

SUBJECT: NOMINATIONS PROCESS FOR THE BOARD OF GOVERNORSCROSS REFERENCE: Corporate By-Law 59
Policy VI-C1a Guidelines for the Nomination of Governors

DATE Reviewed: March 2024

AUTHORIZATION: Board of Governors

DATE Approved: March 2024

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1.0 Purpose

This policy sets out a systematic and transparent process by which the Board, on the recommendation of the Governance Committee, will approve and recommend a slate of candidates for subsequent election by the Members at the Annual General Meeting.

2.0 Nominations Process

2.1 Each year, the Governance Committee will:

- a) determine the number of vacancies in the office of Governor and will include in this number incumbent Governors who are eligible for re-election;
- b) using the Guidelines for the Selection of Governors, review the Board profile of skills and expertise of incumbent Governors and seek input from the Board and Management in identifying the specific skills and expertise that are required to fill vacancies. Where an incumbent Governor is seeking re-election, in addition to the foregoing criteria, the Governance Committee will take into consideration the evaluation of their performance as a Governor, their history as a Governor and the contribution that they have made to the Corporation;
- c) advertise vacancies on the Board including on the Corporation's website and invite applications by interested individuals in a manner to be determined by the Governance Committee. Applicants who do not meet the basic qualifications as outlined in the Hospital's By-law will be advised of their ineligibility to serve as Governors;
- d) identify a short-list of candidates for interview by a Nominations Committee designated by the Governance Committee and evaluated against the criteria set out in the Guidelines for the Nomination of Governors;
- e) obtain personal references and criminal reference checks for the candidates selected for nomination as Governors; and

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f) recommend to the Board a slate of candidates for Governors up to or equal to the number of vacancies for approval by the Board and for subsequent election by the Members at the Annual General Meeting.

2.2 As per the Hospital's By-law, nominations made for the election of Governors at a Members' meeting may be made only by the Board in accordance with the Corporate By-law and the *Guidelines for the Nomination of Governors*. For greater certainty, no nominations shall be accepted by the Members that are not submitted and approved by the Board in accordance with the Board-approved process. The decision of the Board as to whether or not a candidate is qualified to stand for election shall be final.

- End of policy-