

<b>Alexandra Marine &amp; General Hospital</b>	<b>MANUAL: Governance</b>	Revision Date: March-22-2019
Approved by: Board	<b>Terms of Reference Governance and Nominating Committee</b>	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:

- 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.
- Board Development:
  - Recommend education sessions on governance, healthcare issues and the Hospital's operations.
  - Ensure an effective orientation for new Board Members
  - Plan for Board Retreats as required.
- 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.
- Community Membership
  - Recruitment, review and recommend selection of community members
  - Ensure an effective orientation for new Community Members
- 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 Work Plan to provide oversight of key activities and timelines.
- Accountability for Annual General Meeting (AGM).
- Perform such other duties as may be requested by the Board.

**MEMBERSHIP**

- Chair of the Board
- Vice-Chair of the Board
- Past Chair
- Board Members (1-3)
- Community Member (1-2)
- President/Chief Executive Officer

**Note:** All committee members are voting members, unless otherwise indicated.

**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**

Executive Assistant to the President & CEO

**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**

Evaluation of meeting process to be completed at the end of each 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	• Board of Directors Committee:	2019-05-06
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	<ul style="list-style-type: none"><li>• Governance &amp; Nominating Committee: 2019-04-29</li><li>• Governance &amp; Nominating Committee: 2019-03-22</li></ul>
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