[Insert Name of Corporation]

(the “Corporation”)

Nominations Policy

**Purpose**

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.

Board Composition

In accordance with the Corporation’s articles, by-laws, and the *Public Hospitals Act*, the Board shall consist of [●] directors; [●] elected directors and four *ex-officio* non-voting directors. The *ex-officio* directors shall be the president and chief executive officer, chief nursing executive, chief of staff, and president of the medical staff.[[1]](#footnote-1)

Term of Office

An elected director is elected to the Board for a term of [three] years and may serve for a maximum of [two] terms ([six] 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 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.

**Nominations Process**

1. **Nominations Committee**

The Board shall establish a nominations committee, which shall be responsible for identifying and recommending individuals to the Board to become directors.

The size and composition of the nominations committee shall be determined by the Board from time to time and may include non-directors. The Board shall appoint the chair of the nominations committee, who shall be a director.[[2]](#footnote-2)

1. **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 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 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 the criteria as identified by the Board. Short-listed candidates must be interviewed by the nominations committee even if they are standing for re-election.
* Reference checks will be completed by the chair of the nominations committee, or as delegated.
1. **Elections Process**
* Election of directors is completed each year as part of the annual members’ meeting.
* The nominations committee shall recommend to the Board the candidate(s) for approval by the members at the annual members’ meeting. [Optional: the nominations 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 candidates are not elected, the Board shall determine an appropriate process to bring new candidates forward for election.

Note to reader:

This template contemplates a membership model where the directors are the only members of the Corporation. If a public hospital has an open membership model, other considerations may apply and revisions may need to be made.

This template also contemplates that the nominations committee reports to the Board, and that the Board reports to the members the nominees for election at the annual members’ meeting. Alternatively, by-laws or Board policy may provide that the nominations committee reports directly to the members at the annual members’ meeting.

1. Some hospitals may have more than four *ex-officio* non-voting directors. ONCA does not require this to change. [↑](#footnote-ref-1)
2. To the extent practicable, the Board should appoint individuals to the nominations committee from amongst those directors not seeking re-election to minimize the perception of conflict. [↑](#footnote-ref-2)