

BOARD OF DIRECTORS

Health Sciences North / Horizon Santé-Nord

ISSUED BY: Board of Directors

AUTHORIZED BY: Board of Directors

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CATEGORY: Part V-B – Governance Process

SUBJECT: **NOMINATION PROCESS**

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The Governance and Nominating Committee oversees the Board succession process on behalf of the Board.

The Terms of Reference of the Governance and Nominating Committee provide that the Committee shall, using the Guidelines for the Selection of Directors, recommend nominees for election to the Board at the annual meeting, in accordance with the nomination process set out in the By-Laws, and fill any interim vacancies on the Board. From time to time, the Governance and Nominating Committee may recommend to the Board changes to the Guidelines for the Selection of Directors to confirm the appropriateness of eligibility criteria and ensure that a skills matrix is in place that reflects Board needs, diverse representation of the communities the hospital serves, and stakeholder accountability.

Officers and Committee Chairs

The Governance and Nominating Committee is responsible for succession planning for leadership on the Board and the recommendation of officers and Committee Chairs.

Directors

The *Public Hospitals Act* requires that four Board members retire each year, subject to re-election. If a Director has not yet completed his/her maximum number of terms, he/she may stand for re-election. Director appointments will be staggered and any mid-term vacancy may be filled by the Board for the balance of the vacated term.

The following process is to be followed by the Governance and Nominating Committee.

- i. The Governance and Nominating Committee will review the Board profile of skills, diversity and expertise within the current membership to ensure that these are appropriate to provide strategic leadership to the organization in achieving its strategic plan.
- ii. At least three months prior to the annual meeting, the Governance and Nominating Committee will invite all current Board members to complete a self-assessment of their individual performance as a Director and indicate their intentions with respect to re-election to the Board, membership on Board Committees and serving as a Committee Chair or Board officer.
- iii. The Governance and Nominating Committee will review the submissions from individual Directors within the context of the Board profile in order to identify

- any vacancies within the Board as well as specific gaps in diversity, skills and expertise.
- iv. If there are vacancies to be filled, the Governance and Nominating Committee will establish the process for recruitment, which may include the establishment of a Nominations Sub-Committee. The size and composition of the Nominations Sub-Committee will be determined by the Governance and Nominating Committee and may include non-Board members. The Committee will also appoint the Chair of the Nominations Sub-Committee, who will be a member of the Board.
 - v. The recruitment process will include:
 - Canvassing the Board to identify individuals who possess the requisite diversity, skills and expertise;
 - Formal application by interested individuals;
 - Review of applications/candidates against the Board profile;
 - Selection of candidates for interview;
 - Interview of short listed candidates; and
 - Selection of a slate of candidates for recommendation to the Board.

The recruitment process may also include advertising vacancies in local media and/or on the HSN website and social media channels.

Where appropriate and subject to member rights, only candidates recommended by the Board (on the recommendation of the Governance and Nomination Committee) are placed before the annual meeting.

If the number of candidates equals the number of vacancies, subject to the *Not-for-Profit Corporations Act, 2010*, 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.

Officers and Committee Chairs

The following process is to be followed by the Governance and Nominating Committee:

- i. Based on the information received from individual Directors on their intentions with respect to re-election to the Board, membership on Board Committees and serving as a Committee Chair or Board officer (see ii above), the Governance and Nominating Committee will develop an inventory of candidates for officer and Committee positions.

- ii. The Governance and Nominations Committee will be guided by the position description and qualifications for Board Chair, Vice Chair and Committee Chairs as outlined in the Governance Policies.
- iii. In the event that members of the Governance and Nominating Committee are also seeking election as officers or Committee chairs, the Committee will pursue one of the following optional processes:
 - Establish a Nominations Sub-Committee to conduct the selection process and make recommendations to the Board of Directors; or
 - Exclude potential candidates from Committee deliberations in relation to the position for which they are a candidate.
- iv. With respect to the position of Board Chair and Vice Chair, the Governance and Nominating Committee or Nominations Sub-Committee will consult the members of the Board of Directors to determine their views on the candidates for leadership in formulating their recommendation to the Board of Directors.
- v. With respect to Committee Chairs, the Governance and Nominating Committee or Nominations Sub-Committee will evaluate candidates in relation to the requisite qualifications and specific skills and expertise and make a recommendation to the Board of Directors.

References

OHA Guide to Good Governance
HSN Board Members Term Listing