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Nominating Policy			
Date Issued: 2024-01-25 Date Review/Revised: 2025-09-12 Next Review Date: March 2027			
Owner: Common Board of Directors (Common Board)	Reviewer(s): Governance and Nominating Committee	Approver: Governance and Nominating Committee	

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Except as expressly stated to the contrary herein, these Terms of Reference apply to both the Alexandra Marine & General Hospital (AMGH) and the South Huron Hospital (SHH). AMGH and SHH are referred to individually and collectively as the Hospital.

Purpose

To ensure that the HHS Common Board of Directors is comprised of individuals who possess the skills, qualities, and experience to collectively contribute to effective board governance, and to assist the Common Board in identifying qualified individuals to become directors.

Board Composition

In accordance with the Corporation's articles, by-laws, and the *Public Hospitals Act*, the Common Board consists of a range of 9 to 12 elected directors; and six *ex-officio* non-voting directors. The *ex-officio* directors are the President & CEO, Vice President Clinical Services/CNE, Chiefs of Staff, and Presidents of the Medical Staff.

Term of Office

An elected director is elected to the Common Board for a term of three (3) years and may serve for a maximum of three (3) terms (9 years) subject to the Corporations By-Laws.

Ex-officio directors are members of the Common Board by virtue of their position within the Corporations and serve on the Common Board according to the applicable terms of the particular office.

If directors are elected mid-term, they will be affirmed at the next annual members meeting of the Corporations.

Nominations Sub-Committee

On behalf of the Common Board, the Governance and Nominating Committee has established a Nominations Sub-Committee, which shall be responsible for identifying and recommending individuals to the Common Board to become directors.

The size and composition of the Nominations Sub-Committee is determined by the Governance and Nominating Committee from time to time and may include non-directors.¹ The Governance and Nominating Committee will appoint the Chair of the Nominations Sub-committee, who shall be a director.

Applicant Criteria

Applicants will be initially evaluated against skill gaps identified in the skills matrix completed by the elected Common Board directors, understanding of and commitment to the HHS vision, demonstrated ability to work collaboratively with others, current and past experience and expertise, education, local healthcare knowledge and the completed application package.

Initial applicants will be evaluated based on their application package, an interview (virtual or in person), reference checks, and may include other steps that may be appropriate including a review of social media.

The Common Board will attempt to achieve a balanced area representation while fulfilling identified skill gaps.

A. Nomination Process

The Common Board shall identify qualified candidates through the following process:

The number of vacancies will be determined each year and the necessary criteria to fill those vacancies will be identified.

Current Directors will be evaluated based on their performance as a director (renewal will not be automatic), while balancing the need to ensure retention of institutional knowledge, expertise, and orderly succession planning.

A call for nominations will be made and interested parties will be encouraged to submit an application package.

Vacancies will be advertised through social media, posted on the HHS website, or in suitable print media and other ventures as recommended.

Applications will be submitted to the Chair of the Nominations Sub-Committee and reviewed by the Nominations Sub-Committee members.

¹ To the extent practicable, the Governance and Nominating Committee should appoint individuals to the nominations committee from amongst those directors not seeking re-election to minimize the perception of conflict.

A short-list of candidates will be developed of those individuals who meet the identified criteria. Short-listed candidates will then be interviewed by the Nominations Sub-Committee. Directors standing for re-election may be interviewed if required.

Reference checks (could include criminal reference checks) will be completed by the Chair of the Nominations Sub-Committee, or as delegated.

Nominations Sub-Committee will maintain an on-going roster of potential candidates that can be considered for mid-term appointments before any vacancies are posted.

B. Elections Process

The Nominations Sub-Committee shall recommend candidates to the Governance and Nominating Committee, who shall then recommend to the Common Board any candidate(s) for approval by the members at the annual members' meeting. Directors may also be appointed mid-term and will be affirmed at the next members annual meeting.

If the number of candidates equals the number of vacancies, subject to the *Not-for-Profit Corporations Act, 2010* and the articles of the Corporations, the members may be asked to vote for or against the slate and, if such a vote does not carry, the vote shall take place for or against each nominee individually.

Huron Health System as a member and partner of the Huron Perth & Area Ontario Health Team (HP&A OHT) has aligned organizational governance policies to support the HP&A OHT Accreditation Collaborative

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