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SUBJECT: PROCESS FOR NOMINATION OF DIRECTORS & NON-DIRECTOR MEMBERS

The purpose of this policy is to ensure that the Board of Directors (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 directors.

Article 4.7 of the By-law outlines the nomination for Directors to ensure a systematic, transparent, accountable and fair process is in place by which the Board of Directors, with the advice and assistance of the Governance Committee, will recommend a slate of candidates for approval by the voting Members of the Corporation at the annual meeting.

In accordance with the Corporation’s articles, bylaws, and the Public Hospital’s Act, the Board shall consist of eighteen to twenty (18 – 20) directors:

- Twelve to fourteen (12 – 14) elected directors
- Four (4) ex-officio non-voting directors. (Ex-officio directors shall be the President & CEO, Chief Nursing Executive, Chief of Staff and the President of the Medical Staff)
- Principal of Queen’s University (or delegate) as an ex-officio voting director
- One (1) Foundation Representative as an ex-officio voting director

Term of Office

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

Ex-officio directors are members of the Board by virtue of their position within the Corporation and serve on the 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 (4) directors must retire (subject to re-election) each year, director appointments will be staggered and any mid-term vacancy will be filled by the Board for the balance of the vacated term.

Role

The Governance Committee supports the Board of Directors in fulfilling its responsibilities to recruit Directors who are skilled, experienced and able to provide leadership to KHSC. The Governance Committee also supports the Board of Directors in the annual process to approve non-director members of board standing committees.

Reporting Relationship

To the Board of Directors with respect to the nomination of directors and to the Governance Committee with respect to the nomination of non-director members of board standing committees.

Responsibilities

The Governance Committee shall:

1. be bound by the Guidelines for the Selection of Directors, as amended by the Board from time to time;
2. recommend annually to the Board of Directors individuals to fill vacancies on the Board of Directors as a result of a systematic and transparent nominations process as outlined below;
3. recommend at least annually to the Board of Directors potential candidates to fill non-Director positions on Board Standing and Special Committees.

The Nominations Process for Elected Directors:

The Nomination Process sets out a systematic, transparent, accountable and fair process by which the Board of Directors with the advice and assistance of the Governance Committee will recommend a slate of candidates for approval by the Voting members of the Corporation at the Annual General Meeting.

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.

Each year, at least five (5) months before the Annual Members Meeting, the Governance Committee will undertake a systematic and transparent process of recruitment for nomination of potential candidates based on the Guidelines for Selection of Directors and current Board profile as compiled by the Governance Committee.

- a) 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.
- b) a call for nominations will be made and interested parties will be encouraged to submit applications
- c) vacancies will be advertised through print media and social media, as well as on the Corporation's website; including a summary of the responsibilities as a Director and the Guidelines for Selection of Directors. Where an incumbent director's term is up for renewal and the director is seeking re-election, that fact shall be indicated on the KHSC website;

- c) advertise vacancies in non-director external positions on Board Standing Committees where desired or where a specific skill-set or affiliation is required on the committee for which a broader recruitment strategy is indicated;
- d) invite formal applications by interested individuals on a standard form to be provided by KHSC, which shall be submitted to the Secretary of KHSC and forwarded to the Chair of the Governance Committee for review. Applicants who do not meet the basic qualifications set out in section 4.3 of the by-law shall be advised of their ineligibility to serve as directors;
- e) identify a short-list of candidates for interview evaluation by the Governance Committee and interview and confirm the process to evaluate the short-listed candidates in accordance with the criteria for the selection of directors; short-listed candidates must be interviewed even if they are standing for re-election;
- f) obtain and check references for the candidates selected for nomination as Directors and non-Director members of Board Standing Committees;
- g) recommend to the Board of Directors a slate of candidates for Director equal to the number of vacancies for approval by the Board of Directors and for subsequent ratification by the Voting members of the Corporation at the Annual General Meeting.

Elections Process

- election of directors is completed each year as part of the annual members' meeting.
- The Governance Committee shall recommend to the Board the candidate(s) for approval by the members at the annual members' meeting. (Optional: The committee may recommend more candidates than vacancies).

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 candidate are not elected, the Board shall determine an appropriate process to bring new candidates forward for election.