Sandy Hill Community Health Centre
Centre de santé communautaire Côte-de-Sable

Board Nomination and Election

REFERENCE CODE:	BOD04-F	CURRENT STATUS:	Approved
APPROVAL DATE:	May 17, 2024	NEXT REVIEW DATE:	May, 2026

Scope

This policy applies to the Board of Directors and Management of the Sandy Hill Community Health Centre (SHCHC), in service of Board Nomination and Election.

Objective

The SHCHC's Board Nomination and Election policy has been developed to effectively manage appointments to the Board of Directors. The Board is dedicated to ensuring the nomination and election process is objective, equitable, and oriented to the skills and expertise needed by the Board to optimally support the Corporation's objectives.

Policy Statement

The Board of Directors of the SHCHC follows formal processes for two main activities associated with board nomination and election:

I: The nomination and appointment of new Board Directors

As per the SHCHC's By-laws, the election of the Board of Directors occurs at the Annual General Meeting. Recruitment efforts may also be conducted as needed over the period between Annual General Meetings due to mid-term vacancies.

II: The election of the Officers of the Corporation

Officers of the corporation are detailed within the By-laws. These individuals (constituting the "Executive" of the Board) are selected from the membership of the Board of Directors.

Principles for recruitment

Recruitment of Board Directors must fulfill particular requirements for representation and inclusion, as detailed by the By-laws.

Additionally, the following principles will be used to guide recruitment and nomination activities:

- *Relevant expertise, knowledge and skillsets* – Board Directors will be selected based on their contribution of expertise, knowledge, and skillsets relevant to the function of the Board. These skillsets typically include, but are not limited to: financial management, policy/program expertise, management expertise, knowledge of the health care system, health promotion, collaborative governance, change management or community development fields.
- *Complementarity* – In order to strengthen the overall contributions of the Board, potential Directors will be selected on the degree to which they complement the skillsets and expertise of the current Board, or the degree to which their skillset is anticipated to complement the future Board composition, thereby mitigating against at-risk skillsets as board renewal occurs.
- *Diversity* – The Board values diversity and inclusion, and will actively select diverse candidates to ensure representation and inclusion of the SHCHC's client base and community.
- *Availability and Commitment* – Board Directors must be available to attend Board meetings and participate in Board Committee meetings. Furthermore, potential Board Directors must be committed to participate in work undertaken between Board meetings to support the contributions of the Board and ensure equity in division of tasks between Board Directors. A Director may be automatically removed from the Board if they fail to attend three (3) consecutive meetings of the Board, or fail to attend five (5) meetings of the Board in any 12-month period.
- *Succession and continuity* – On an annual basis, the Board of Directors will review Board requirements in order to ensure adequate succession planning in anticipation of Board renewal in both the immediate as well as medium-to-long term.

The Nominations and Governance Committee will be guided at all times by the financial well-being of the corporation, the corporation's stated goals, and the requirements of good corporate governance. That is, the Committee's duty is to recommend potential Board Directors who are best-suited to assist the Corporation in its goals.

Election of Officers of the Corporation

The Officers of the Corporation are elected by the Board from among their number, as per the procedure detailed in the Procedures Section II of this policy (see below). In the event that one of the foregoing members is not a Francophone, the Board shall appoint to the Executive Committee, from the members of the Board, a Director who is Francophone.

Related Documents

- By-Laws of the SHCHC.
- Terms of Reference, Nominations and Governance Committee

Procedures

I: The nomination and appointment of new members to the Board of Directors

1. The nomination and appointment process is led by the Secretary, in collaboration with the Nominations and Governance Committee.
2. Review of Board composition
   All recruitment activities will be based on a review of the existing composition of the Board, including:
   - The number of positions to be filled (i.e. the number of Board positions open for re-election) and the intentions of the existing Board Directors to stand for re-election.
   - The areas of expertise being sought.
3. Expressions of interest to the Board will be sought by a variety of means, including public postings.
4. Selection and development of Board slate
   The Nominations and Governance Committee will be responsible for reviewing the qualifications of those seeking appointment to the Board on the basis of the principles for recruitment as set out in this policy. This includes a review of the potential Board Director's written application and a reference check. In addition, the potential candidate will meet with one or more members of the Nominations and Governance Committee

The Nominations and Governance Committee will develop a slate of recommended candidates.

5. Election process

   The invitation to the membership of the SHCHC and to the community to attend the Annual General Meeting (AGM) will indicate that nominations for Board Directors are being sought from among the corporate membership, and that a recommended slate will be presented at the AGM. The Secretary, on behalf of the Board, will present a recommended slate of candidates of proposed Board Directors to the membership at the AGM. Advance notice of intention to stand for election must be provided to the Corporation a minimum of 30 days prior to the Annual general Meeting.

II: The election of the Officers of the Corporation

1. Approximately one month in advance of the AGM, the Secretary, on behalf of the Nominations and Governance Committee, will contact Board Directors to determine their interest in filling an Officer position. Officers wishing to resign their positions will provide one month of notice to either the Secretary or the Chair, who will then report the resignation(s) to the Board, or directly to the Board as a whole, in advance of the AGM.
2. Individuals interested in assuming an Officer position will be provided information on the responsibilities and time commitment involved, and may view the relevant Position Description(s).
3. The election of Officers will typically be undertaken at the first meeting of the Board after the AGM. Officers may be elected as a slate if only one individual is nominated for each Officer position.
4. If more than one Board Director is interested in a position, they will be asked whether they wish to stand for election. If an election is required, the Board will vote on Officer positions in the following order: Chair, Vice-Chairs (2), Treasurer and Secretary. When a vote is required, all Directors will note their choice for the particular position.
5. The outgoing Chair or other outgoing Officer will normally chair the meeting during the election of Officers. This confidential vote will be tallied by the individual chairing the election. The individual with the majority of votes will assume the position.