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SUBJECT: PROCESS FOR NOMINATION OF DIRECTORS

Article 4.7 of the By-law outlines the nomination for Directors to ensure a systematic, transparent, accountable and fair process is in place by which the Board of Directors, with the advice and assistance of the Governance Committee, will recommend a slate of candidates for approval by the voting Members of the Corporation at the annual meeting.

Role

The Governance Committee supports the Board of Directors in fulfilling its responsibilities to recruit Directors who are skilled, experienced and able to provide leadership to KHSC. The Governance Committee also supports the Board of Directors in the annual process to approve non-Director members of Board Standing Committees.

Reporting Relationship

To the Board of Directors with respect to the nomination of Directors and to the Governance Committee with respect to the nomination of non-Director members of Board Standing Committees.

Responsibilities

The Governance Committee shall:

1. be bound by the Guidelines for the Selection of Directors, as amended by the Board from time to time;
2. recommend annually to the Board of Directors individuals to fill vacancies on the Board of Directors as a result of a systematic and transparent nominations process as outlined below;
3. recommend at least annually to the Board of Directors potential candidates to fill non-Director positions on Board Standing and Ad Hoc Committees.

The Nominations Process for Elected Directors:

The Nomination Process sets out a systematic, transparent, accountable and fair process by which the Board of Directors with the advice and assistance of the Governance Committee will recommend a slate of candidates for approval by the Voting members of the Corporation at the Annual General Meeting.

1. Each year, at least five (5) months before the Annual General Meeting, the Board of Directors shall:

- (a) request the Governance Committee to determine the number of vacancies in the office of Directors and shall include in this number incumbent Directors who are eligible for re-election. The Governance Committee shall then, using the Guidelines for the Selection of Directors, review the Board profile of skills and expertise of incumbent Directors and identify the specific skills and expertise, which are required to fill vacancies. Where an incumbent director is seeking re-election, in addition to the foregoing criteria, the Governance Committee shall take into consideration that individual's self-evaluation of their own performance as a Board member, their history as a Board member and the contribution that they have made to KHSC;
 - (b) the Governance Committee will undertake a systematic and transparent process of recruitment for nomination of potential candidates based on the Guidelines for Selection of Directors and current Board profile as compiled by the Governance Committee.
2. The Governance Committee shall:
- (a) review the vacancies and specific skills and expertise which are required on the Board of Directors and non-Director positions on Board Standing Committees;
 - (b) advertise vacancies on the Board of Directors in the regional daily and weekly papers and on the KHSC website, including a summary of the responsibilities as a Director and the Guidelines for Selection of Directors. Where an incumbent director is seeking re-election, that fact shall be stated in the advertisement;
 - (c) advertise vacancies in non-Director positions on Board Standing Committees;
 - (d) invite formal applications by interested individuals on a standard form to be provided by KHSC, which shall be submitted to the Secretary of KHSC and forwarded to the Chair of the Governance Committee for review. Applicants who do not meet the basic qualifications set out in section 4.3 of the by-law shall be advised of their ineligibility to serve as directors;
 - (e) identify a short-list of candidates for interview evaluation by the Governance Committee and interview and confirm the process to evaluate the short-listed candidates in accordance with the criteria for the selection of directors;
 - (f) obtain and check references for the candidates selected for nomination as Directors and non-Director members of Board Standing Committees;
 - (g) recommend to the Board of Directors a slate of candidates for Director equal to the number of vacancies for approval by the Board of Directors and for subsequent ratification by the Voting members of the Corporation at the Annual General Meeting.