

Manual:	Board of Directors	Number:	II-B-1
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Committee:	Governance	Last Reviewed:	October 28, 2024
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Subject:	NOMINATIONS PROCESS FOR THE BOARD		

The purpose of this policy is to ensure that the Board is comprised of individuals who possess the skills, qualities, and experience to collectively contribute to effective board governance, and to assist the Board in identifying qualified individuals to become directors.

The nominations process sets out a systematic, transparent, accountable, and fair process by which the Governance Committee will recommend candidates to the Board for election by the Members.

In order to adhere to the requirements of the *Public Hospitals Act*, pursuant to which at least four directors must retire (subject to re-election) each year, director appointments will be staggered, and any mid-term vacancy will be filled by the Board for the balance of the vacated term.

Responsibilities of the Governance Committee

The Governance Committee shall:

1. be bound by the Guidelines for the Nomination 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 Special Committees.

Nominations Process for Elected Directors

Annually, at least five (5) months before the annual meeting of the Members, the Governance Committee will:

- Determine the number of vacancies in the office of director and include in this number incumbent directors who are eligible for re-election.
- Using the Guidelines for Nominations of Directors (attached as Schedule A), which includes the Skills Matrix, review the Board profile of skills and expertise in incumbent directors and identify the specific skills and expertise that are required to fill vacancies.
- Release a call for nominations and encourage interested parties (including incumbent Directors) to submit applications on a standard form.

- Advertise vacancies through a variety of accessible media with a reach throughout the Corporation's catchment area as well as the Corporation's website. Where an incumbent director's term is up for renewal and the director is seeking re-election, that fact shall be indicated on the Corporation's website.
- Advertise vacancies in non-director external positions on Board standing committees where desired or where a specific skill-set or affiliation is required on the committee for which a broader recruitment strategy is indicated.
- Invite formal applications by interested individuals on a standard form to be provided by the Corporation, which shall be submitted to the Secretary of the Corporation and forwarded to the Chair of the Governance Committee for review. Applicants who do not meet the basic qualifications set out in section 3.3 of the by-law shall be advised of their ineligibility to serve as directors.
- Review the applications submitted to the Governance Committee.
- Identify a short list of candidates, including incumbent directors, for interview by the Governance Committee and interview and evaluate the short-listed candidates against the criteria set out in the Guidelines for Nomination of Directors (attached as Schedule A).
- If the candidate being considered for nomination is an incumbent director seeking re-election or a former director, in consultation with the Governance Committee, take into account the evaluation of that individual's performance as a director (renewal will not be automatic), while balancing the need to ensure ongoing expertise and succession planning.
- Ensure personal reference and criminal reference checks are completed for candidates selected for nomination that are not currently directors.
- Subject to ONCA, the process set out in the Corporate By-law, and the process set out in the Operating Agreement, recommend to the Board for presentation to the Members' the candidate(s) for director(s) equal to the number of vacancies for approval by the Members' at the annual members' Meeting and the Partnership Council in accordance with the Operating Agreement.
- In the event of a mid-term vacancy of an elected director, the Board may request that the Governance Committee initiate a process to recommend to the Board a replacement Director.
- Consistent with best practice, the Governance Committee will maintain a roster of candidates eligible for election to the Board and look for opportunities to keep these candidates engaged.

Elections Process

- Election of Directors is completed each year as part of the annual Members' meeting.

- If the number of candidates equals the number of vacancies, subject to ONCA, the Members may be asked to vote for or against the slate, and if such a vote does not carry, the vote shall take place for or against each nominee individually.
- If one or more recommended candidates are not elected, the Board shall determine an appropriate process to bring new candidates forward for election.

Schedule A: Guidelines for Nomination of Directors

Through the nominations and election process, the Board selects directors according to their skills, experience, and personal qualities.

The membership of the Board and its committees should demonstrate the balance of skills, expertise, and perspectives required to fulfill its governance roles and responsibilities.

The membership of the Board should reflect the diversity of the Corporation's catchment area.

Board Skills and Expertise

The Board should collectively possess a range of skills, expertise, and experience as described in the Skills & Knowledge Matrix (attached) which is further informed by the following list and specific skills, expertise, and experience depending on the current Board composition and the needs of the Board in the future Board cycle:

- community leadership;
- strategic planning;
- senior level business management;
- finance, accounting, and audit;
- quality, risk management, and performance management;
- governance;
- knowledge of the Corporation's own governance and operations;
- government relations;
- human resource management;
- knowledge of the healthcare system;
- legal expertise;
- marketing and communications;
- construction design/management;
- clinical expertise;
- bio-medical ethics;
- conflict resolution; and

- information technology.

Profile of a Director

The qualities and attributes expected of all directors include:

- a commitment to the Corporation's mission, vision, and values;
- experience in and understanding of governance including the roles and responsibilities of the Board and of individual directors, and the difference between governance and management;
- enthusiasm for the role and its demands;
- personal and professional integrity, wisdom, ethical behavior, and judgment;
- an ability to work and communicate effectively as a member of the team with other members of the Board and senior management;
- demonstrate strategic thinking;
- an ability and a willingness to commit the necessary time to participate in Board meetings, committee meetings, meeting preparation, Board orientation, and continuing education, retreats, and Corporate events;
- a willingness to serve on a volunteer basis in accordance with the Corporation's Letters Patent and by-laws;
- be free of conflicts that would impede a director's ability to fulfill their fiduciary duties;
- a commitment to comply with the Board's conflict of interest policies, and code of conduct;
- an ability and a willingness to represent the Corporation, as required;
- an ability to work positively, cooperatively, and respectfully with others;
- a commitment to ethical standards and behaviors; and
- demonstrate community leadership potential.

Board Skills & Knowledge Matrix

Skill & Knowledge	Definition	Advanced	Intermediate	Basic	None
		<i>formal certification, degree demonstrated knowledge (10+years)</i>	<i>above average understanding /knowledge (5-10 years)</i>	<i>general or modest understanding /knowledge</i>	<i>no understanding /knowledge</i>
Financial	<ul style="list-style-type: none"> • Qualifications in accounting and/or finance and experience with analyzing key financial statements; critically assessing financial viability and performance, financial risk assessment, contribute to strategic financial planning, oversee budgets and the efficient use of resources; oversee funding and accountability. Links financial information to organizational priorities & goals. 	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Business & Management	<ul style="list-style-type: none"> • The skill and experience required to execute the fiduciary and oversight requirements of the Board, has held, or holds a senior level management/executive position, to give good advice and challenge thinking. • Broad management and leadership experience involving human, financial, technological, and other resources. Able to determine how a particular initiative or opportunity will support the implementation of the corporate strategy and deliver on key performance objectives. 	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Strategic Planning	<ul style="list-style-type: none"> • Macro level understanding of the health care system & the longer-term implications and opportunities. Have been actively involved in previous strategic plan development, implementation, and monitoring. Have a very strong understanding of the purpose and processes related to strategic planning and the Board's role in the development, agreement & monitoring of the strategic progresses. • Advises Board on processes to define an organization's direction and provide potential decisions on the allocation of resources required to pursue a strategy. Able to look at issues in a broad context, taking into account a wide range of influences and circumstances, and see the implication of decisions. Strategic horizon responsibility includes monitoring existing strategic plan delivery and organizing & planning beyond existing strategic plan. 	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Enterprise Risk Management	<ul style="list-style-type: none"> • Critical understanding of Enterprise Risk Management, understanding that taking on risk is sometimes a necessity with the ability to identify key organizational risks including legal and regulatory compliance. • Demonstrated ability to think critically about operational and governance issues to ensure the effective management of opportunities and adverse impacts. 	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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Transformation	<ul style="list-style-type: none"> Promote a culture of change by understanding the dynamic nature and factors impacting successful and sustainable outcomes. 	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Integration & Systems Enabler	<ul style="list-style-type: none"> Has led or been part of, in a management or governance capacity, integration initiatives such as mergers and acquisitions. Understands the reasons for ongoing organizational and system behaviour, and then underlying problems, opportunities or political forces affecting the organization and the health system. 	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Funding	<ul style="list-style-type: none"> Understands the principals and processes of funding for healthcare and the administration of funding relationships 	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Innovation	<ul style="list-style-type: none"> Recognized as a thoughtful inspiring leader and one who has led innovative approaches and/or new ventures. A person who will be readily able to see new opportunities and enhance the Board and management's ability to seek new approaches. Encourages well considered & planned risk taking that drives new thinking and approaches that lead to innovative approaches and outcomes. Readily able to see future opportunities. 	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Community Relationship Building	<ul style="list-style-type: none"> Has been actively engaged in the community and is seen as a community leader/influencer. Undertaking of broader interested party environments. 	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Quality & Performance	<ul style="list-style-type: none"> Quality and safety expertise in business or industry, understanding of quality-of-care issues and performance measurement; benchmarking experience; experience in process improvement methodology 	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Communications & Marketing	<ul style="list-style-type: none"> Demonstrated experience with identifying, anticipating, satisfying interested party expectations for products and services. 	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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Human Resources Strategy	• Experience in planning and implementing human resource strategies (business or healthcare setting)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Environmental, Social and Governance (ESG)	• Demonstrated knowledge of environmental, social, and governance (ESG) issues, including inclusion, diversity, equity, and anti-racism issues.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Cultural Diversity	• Represents demographic served by the Corporation (e.g. Indigenous, francophone).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>