

BOARD MANUAL

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SUBJECT:	Guidelines for Director Selection		

Purpose

Effective governance depends on the right mixture of skills, experience, personal qualities and diversity among the members of the hospital board.

Policy

Through the nomination and election process, the board will select directors according to their eligibility in accordance with the By-law, skill, experience, and personal qualities.

The board will seek a balance within the board concerning the skills and experience of directors, while considering any unique or special requirements of the hospital at the current time.

The board will ensure all directors possess the personal qualities necessary to perform their role as board members. The board will have the capacity to understand the diversity of the community served, including demographic, linguistic, cultural, economic, geographic, gender, ethnic and social characteristics of the communities served by the hospital.

The skills, experience, and personal qualities that the board will use to select potential directors are set out below.

Guidelines for Director Selection

The nominating committee shall consider the following factors when recruiting new directors:

Universal Competencies

The board requires that all directors have the following skills and personal qualities:

- Strategic Leadership
 - a commitment to the mission, vision and values of the corporation, the internal strategic plan of the corporation and its responsibilities as a publicly funded hospital
 - the capability of exercising leadership in the development of the corporation
- Analytical Decision-Making
 - an awareness and understanding of identified issues and proposed recommendations and impacts
 - a capacity for resolving difficult and complex issues
 - an ability to analyse situations and problems from a systems perspective
 - the capacity and ability to provide valued knowledge, experience and counsel to the board, the CEO and Chief of Staff
- Financial literacy appropriate for health care

- An understanding of governance
 - an understanding of a director's role and fiduciary duties, and the role of the board
 - an understanding of the distinction between the strategic and policy role of the board and the day to day operational responsibilities of management
 - an understanding of the range of obligations and constraints imposed upon directors of the corporation
- Integrity
 - personal integrity
 - objectivity
 - high ethical standards
 - respect for the views of others
- Commitment
 - make an active contribution at meetings and on behalf of the board where required
 - demonstrate a willingness to devote the time necessary to board work, including orientation and education
- An ability to communicate effectively
- Demonstrated ability to work as part of a team
- An absence of potential conflicts and ability to recognize and manage potential conflicts of interest

Collective Competencies

The nominating committee should strive to ensure that the following collective competencies are present in the board:

- a high level of leadership and/or executive experience
- strategic planning experience
- board and governance experience
- business acumen
- finance and/or audit
- experience in the health field
- knowledge of the academic environment including health sector related research and health professional education
- government relations
- legal
- risk management/ insurance
- quality and performance management
- human resources/ labour relations
- information technology
- ethics
- public affairs, communications and stakeholder engagement

- patient and health care advocacy
- community knowledge and involvement
- other specific knowledge and/or experience that the committee may identify from time to time.

Conflict of Interest

The Nominating Committee will ask each director candidate proposed for election or appointment to disclose any material relationship with the corporation that may potentially result in a conflict of interest or interfere with the exercise of the individual's independent judgment. The Nominating Committee will consider potential conflicts within the context of the By-law and the Conflict of Interest Policy (2-A-36) in assessing the suitability of the candidate for nomination.