

BOARD MANUAL

SUBJECT: Recruitment, Selection, and Nomination of Directors and Non-Director Committee Members	NO.: 2-D-20
SECTION: Board Process	
APPROVED BY: Board of Directors	DATE: December 4, 2024

Purpose

Effective governance depends upon the right mixture of skills, experience, personal qualities, and diversity among the members of the Cambridge Memorial Hospital (“**Corporation**”) Board of Directors (“**Board**”) and Board committees.

Policy

The Governance Committee is charged with the process of recruiting and recommending to the Board the nomination of individuals for election or appointment to the Board of the Corporation.

The Board will be composed of competent Directors who work effectively both individually and collectively. They must possess the appropriate skills and experience to monitor performance and add value to the Corporation.

Through the nomination and election process, the Board will select Directors according to their skills, experience, and personal qualities.

The Board will seek a balance within the Board concerning the skills and experience of Directors, while considering any unique or special requirements of the Corporation at the current time.

The Board will ensure all Directors possess the personal qualities necessary to perform their role as Directors. The Board should reflect the diversity of the community served, including demographic, linguistic, cultural, economic, geographic, gender, ethnic, and social characteristics of the communities served by the Corporation.

The Governance Committee is also charged with recruiting and recommending to the Board the appointment of non-Director members to Board committees.

Guidelines for the Nomination of Directors

The Governance Committee and Nominating Subcommittee shall consider the following factors while balancing the need of ensuring ongoing expertise on the Board and the need to plan for the succession of the Board officer positions.

Universal Competencies

The Board requires that all Directors have the following skills and personal qualities:

- **Commitment and Effective Communication**
 - make an active contribution at meetings and on behalf of the Board where required
 - demonstrate a willingness to devote the time necessary to Board work, including orientation and education
- **Integrity**
 - personal integrity
 - objectivity
 - high ethical standards
 - respect for the views of others
- **Analytical Decision-Making**
 - a capacity for resolving difficult and complex issues
 - an awareness and understanding of identified issues and proposed recommendations and impacts
 - an ability to analyze situations and problems from a system perspective
 - the capacity and ability to provide valued knowledge, experience, and counsel to the Board, the CEO, and the Chief of Staff
- **Strategic Leadership**
 - a commitment to the mission, vision, and values of the Corporation, the internal strategic plan of the Corporation and its responsibilities to the Ministry of Health
 - the capability to give leadership to the development of the Corporation
 - the capability of exercising leadership and consensus building
 - the demonstrated ability to work as a member of a team and the ability to express a dissenting opinion in a constructive manner
- **Governance Acumen**
 - understand the distinction between the strategic and policy role of the Board and the day-to-day operational responsibilities of management
 - understand the range of obligations and constraints imposed upon Directors of the Corporation

Collective Competencies

The Nominating Subcommittee should strive to ensure that the following collective competencies are present in the Board.

- Leadership and/or executive experience
- Strategic planning experience
- Board and governance
- Previous health sector and/or not-for-profit board or committee experience
- Business acumen
- Resource and/or audit experience
- Health care/clinical practice
- Health system integration
- Government relations
- Legal
- Risk management
- Quality and performance management
- Human resources/labour management
- Health informatics
- Ethics
- Public affairs, communications
- Patient and healthcare advocacy
- Community involvement
- Such other specific knowledge and/or experience that the Governance Committee may identify from time to time.

See Appendix A for a description of the knowledge, skills, and experience that are relevant when recruiting for the Hospital Board.

Conflict of Interest

The Nominating Subcommittee will ask each candidate proposed for election or appointment to disclose any material relationships that may potentially result in a conflict of interest or interfere with the exercise of the individual's independent judgment. The Nominating Subcommittee will consider potential conflicts within the context of the Bylaw and the Conflict of Interest Policy (2-A-36) in assessing the suitability of the candidate for nomination.

Procedure

Recruitment of Candidates

The Governance Committee will:

1. Annually, recommend to the Board the composition and members of a Nominating Subcommittee.

2. Conduct an annual survey of all current Board members to request a self-assessment of their skills. See *Skills Matrix Survey*, Board Manual 2-D-40, Appendix D.
3. In consultation with the Directors, identify a list of competencies or characteristics that would be an asset to the Board in the next year and future years, given the Board's strategic priorities and needs.
4. Review the Board's current composition (*Skills Matrix Survey* results), the list of competencies identified in step 3, anticipated vacancies, and competencies identified in new Directors.
5. Begin the recruitment process, which will include:
 - Inviting non-Director members of committees to apply for vacant Director positions
 - Encouraging current and previous Directors to recommend candidates possessing the competencies for consideration by the Nominating Subcommittee, and
 - Advertising vacancies on appropriate communication channels and the Corporation's website.

Nominations for Election to the Board

A) New Director Applicants

The Nominating Subcommittee will:

1. Receive and retain from persons eligible to be elected as a Director their completed applications (the application form may be amended without Board approval by the Governance Committee from time to time, the most current version appears as Appendix B), indicating their interest in serving on the Board or Board committee and their qualifications.
2. Review prospective Board candidates against the Board skills profile (see Competency Definitions, Appendix A) and develop a short list of candidates for interview.
3. Interview short listed candidates to assess the prospect's interest and qualifications against the Board's needed competencies. Conduct reference checks.
4. Select candidates for nomination for election as Directors.
5. Provide the Board with information about the selected candidates and consider the Board's feedback. The decision of the Board as to whether or not a candidate is qualified to stand for election shall be final.
6. Instruct the Corporation's management to ask selected candidates to obtain police checks.

7. At the annual meeting, nominate the selected candidates for election as Directors by the Members of the Corporation.
8. Via the Chair of the Governance Committee, communicate the decisions to the candidates.

Nominations made for the election of Directors at a Members' meeting may only be made in accordance with the Corporation's Corporate By-law.

B) Non-Director Committee Member Applicants

The Nominating Subcommittee will:

1. Evaluate applications from current non-Director committee members by consideration of the following:
 - a. Applications
 - b. Ability to contribute to a competency required by the Corporation
 - c. Attendance at committee meetings
 - d. Feedback obtained from relevant committee chair(s) including contribution to the committee and applicant's strengths and weaknesses
 - e. Interview
2. Select candidates for nomination for election as non-Director committee members.
3. Provide the Board with information about the candidates and consider the Board's feedback. The decision of the Board as to whether or not a candidate is qualified to serve on a committee shall be final.
4. Instruct the Corporation's management to ask selected candidates to obtain police checks.
5. At the Board meeting following the annual meeting, appoint non-Director committee members to committees, as appropriate.
6. Via the Chair of the Governance Committee, communicate the decisions to the candidates.

C) Re-Election of Existing Board Members

The Nominating Subcommittee will:

1. Evaluate Board members eligible for election to another term on their performance as a Director and committee member (see *Evaluation of Board, Committee and Individual Performance*, Board Manual 2-D-40) and their ability to contribute a competency that is still needed by the Corporation.
2. As appropriate, at the annual meeting nominate Directors for re-election as Directors by the Members of the Corporation. As per the Corporation's Corporate By-Law, the

decision of the Board as to whether or not a candidate is qualified to stand for election shall be final.

D) Filling Mid-Term Director and Non-Director Committee Member Vacancies

When directed by the Board, the Governance Committee will recommend nominees for vacancies that arise unexpectedly during the course of the current Board cycle. Appointments will be approved by the Board.

E) Reappointment of Non-Director Committee Members

Non-Director committee members are appointed for a 12-month period. The Governance Committee may, in its sole discretion, recommend to the Board that non-Director committee members be appointed for subsequent terms as non-Director committee members.

The Nominating Subcommittee will:

1. Evaluate existing non-Director committee members on their performance as committee members (see *Evaluation of Board, Committee and Individual Performance*, Board Manual 2-D-40) and their ability to contribute a competency that is still needed by the Corporation.
2. Assess the skills, qualifications, and interest of any new candidates interviewed.
3. Recommend to the Board the appointment of non-Director committee members.

APPENDIX A

Competency/Skills Definitions

Leadership and/or executive experience

- Experience in a professional leadership role and/or broad management experience

Strategic planning experience

- Involved in processes to define an organization's direction and make decisions on allocating its resources to pursue a strategy
- Able to look at issues in a wide context, consider a wide range of influences and situations, and see the implication of decisions
- Responsible for setting objectives for a greater than one-year time horizon

Board and Governance

- Understanding of the roles/responsibilities of senior executives and their accountability to the Board
- Experience with corporate governance structures and planning, including broad board experience
- Previous board or committee experience
- Certification or governance courses e.g., Ontario Hospital Association

Business Acumen

- Broad management 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

Resource and/or Audit

- Strong business acumen and financial literacy to monitor financial performance effectively-- and to recognize red flags
- Understanding of financial operational management and the proper application of internal controls for public sector, private sector, or not-for-profit boards
- Understanding of financial reporting, and knowledge of other considerations and issues associated with the auditing requirements for public sector, private sector, or not-for-profit boards
- Experience/understanding of not-for-profit accounting rules

Health Care/ Clinical Practice

- Understands the key indicators and drivers of clinical quality, including patient safety, and their impact on the Corporation
- Experience in health planning, quality improvement, etc.

Health System Integration

- Senior executive and/or board member in a health system, regional health model, or government health ministry
- Exposure to and/or experience with collaboration models and integration through a

board role or employment within the health sector

Government Relations

- Understanding of the legislative and regulatory process as well as the roles and decision-making processes of key governmental and regulatory entities
- Experience in relationship building with elected government representatives

Legal

- Familiarity with governing legislation
- Corporate and business law
- Experience with regulated industries

Risk Management

- Knowledge and experience in integrated risk management
- Experience in the process of identifying principal corporate risks and to ensure that management has implemented the appropriate systems to manage risk

Quality and Performance Management

- Quality and safety expertise in business or industry
- Understanding of quality of care issues and performance measurement
- Benchmarking experience
- Experience in process improvement methodology

Human Resources/ Labour Relations

- Understanding of human resources issues for executive recruitment, compensation structures, and performance review among public sector, private sector, or not-for-profit boards
- Knowledgeable of evidence-based methods for successful workforce recruitment and retention, understands key drivers of employee satisfaction, and stays informed on general and industry trends associated with unionization activities

Health Informatics

- Skilled in seeking out information and applying new technology and practices to improve processes and generate unique solutions to emerging concerns
- Background in the application of population health and health planning statistics in a research, academic, or health administration environment
- Operations and strategic planning experience for information technology

Ethics

- Experience in working with an ethics review Board, ethics frameworks, health care ethics, setting up processes

Public Affairs, Communications

- Experience in engaging the public
- Experience in setting corporate communication policies
- Media experience

Patient and Healthcare Advocacy

- Experience with advocacy groups, committees, or boards of a social or healthcare-related background
- Experience as a healthcare professional

Community Knowledge and Involvement

- Knowledge of the community and stakeholders
- Service or volunteer work in the community
- Has networks and/or is able to find common ground with a widening range of stakeholders, including both the community and clients served by the Corporation. Uses contacts to build and strengthen support bases
- Experience working with diverse stakeholder groups
- Has general knowledge about cultural beliefs, values, attitudes, and behaviors, including effective ways for building trust and relationships
- Understands key local and provincial issues, can communicate the impact the Corporation has on the community

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November 28, 2012	February 26, 2014	January 25, 2017
September 25, 2019	June 28, 2023	Click or tap to enter a date.
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