



Governance MANUAL

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SUBJECT:	Board Recruitment and Succession Planning		

Policy

To ensure that the Board is consistently comprised of individuals who possess the skills, qualities, diversity and experience to collectively govern effectively, this policy will be applied to all board recruitment and succession planning processes.

Responsibilities

The responsibilities of the Governance and Community Engagement Committee (GCEC) in board recruitment and succession planning are stated in the Terms of Reference of the GCEC. For greater clarity, the GCEC is responsible for:

- a. Carrying out the annual recruitment process
- b. Board succession planning in consultation with the Board
- c. Recommending candidates to the Board for all board and committee vacancies.
- d. The review of and recommendations to the Board regarding the appointment of vacant positions or removal of directors or community members midterm
- e. The administration of performance evaluation, and the review and development of skills, competencies, and expertise needed to achieve the Board's mandates
- f. The maintenance of policies and procedures required to effectively carry out the above functions

The Chair of GCEC is responsible for providing regular updates on board recruitment and succession planning to and seeking input as required from the Board.

The Board of Directors is responsible for:

- a. Providing input on nomination recommendations provided by the GCEC (pre-nomination)
- b. Appointing all board and committee positions and assignments
- c. Nominating Directors for election at a Members' meeting
- d. Filling vacant positions or removing directors or community members midterm

Members of the Corporation are responsible for electing Directors each year at the Annual Members' Meeting.

Guiding Principles

The following principles will guide the administration and decision making of all board recruitment and succession development activities.

- a. The recruitment, nomination and appointment/election processes will be consistent, rigorous and transparent.
- b. The appointment/election of all governance positions will be in accordance with legislation, hospital by-laws and governance policies; the hospital's strategic needs; the Board's needs in membership and succession planning; individuals' interests, qualifications, qualities; and where applicable, the results of self / peer assessments. Term renewal is not automatic.
- c. The Board should strive to achieve equity, diversity and inclusion objectives through various measures including recruitment of individuals with a mix of background, experience, and competencies that will enable GRH to achieve its strategic goals, fit well with the Board's needs, and that would help bring the diverse perspectives of the community GRH serves.

Procedures – refer to Board Recruitment and Succession Planning Procedures

References

1. Grand River Hospital Corporation By-law
 - Article 3 – Board
 - Article 7 – Committees of the Board
 - Article 8 – Officers of the Board and of the Corporation
2. Conflict of Interest Policy
3. Statement of Roles and Responsibilities of the Board
4. Position Description for the Board Chair
5. Duties of the Vice-Chairs
6. Position Description of a Board Committee Chair
7. Duties and Expectations of a Director / Committee Member
8. Governance Community Engagement Committee Terms of Reference
9. Board Orientation
10. Board Education
11. Board Evaluation Process
12. Application for Board of Directors/Board Committees

Board Recruitment and Succession Planning Procedures and Considerations

Procedures

These procedures support the implementation of the Board Recruitment and Success Planning Policy. These procedures are general guidance. Timing and processes may vary from year to year.

	Tasks	Timing	Responsibility
Preparations and Need Assessment			
1	Preparations for the recruitment process: a) Developing the year’s recruitment priorities for the Board’s consideration. b) Provide feedback on recruitment priorities c) Establish the Interview Panel, typically chaired by GCEC Chair, and consists of board and GCEC members and patient and family experience; and d) Finalize current year’s recruitment priorities	January January board meeting February February	GCEC Board GCEC GCEC
2	Identify vacancies: a) Identify upcoming vacancies by reviewing the board renewal cycle and members’ future intentions with respect to tenure, interest in committee membership and in taking on any of the leadership roles as a committee chair or board officer. In the case of Committee Chairs, the respective outgoing Committee Chair provides feedback to the Chair of GCEC b) Request a self-assessment of directors’ skills c) Develop a skills matrix (existing skills and gaps) of the Board and Committees d) Conduct a peer evaluation of all Board and Committee Members	January – February January January April	GCEC Chair/ Committee Chairs Staff/Directors GCEC Staff/Members

Recruitment Tasks

3	Carry out the recruitment process as follows:		
	a) Develop pool of applicants by:	January – end of April	GCEC Chair
	i. Inviting non-director members of committees to apply for vacant director positions;		Staff
	i. Encouraging Board Members to recommend candidates		
	ii. Reaching out to cultural communities, municipalities and other groups within Waterloo Region to seek out potential candidates	March	Staff
	iii. Advertising vacancies through appropriate media and organizations, as well as on the hospital website.	January	
	b) Invite the current Board Chair to provide input on the current board skills profile, the effectiveness of the Board, and required skills for the upcoming years.	March	GCEC Chair
	c) Collect applications and nominations received from all sources	Early April	Staff
	d) Review prospective candidates against the recruitment priorities identified by the Board, hospital by-laws, conflict of interest and considerations described in this document.		Interview
	e) Develop a short list of candidates for interview. In certain circumstances, existing members of the Board or committees standing for re-appointment may be assessed through the recruitment process.	Early April	Panel
	f) Interview short-listed candidates.		Interview
	g) Request for references and conduct a reference check prior to recommending any new appointments.	April	Panel
	h) Advise candidates that the GCEC has identified them as a potential Director or Committee Member and confirm their willingness to accept the proposed responsibilities.	May	Interview
	i) Draft the recommendations for Directors, and the positions of Officers, Committee Chairs and Committee Members.	Prior to May board meeting	Panel
	j) Provide the Board with draft recommendations and information about the candidates, and consider the Board's feedback.		GCEC Chair
	k) Finalize all nomination recommendations.		Staff
		May GCEC meeting	GCEC
		May board meeting	GCEC
		June GCEC meeting	GCEC

Election of Directors			
4	<p>Present the candidates for election. If the number of candidates equals the number of vacancies, subject to the Ontario 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 will take place for or against each nominee individually.</p> <p>If one or more recommended candidates are not elected, the Board will determine an appropriate process to bring new candidates forward for election.</p>	Annual Meeting of the Corporation in June	Board
Appointment of Officers, Committee Chairs and Committee Members			
5	<p>Present recommendations for Officers, Committee Chairs and Committee members to the Board of Directors for appointment. If any candidate is not successfully appointed by the elected Directors at this meeting, the GCEC will nominate a new candidate for appointment either at the same meeting or at a subsequent regular Board meeting.</p>	Organizing meeting immediately following the Annual Meeting of the Corporation	GCEC Chair
Confirmation			
6	<p>Collect the Director's Consent to Act in accordance with legislation and the Corporate By-law.</p> <p>Inform the candidates of their respective appointments and request new members to provide the results of a mandatory police check.</p>	Following steps 4 and 5 For expediency, police checks may be requested earlier	Staff

Term of Office

An elected director is elected to the Board for a term of up to three years and may serve for a maximum of nine (9) years. A Director may, by Board resolution, have their maximum term as a Director extended beyond the maximum term of nine (9) years for the sole purpose of that Director succeeding to the office of Chair or serving as Chair.

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. If a Director has not yet completed their maximum number of terms, they may stand for re-election. Any mid-term vacancy will be filled by the Board for the balance of the vacated term.

Selection Criteria

1: Individual Competencies

The Board requires that all Directors have the following skills and personal qualities:

- a. Strategic Leadership:
 - i. 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
 - ii. The capability to exercise leadership in the development of the Corporation
- b. Analytical Decision-Making:
 - i. An understanding of the strategic impacts of identified issues and proposed recommendations and impacts
 - ii. A capacity to resolve difficult and complex issues
 - iii. An ability to analyze situations and problems from a systems perspective
 - iv. The capacity and ability to provide valued knowledge, experience and counsel to the Board, the CEO and Chief of Staff
- c. Financial literacy applicable to health care
- d. Governance literacy:
 - i. An understanding of a Director's role and fiduciary duties, and the role of the Board
 - ii. An understanding of the distinction between the strategic and policy role of the Board and the day-to-day operational responsibilities of management
 - iii. An understanding of the range of obligations and constraints imposed upon directors of the corporation
- e. Integrity:
 - i. Personal integrity
 - ii. Objectivity

- iii. High ethical standards
- iv. Respect for the views of others
- f. Commitment:
 - i. Make an active contribution at meetings and on behalf of the Board where required
 - ii. Demonstrate a willingness to devote the time necessary to board work, including orientation and education
- g. Communication: An ability to communicate effectively
- h. Teamwork: Demonstrated ability to work as part of a team
- i. Conflict Resolution: An absence of potential conflicts and ability to recognize and manage potential conflicts of interest

2: Collective Competencies

The Board requires the following collective competencies:

- a. High level of leadership and/or executive experience
- b. Strategic planning experience
- c. Board and governance experience
- d. Business acumen
- e. Finance and audit skills and experience
- f. Experience in the health field and an understanding of the provincial and local health care landscape and dynamics
- g. Knowledge of the academic environment including health sector related research and health professional education
- h. Government relations
- i. Legal
- j. Risk management/ insurance
- k. Quality and performance management
- l. Human resources/ labour relations
- m. Information technology and information management
- n. Ethics
- o. Public affairs, communications and stakeholder/community engagement
- p. Patient and health care advocacy
- q. Community knowledge and involvement
- r. Other specific knowledge and/or experience that the Board may identify from time to time.
- s. Recruitment priorities identified annually

Committee Assignments

The goals in committee assignment among Directors and Community Members are as follows:

- a. Provide exposure to the Board's overseeing role in the core functions/services of the hospital
- b. Encourage individual Directors to experience a variety of board committees
- c. Ensure continuous renewal of committee membership
- d. Provide opportunity for Directors to demonstrate leadership skills and assess them for potential leadership positions
- e. Develop a pool of potential candidates for the Board among the non-Director committee members
- f. Seek skills, experience and perspectives from the community

Relevant Provisions

- a. Review the committee assignments of all Director or community members annually
- b. Where feasible, each Director should serve on the Quality and Patient Safety Committee at least one year within their first three (3) years of office
- c. Based on experience, skills & interests, each Director is assigned to one or more standing committees each year

Mid-term Appointments

Director Vacancy – refer to the Corporate By-law

Committee Member Vacancy

If a mid-term vacancy arises on a committee or a need for an additional committee member is identified outside of the usual annual appointment process, the Chair of the Committee involved may recruit and recommend a suitable candidate to the GCEC. The GCEC will nominate the candidate to the Board for appointment.

Committee Chair or Board Officer Vacancy

In the event of a mid-term vacancy of a Committee Chair or board officer, the GCEC will nominate a replacement in accordance with the Board Recruitment and Succession Planning policy and the process and considerations stated in this document.

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