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| TITLE: | Board Recruitment | | |
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1. POLICY STATEMENT

The Allied Boards of Directors and its stakeholders are best served by a Board of Directors comprised of individuals who possess the necessary skills, competencies, experience and independence to collectively contribute to effective Board governance and to perform the roles and responsibilities of the Allied Boards. The process to recruit Directors will be transparent.

2. SCOPE

This policy applies to the recruitment of elected, voting members of the Allied Boards of Directors.

3. GUIDING PRINCIPLES

N/A

4. DEFINITIONS

N/A

5. PROCEDURE

The Allied Boards, with the advice and assistance of the Allied Boards Governance and Nominating Committee (“the Committee”), will recommend a slate of candidates for election and approval by the Members at the Annual General Meetings. Each year, at least three months before the annual meeting, the Committee will determine the number of vacancies in the office of Directors and will include in this number incumbent Directors who are eligible for re-election.

Using the Allied Boards Skill Set Matrix, the Committee will review the Allied Boards profile of skills and expertise of incumbent Directors and identify the specific skills and expertise that are required to fill vacancies. Where an incumbent Director is seeking re-election, the Committee will take into consideration that individual’s self-evaluation of their own performance as a Director, their peer evaluation results, their history as a Director and the contribution that they have made to the organization.

Actual vacancies on the Allied Boards will be publicly advertised in a manner to be determined by the Committee which may include local/regional newspapers or the organization’s websites. The advertisement will include a summary of the

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responsibilities of Directors; any specific skills, knowledge or experience that are being sought at the time; criteria for eligibility; and a short description of the selection process. It is not the intent to advertise vacancies where an incumbent Director is seeking re-election and following evaluation as outlined above is viewed as suitable for reappointment.

The Committee may also solicit applications from individuals possessing the required skills and expertise who are community members on Board Committees or come to the attention of Committee members through their personal or professional networks. Such solicitation should not be presented or construed as guaranteeing appointment to the Allied Boards and will not preclude the completion of an application form or attendance at an interview.

Interested individuals will be invited to complete a formal application on a standard form to be provided by the organizations, which will be submitted to the office of the President & CEO and forwarded to the Committee for review.

A short list of candidates will be identified for interview by the Committee. Following the interviews, at least two personal references will be obtained for candidates selected for nomination as Directors. Absent extenuating circumstances, reference checking will be done in person rather than in writing.

The Committee will recommend a slate of candidates for approval by the Allied Boards and for subsequent election and approval by the Members at the Annual General Meetings.

In the event of a mid-term vacancy of an elected Board Member, the Allied Boards may request that the Committee initiate a process to select a replacement Board Member.

- Nominations made for the election of Directors at a Members meeting may be made only by the Allied Boards. For greater certainty, no nominations shall be accepted by the Members of the Corporation that are not submitted and approved by the Allied Boards. The decision of the Allied Boards as to whether or not a candidate is qualified to stand for election shall be final.

Consistent with best practice, the Committee will endeavour to maintain a roster of qualified candidates eligible for election to the Members of the Allied Boards and look for opportunities to keep these candidates engaged.

6. REFERENCES

N/A

7. APPENDIXES

N/A

Evaluation

This policy will be reviewed every two years.