

Alexandra Marine & General Hospital	MANUAL: Governance	Revision Date: March-3-2016
Approved by: Corporate Leadership	Terms of Reference Governance and Nominating Committee	Original Date: February-4-2013

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PURPOSE

The function of the Governance/Nominating Committee is to serve as a resource to the Board on matters related to effective Board governance structure and processes including Board membership and composition; Board orientation and development; Board and Board member performance and evaluation; and compliance with bylaws, legislation and regulations, and relevant governance policies.

OBJECTIVES/RESPONSIBILITIES

To the extent that the Board delegates these governance responsibilities to the Committee, the Committee is responsible for the following duties:

1. Board Membership:

- Implement and maintain a matrix of skills, experience and qualities of current Directors and future Board candidates.
- Oversee the recruitment and nomination process, and recommend candidates to the Board for election at the Annual General Meeting.
- Establish a succession plan for Director and Officer positions, and recommend nominations for appointment of Officers, Committee Chairs and Directors to the Board.

2. Board Development:

- Recommend education sessions on governance, healthcare issues and the Hospital's operations.
- Ensure an effective orientation for new Board and Community Members
- Plan for Board Retreats as required.

3. Board Performance and Evaluation

- Evaluate and make recommendations regarding the Board's performance, Directors and Chair performance and meeting effectiveness in respect to responsibilities, effectiveness, attendance, and alignment to organizational mission, vision and values, and governance policies, processes and structures.
- Consider the results of the Board evaluations in connection with renewal of the terms for existing Board Directors and Committee Members.
- Establish and update a Board Work Plan to achieve results.

4. Oversight of governing Bylaws, Legislation, Regulations and Standards, Policies and Practices.

- Establish procedures for monitoring Board compliance (for example – Broader Public Sector Accountability Agreement and LHIN accountability agreements).
- Provide leadership during Accreditation for engagement of all Board Committees and members, and in all governance related standards
- Address any Board member's specific concerns around Board governance.
- Ensure regular review and revision of the organization's Bylaws, governance policies and practices.
- Annually review of all Board Committee Terms of Reference and make recommendations for Board approval.

- Establish a Board Calendar to provide oversight of key activities and timelines.

5. Perform such other duties as may be requested by the Board.

MEMBERSHIP (Voting)

- Chair of the Board
- Vice-Chair of the Board
- Past-Chair of the Board and/or other Board Members
- Community Member (1-2)
- President/Chief Executive Officer

CHAIRPERSON

Vice-Chair of the Board to assume Committee Chair

- Call all meetings of the committee
- Chair all meetings of the committee
- Designate another director who is a member of the committee to chair the committee in the Chair's absence
- Oversee committee membership and attendance

RECORDER

- Board Executive Assistant

TERMS OF APPOINTMENT

- Based on Board member term of office/committee chair.

QUORUM

- 50% of the membership.

FREQUENCY OF MEETINGS

- Monthly for nine months or at the call of the Chair.

MEETING VENUE

- AMGH

CIRCULATION

- Minutes are circulated to all Board/Committee members.

REPORTING RELATIONSHIP

- Board of Directors

EVALUATION

- To be completed at the end of the meeting.

CONFIDENTIALITY

- In the course of committee business, confidential information may become known to committee members. Members have a responsibility to keep such information confidential.

CONFLICT OF INTEREST STATEMENT

- All Board and committee members have a duty to ensure that the trust and confidence in the integrity of the decision-making processes of the organization are maintained. Members will ensure that they are free from conflict, potential or perception of conflict in their decision-making. It is important that all Board and committee members be held accountable to understand and acknowledge their obligations when a conflict of interest, potential or perceived arises.

Approval Process	<ul style="list-style-type: none"> • Governance & Nominating Committee: March 18, 2016 • Board of Directors: April 15, 2016
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