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|  | <input checked="" type="checkbox"/> Policy <input type="checkbox"/> Procedure <input type="checkbox"/> Protocol <input type="checkbox"/> Terms of Reference | Section <i>Policy&Procedure Board Manual</i> | Number 01-113 |
| Nominating Policy | | | |
| Date Issued: 2024-01-25 Date Review/Revised: Next Review Date: March 2025 | | | |
| Owner: Common Board of Directors (Common Board) | Reviewer(s): Governance and Nominating Committee | Approver: Governance and Nominating Committee | |

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Except as expressly stated to the contrary herein, these Terms of Reference apply to both the Alexandra Marine & General Hospital (AMGH) and the South Huron Hospital (SHH). AMGH and SHH are referred to individually and collectively as the Hospital.

Purpose

To ensure that the HHS Common Board of Directors is comprised of individuals who possess the skills, qualities, and experience to collectively contribute to effective board governance, and to assist the Common Board in identifying qualified individuals to become directors.

Board Composition

In accordance with the Corporation's articles, by-laws, and the *Public Hospitals Act*, the Common Board shall consist of 13 directors; (13) elected directors and six *ex-officio* non-voting directors). The *ex-officio* directors shall be the President & CEO, Vice President Clinical Services/CNE, Chiefs of Staff, and Presidents of the Medical Staff.

Term of Office

An elected director is elected to the Common Board for a term of three (3) years and may serve for a maximum of three (3) terms (9 years).

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

In order to adhere to the requirements of the *Public Hospitals Act*, in which 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 Common Board for the balance of the vacated term.

A. Nominations Committee

On behalf of the Common Board, the Governance and Nominating Committee shall establish an ad-hoc nominations committee, which shall be responsible for identifying and recommending individuals to the Common Board to become directors.

The size and composition of the nominations committee shall be determined by the Governance and Nominating Committee from time to time and may include non-directors. The Governance and Nominating Committee shall appoint the chair of the ad-hoc nominations committee, who shall be a director.¹

B. Nomination Process

The *Public Hospitals Act* requires that four Directors 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 their maximum number of terms, they may stand for re-election.

The Common 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 as a director (renewal will not be automatic), while balancing the need to ensure retention of institutional knowledge, expertise, and orderly succession planning.

A call for nominations will be made and interested parties will be encouraged to submit applications.

Vacancies will be advertised through print media and social media, as well as on the Corporation's website.

Applications will be submitted to the chair of the ad-hoc nominations committee and reviewed by the nominations committee.

A short-list of candidates will be developed by the ad-hoc nominations committee of those individuals who meet the criteria as identified by the Common Board. Short-listed candidates must be interviewed by the nominations committee. Directors standing for re-election may be interviewed.

Reference checks (could include criminal reference checks) will be completed by the chair of the ad-hoc nominations committee, or as delegated.

C. Elections Process

Election of directors is completed each year as part of the annual members' meeting.

¹ To the extent practicable, the Governance and Nominating Committee should appoint individuals to the nominations committee from amongst those directors not seeking re-election to minimize the perception of conflict.

The ad-hoc nominations committee shall recommend to the Governance and Nominating Committee who shall recommend to the Common Board the candidate(s) for approval by the members at the annual members' 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 Common Board shall determine an appropriate process to bring new candidates forward for election.

Huron Health System as a member and partner of the HP&A OHT has aligned organizational governance policies to support the HP&A OHT Accreditation Collaborative

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| Approval Process | Governance & Nominating Committee: | 2024-XX-XX |
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