

# TERMS OF REFERENCE



## Governance and Nominating Committee

<p><b>ROLE:</b></p>	<ul style="list-style-type: none"> <li>• To advise the Board on matters relating to the Board’s governance structure and processes, evaluation of the Board’s effectiveness, recruitment, education, and evaluation of Board members.</li> <li>• To advise the Board on the selection and recruitment, of the CEO and COS.</li> </ul>
<p><b>RESPONSIBILITIES:</b></p>	<ul style="list-style-type: none"> <li>a) Board Recruitment             <ul style="list-style-type: none"> <li>• Develop for approval by the board a description of the skills, experience and qualities including diversity of the directors and ensure French-speaking representation as per bylaw 4(3)(e);</li> <li>• Consider skills, experience, qualities, and diversity of current directors to determine the Board’s needs; and,</li> <li>• Oversee the Board’s recruitment and nomination process and recommend to the Board candidates for election at the Annual Meeting.</li> </ul> </li> <li>b) Board Education             <ul style="list-style-type: none"> <li>• Ensure a comprehensive orientation session is provided to all new Board members;</li> <li>• Oversee Board education sessions to ensure Board members receive periodic education on governance, health care issues and the hospital operations; and,</li> <li>• Organize with the input of the CEO and Board Chair, the Boards retreats.</li> </ul> </li> <li>c) Board Chair             <ul style="list-style-type: none"> <li>• Ensure succession planning for the office of Board</li> <li>• Oversee and complement the Board’s process for selecting a Board Chair and recommend an individual for election by the Board as Chair; and,</li> <li>• Make recommendations to the Board for Vice Chair and Treasurer.</li> </ul> </li> <li>d) Board Committees             <ul style="list-style-type: none"> <li>• Ensure periodic review and evaluation of committee performance and Terms of Reference and make recommendations for the Board as required; and,</li> <li>• Recommend to the Board, with the input of the Chair, nominees for all Board Committees and Committee Chairs.</li> </ul> </li> <li>e) Evaluations             <ul style="list-style-type: none"> <li>• Establish and implement a program to evaluate Board performance including individual director performance, performance of the Chair, Board Committees and Committee Chairs;</li> <li>• Consider the results of Board evaluations in connection with renewal of the terms of existing directors; and,</li> <li>• Review and make recommendations to the Board on Board composition, size, structure, board policies and procedures,</li> </ul> </li> </ul>

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	<p>by-law amendments and board attendance.</p> <p>f) Executive Management Performance</p> <ul style="list-style-type: none"> <li>• Developing and appraising the CEO and COS job descriptions;</li> <li>• Undertaking CEO and COS recruitment processes and selection of the CEO and COS or delegating to subcommittee;</li> <li>• Ensuring succession planning is in place for the CEO, COS.</li> </ul> <p>g) Diversity, Equity, &amp; Inclusion (DEI)</p> <ul style="list-style-type: none"> <li>• Ensure the organization the hospital’s strategic plan incorporates DEI principles.</li> <li>• Review and recommend policies that promote DEI within the organization, and holding leadership accountable for implementing and maintain these standards across the hospital.</li> <li>• Regular monitor progress on DEI initiatives and key performance measures.</li> </ul>
<b>CHAIR:</b>	<ul style="list-style-type: none"> <li>• A member of the Committee appointed by the Board on the recommendation of the Board Chair or a committee established by the Board for that purpose.</li> <li>• Term of office will be for a minimum of two (2) years</li> </ul>
<b>MEMBERSHIP:</b>	<ul style="list-style-type: none"> <li>• Chair of the Board;</li> <li>• At least four Directors appointed by the Board (minimum one bilingual Director in English and French);</li> <li>• Chief Executive Officer as an <i>ex officio</i> member.</li> </ul>
<b>VACANCY:</b>	<ul style="list-style-type: none"> <li>• When a vacancy occurs among the appointed members, the Chair of the board may appoint a member to fill the vacancy for the unexpired portion of the term</li> </ul>
<b>VOTING MEMBERS :</b>	<ul style="list-style-type: none"> <li>• Only board directors appointed to this committee may vote.</li> </ul>
<b>FREQUENCY OF MEETINGS AND MANNER OF CALL :</b>	<ul style="list-style-type: none"> <li>• At least 6 times per year, at the call of the chair</li> </ul>
<b>QUORUM:</b>	<ul style="list-style-type: none"> <li>• 51% of voting members.</li> </ul>
<b>RESOURCES:</b>	<ul style="list-style-type: none"> <li>• Chief Executive Officer</li> <li>• Guests, by invitation</li> </ul>
<b>REPORTS TO</b>	<ul style="list-style-type: none"> <li>• Board of Directors</li> </ul>
<b>DATE OF LAST REVIEW</b>	<ul style="list-style-type: none"> <li>• September 2024</li> </ul>

Approved by: **Corporation of l’Hôpital Glengarry Memorial Hospital**