewal of terms, either on an annual basis or after three years, is not automatic. According to the bylaws of NBRHC, the Board has the authority to terminate any Director at any time.

The Board Chair bears most of the responsibility over each year of assessing individual Director performance, and it is expected that her/his opinions will have been shared with each Director on at least an annual basis, and more frequently if there are problems with a Director's attendance or performance. In addition, the annual Director Self-Evaluation will be available for the Chair's use.

## **6.3. The committee will, between March 1 and the June Board meeting of each year**

- Canvass all current Directors whose three year terms are not expiring of their intention to continue for another year.

- Canvass the Directors, whose terms are expiring of their intention to renew their Directorship for another three year term, assuming that is possible. All Directors need to remember that the maximum number of terms is four (twelve years total).
- Once intentions are known, and a reasonably clear idea is held concerning numbers of Directors leaving, carry out steps 2 to 9 above.
- Recommendations for Director appointments/re-appointments are to be made at the June Board meeting, in advance of the Annual General meeting, where appointments will be confirmed. The committee will also make recommendations concerning the terms to be assigned to all Directors.

The Administrative Assistant and the President and Chief Executive Officer will provide administrative support to the Committee.

#### **6.4. Policy Oversight**

It is the responsibility of each Director to be aware of policies and to raise points of order within meetings with regard to questions of policy adherence. The Governance Committee is responsible for periodically reviewing and monitoring this policy and will request input from the Nomination Committee as part of this review.

#### **7.0 Appendices/Educational Materials**

Not applicable.

#### **8.0 References**

OHA - Guide to Good Governance  
Administrative By-laws

#### **9.0 Content Experts/Stakeholders**

| <b>Content Expert/Stakeholder</b> | <b>Date Sent</b>   |
|-----------------------------------|--------------------|
| Governance Committee              | June 24, 2019      |
| Board of Directors                | September 12, 2019 |

#### **10.0 Signing Authority Approval**

| <b>Position</b>           | <b>Date Signed</b> |
|---------------------------|--------------------|
| Chair, Board of Directors |                    |