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Classification:	Board of Directors	Section: Board Effectiveness	
Owner: President & CEO	Signing Authority: Board of Directors		

POLICY STATEMENT:

Hôpital Glengarry Memorial Hospital is committed to a fair and equitable process for nominating and electing members to the Board of Directors such that the Board will continue to comprise members' representative of the diversity of the community we serve.

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 Board members.

PROCEDURE:

Composition of the Board

The composition of the Board will consist of 10 to 12 Directors, the Past Chair as an ex-officio voting Director and the following four *ex-officio* non-voting directors:

- i) President and CEO,
- ii) Chief of Staff,
- iii) Chief Nursing Executive, and
- iv) President of the Medical Staff (if one exists).

In alignment with the hospital's commitment to equity, diversity, and inclusion, the Board shall strive to reflect the diverse perspectives, backgrounds, and experiences of the community it serves. This includes, but is not limited to, consideration of gender, race, ethnicity, age, professional expertise, and lived experience. A broad range of viewpoints enhances decision-making, fosters innovation, and strengthens governance effectiveness.

Term of Office

An elected director is elected to the Board in accordance with the terms described in the HGMH Corporate By-Laws.

Ex-officio directors are members of the Board by virtue of their position within the organization and will serve on the Board according to the applicable terms of the particular office.

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In order to adhere to the requirements of the *Public Hospitals Act*, in which four directors must retire (subject to re-election) each year, appointments to the Board will be staggered and any mid-term vacancy will be filled by the Board until the next annual general meeting.

Process for Nominations

a) Nominations Committee

The Board shall establish a Nominations Committee which shall be charged with the responsibility of identifying and recommending individuals to become Board members.

The size and composition of the Nominations Committee shall be determined by the Board from time to time and may include non-board members. The Board shall appoint the Chair of the Nominations Committee, who shall be a member of the Board.

The Nominations Committee will follow the Guidelines for Director Selection (see Appendix A).

b) Nomination Process

The *Public Hospitals Act* requires that four Board members retire each year. This means that four positions on the Board must be up for election or re-election each year. If a director has not yet completed his/her maximum number of terms, he or she may stand for re-election.

The Board shall identify qualified candidates through the following process:

- The number of vacancies will be determined each year and the necessary criteria to fill those vacancies will be identified by conducting a skill-set analysis. Directors will be evaluated based on their performance and renewal will not be automatic;
- A call for nominations will be made and interested parties will be encouraged to submit applications
- Vacancies will be advertised in the local newspapers, as well as on the hospital website;
- Applications will be submitted to the Chair of the Nominations Committee and reviewed by the Nominations Committee;
- A short-list of candidates will be developed by the Nominations Committee of those individuals who meet all of the criteria identified by the Board;
- Reference checks will be initiated before the annual general meeting at the call of the Chair of the Nominations Committee.

c) Election Process

The voting members of the corporation have the ultimate responsibility of approving the recommendation of the Nominations Committee; however only

nominees approved by the Nominations Committee through the nomination process set out in this policy shall be eligible for election.

Election of Board members is completed each year as part of the annual general meeting.

The Nominations Committee shall identify candidates to be brought forward to the voting membership for consideration.

Candidates recommended by the Nominations Committee will be presented to the voting members for election and approval.

The Nominations Committee may recommend more candidates than vacancies.

In the event that the number of candidates equals the number of vacancies, the voting 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.

In the event that one or more recommended candidates are not elected, the Board shall determine an appropriate process to bring new candidates forward for election.

In the event of a tie, the deciding vote will be cast by the Chair of the Board.

ASSOCIATED FORMS:

Form Number	Form Name
51-A-175-XX	Board Skills Matrix

REFERENCES:

1. Public Hospitals Act
2. Guide to Good Governance

Appendix A: Guidelines for Director Selection

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

The board should 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 should ensure all directors possess the personal qualities necessary to perform their role as board members. The board should have the capacity to understand the diversity of the community served, including demographic, linguistic, cultural, economic, geographic, gender, ethnic and social characteristics of the communities served by the organization.

The skills, experience, knowledge, and personal qualities that the board will use to select potential directors are set out below.

Skills, Experience and Knowledge

The board is to reflect a complementary mixture of skills, experience and knowledge. The skills, experience and knowledge the board will consider in selecting members include the following:

- Accounting designation/financial expertise;
- Board and governance expertise;
- Business management;
- Clinical experience;
- Construction and project management;
- Education;
- Ethics;
- Government and government relations;
- Health care administration and policy and health system needs, issues and trends;
- Human resources management and labour relations;
- Information technology;
- Knowledge and experience in research;
- Legal expertise;
- Patient and health care advocacy;
- Performance management;
- Political acumen;
- Public affairs and communications;
- Quality and patient safety;
- Risk management;
- Diversity, Equity, & Inclusion
- Strategic planning; and
- Understanding of community/catchment area.

Personal Qualities

The board requires all of its board members to:

- Commit to adhere to the mission, vision and core values of the organization;
- Act with honesty and integrity;
- Understand a director's role and fiduciary duties, and the role of the board;
- Think strategically;
- Work as part of a team;
- Communicate effectively;
- Have, or commit to acquire, financial literacy appropriate for the organization's scope of activities;
- Be willing to devote the time and effort required to be an effective board member, including attendance at board orientation, board retreats, board meetings, committee meetings, and organization events;
- Be free of conflicts that would impede a director's ability to fulfill his or her fiduciary duties; and
- Demonstrate ability to recognize and manage specific conflicts of interest that arise from time to time.