

SECTION: Board of Governors

DIRECTIVE: III-B-32

SUBJECT: Nomination of Board Members

AUTHORITY: Board of Governors

EFFECTIVE DATE			REVIEWED/REVISED DATE			POLICY	X	PROCEDURE
MON	DAY	YEAR	MON	DAY	YEAR			
09	24	2012				Applies to: Board of Governors		

POLICY

The West Haldimand General Hospital will nominate and elect community members to its Board of Directors at the annual general meeting of the Corporation in accordance with the Hospital By-law.

PROCEDURE

1. The Governance Committee shall, throughout the year, identify potential candidates for Directors, including at least one advertisement placed in newspapers circulated in the Catchment Area which will inform the public about the opportunity to become a Board member, and determine the willingness of such candidates to serve. The advertisement shall also indicate how the prospective applicant may submit a membership application.
2. The Governance Committee shall, throughout the year, identify potential candidates for Directors and determine the willingness of such candidates to serve.
3. The Governance Committee will receive and review all nominations made by and to the Governance Committee and the Members and will prepare a list of recommended nominees to the Board. The list shall be accompanied by a written declaration signed by each nominee that the nominee will serve as a Director in accordance with this By-Law if elected.
4. The Board will receive and review the list of recommended nominations, together with applications. The guidelines for the nomination of Directors should be considered by the Board in its determination of the appropriate candidates for election as a Director.

Guidelines for Nominations of Directors

1. To ensure the membership of the Board reflects the breadth, depth and diversity of the community the following principles, qualities and skills will guide the Governance Committee when considering candidates for Board membership:
 - i. The Board should be seen as capable and experienced to lead the Corporation
 - ii. The membership of the Board shall reflect a wide range of interests and perspectives including:
 - i. Understanding the special needs of the community;
 - ii. Community involvement;
 - iii. Perspective of patients and their families;
 - iii. The membership of the Board and its committees should encompass both the universal and collective competencies set out in (4) and (5) below, with balancing the need to consider succession planning for the Board;
 - iv. The membership must have regard for the demographic, linguistic, cultural, economic, ethnic, religious and social characteristics of the community serviced.
2. The Governance Committee shall nominate candidates for three (3) year terms and strive to have at least four (4) elected director's terms expire each year.

3. The Board should be seen as applying objective criteria in determining the appropriate candidates for election as a Director and in doing so, shall review the Corporation's vision, strategic direction for the upcoming three (3) years and shall require that an appropriate application for each of the candidates be completed which application shall be objectively considered by the Board prior to developing its recommendations for the membership. In doing so, the Governance Committee shall consider identified universal, collective and specifically identified competencies that candidates should have.
4. The Governance Committee should ensure that all Board members have the following universal competencies:
 - (i) understanding of the distinction between the strategic and policy role of the Board and the day to day operational responsibilities of management;
 - (ii) capability to give leadership to the development of the Corporation;
 - (iii) commitment to the vision, mission and values of the Corporation;
 - (iv) ability to work as a member of a team;
 - (v) willingness to participate in Board orientation and continuing education;
 - (vi) respect for the view of others;
 - (vii) objectivity;
 - (viii) recognition of the time commitment and the willingness to devote the time and energy necessary to perform the role of directors (considering commitments of the candidate to other organizations);
 - (ix) enthusiasm and capacity for resolving challenging issues;
 - (x) integrity and the absence of conflicts of interest;
 - (xi) independence;
 - (xii) an understanding of the range of obligations and constraints imposed upon directors of corporations; and
 - (xiii) an understanding of the unique cultural and support requirements of individuals and special communities.
5. The Governance Committee should strive to ensure that the following collective competencies are present in the Board as a whole:
 - (i) prior experience in governance;
 - (ii) strategic planning experience;
 - (iii) experience in the management and restructuring of complex organizations;
 - (iv) understanding of healthcare needs, issues and trends;
 - (v) understanding of the diverse needs of the Catchment Area;
 - (vi) previous experience in the health field;
 - (vii) awareness of provincial healthcare trends;
 - (viii) demonstrated leadership on behalf of the needs of patients and families;
 - (ix) knowledge and experience in business and management;
 - (x) knowledge and experience in education;
 - (xi) understanding of fiscal, financial and legal matters;
 - (xii) knowledge and experience in health professional education;
 - (xiii) knowledge and experience in human resource management;
 - (xiv) knowledge and experience in communications and information technology;
 - (xv) knowledge and experience in government and public relations; and
 - (xvi) personality traits that is likely to improve Board performance.
6. The Governance Committee shall annually identify specific characteristics that should be sought in recruitment, given the Corporation's current strategic priorities and Board needs.

7. Current Board members whose terms are expiring are not entitled to automatically stand for re-election but must re-apply and in addition, the Board member's performance during the Board member's term including consideration of the following factors:
- i. an understanding of governance and the Director's fiduciary duty to act in the best interest of the Corporation;
 - ii. demonstrates high ethical standards and integrity;
 - iii. ability to commit the necessary time for Board and Committee meetings, retreats, events and meeting preparation;
 - iv. commitment to continuing education;
 - v. effective communication, including contributions at Board and Committee meetings and on behalf of the Board where requested;
 - vi. support of Board actions (regardless of how Director voted);
 - vii. ability to express a dissenting opinion in a constructive manner;
 - viii. ability to integrate continuing education into Board deliberations;
 - ix. compliance with the governing legislation, letters patent and By-Law, including without limitation, the conflict of interest and confidentiality provisions of this By-Law;
 - x. support of the Corporation's objects, mission, vision and values; and
 - xi. whether the personality traits demonstrated by the Director are conducive to effective governance.

The Governance Committee shall consider the above factors while balancing the need for ensuing ongoing expertise on the Board and the need to plan for the succession of the Board officer positions.