



## **TERMS OF REFERENCE REVIEWED** **GOVERNANCE & NOMINATING COMMITTEE**

**Authority:** The Governance & Nominating Committee operates as a Standing Committee under the authority of the Board of Directors and as outlined in the Stevenson Memorial Hospital (SMH) Corporate By-laws, Article 8. No decision of this committee shall be binding on the Board until approved or ratified by the Board.

**Membership and Quorum:** Quorum of a Standing Committee for the purpose of conducting business will be more than 50% of the voting members of the Committee.

The presence of Board Chair and Board Vice-Chair at Committee meetings counts towards quorum, whereas the absence of the Board Chair or Board Vice-Chair at Committee meetings does not count against quorum. For greater clarity, the intent to this rule is to recognize that the Board Chair or Board Vice Chair may not attend every meeting.

The members of the Governance & Nominating Committee shall consist of:

Voting Members:

1. at least three (3) elected Directors, one (1) of whom will serve as Chair;
2. up to two (2) Advisory Members;
3. An elected municipal representative as determined by the Board from time to time.
4. Chief Executive Officer (CEO); and
5. Board Chair, ex-officio;
6. Board Vice-Chair, ex-officio.

Non-Voting Members:

None

**Mandate:** The GNC shall guide the board on how it will govern, clarifying both the role and function of the board and the relationship between the board and management. This involves having the right people, policies and structures in place and making effective use of all three.

The Governance & Nominating Committee shall:

1. establish and review annually the Board profile of Directors in relation to the competencies based assessment, identifying any gaps in competencies and vacant positions to be filled in the annual Nominations process;
2. identify vacant non-Director positions on Board Standing and Special Committees and skill sets required to be filled in the annual Nominations process;
3. 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 (See Policy V-B-2);
4. recommend regularly to the Board of Directors, Advisory Members and other individuals as required to fill vacancies in the non-Director positions on Board Standing and Special Committees;
5. nominate Directors for consideration by the Board for appointment as Officers of the Corporation;
6. nominate Directors for consideration by the Board for appointment as Standing and Special Committee Chairs and Standing and Special Committee members, as required;

7. review on an annual basis, amendments to existing Board Policies for consideration by the Board;
8. review and where necessary recommend amendments to the hospital by-laws for consideration by the Board;
9. review on an annual basis, director attendance at Board and committee meetings;
10. support the Board of Directors in ensuring its ongoing effectiveness through Board orientation, ongoing education and evaluation;
11. establish processes to support the Board of Directors in the annual evaluation of the performance of the Board and individual Directors, and Standing Committees;
12. ensure that all Standing Committees review their terms of reference on an annual basis and review all standing committee TOR every 3 years and make recommendations for amendments as required to the Board of Directors;
13. ensure that all Standing Committees develop an annual work plan for the Board’s approval;
14. ensure that the Hospital’s Annual General Meeting is conducted in a timely manner and in accordance with the Hospital By-Laws;
15. review annually the Committee Terms of Reference and if any change is recommended forward same to the Board of Directors for consideration;
16. prepare an annual work plan for the Governance and Nominating Committee describing topics to be addressed at each meeting for approval by the Board; and
17. assume such other duties as may be assigned from time to time by the Board.

**Administration:** Support is provided by the office of the CEO.

**Reporting:** The Committee reports to the Board of Directors.

**Schedule:** The Committee meets at least four (4) times per year at the call of the Chair.

<b>Original Effective Date:</b> Nov 08
<b>Reviewed/Revised Date:</b> Nov 11; Feb 12; May 12; Sept 12; Feb 13; Dec 14; Dec 15; Oct 16; Jan 17; Oct 19