

<b>Manual</b>	<b>GOVERNANCE POLICY</b>		<b>POLICY</b>
Section 5.0	Ensuring Board Effectiveness - Governance Policy Framework		
<b>Title</b>	<b>BOARD STANDING AND AD HOC COMMITTEES – GOVERNANCE AND NOMINATING COMMITTEE TERMS OF REFERENCE</b>		
Issuing Body/ Prepared By	Governance and Nominating Committee		
Approved by	Board of Directors		<b>Number:</b> GOV 5.40
Effective Date Revised Date	O: May 2009 R: June 2010 June 2011	Version 3	<b>File Name:</b> “Lhgdata” J:\Departmental\Admin\Chief Executive Officer\Board And Board Committees\Board Bwh\Board Policies 5.40 Board Governance and Nominating Committee TOR
Controlled document. Any documents appearing in paper form must be used for reference purposes only. The on-line copy on the file server above must be considered the current documentation.			

**Role:**

To ensure processes and policies are in place to support effective functioning of the Board.

**Responsibilities:**

The Governance and Nominating Committee shall ensure processes are established and monitored for:

- 1. General Governance matters including:**
  - A. ensuring the governance framework is in place and regularly updated to reflect the current circumstances including reviewing, guiding and/or recommending to the Board on:
    - (i) the establishment of the Board member nomination and selection processes in accordance with the Guidelines for Selection of Directors
    - (ii) Board and committee structure
    - (iii) By-laws and policies
    - (iv) Board orientation and continuing education program
    - (v) Board and individual Director evaluation

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- B. ensuring that strategic planning is conducted on a regular basis and monitoring the outcomes of the strategic planning process
- C. developing and monitoring a plan to achieve compliance with the governance standards of Accreditation Canada
- D. ensuring that the hospital has a community engagement strategy in place and monitoring its implementation and effectiveness on a regular basis
- E. developing an annual work plan of goals and objectives that fulfills the responsibilities of the Committee, for approval by the Board
- F. performing such other tasks as outlined in the by-laws or requested by the Board

**2. Board Nominations including, in accordance with Board policy (GOV – 5.70):**

- A. preparing a slate of nominees for recommendation to the Board and election by the members of the Corporation of a sufficient number of individuals to fill the vacancies on the Board.
- B. recommending for election by the Board:
  - (i) a slate of officers
  - (ii) Directors to serve as Chairs of Board Standing Committees;
  - (iii) Directors and other persons to serve as members of Board Standing Committees.

**Accountability:**

The Governance and Nominating Committee is accountable to the Board.

**Administrative Lead:**

Special Projects Administrator

**Committee Composition:**

Elected Directors (5)

President/CEO

President of the Professional Staff Association (PSA) or Vice President for the PSA serving on the Board

The Committee may designate a sub-committee for the Nominations work which may include non-Directors and need not include all of the members of the Committee.

**Quorum:**

As set out in s.8.01 (h) of the By-laws.

**Meetings:**

Monthly (excluding July & August).

**Communication:**

Minutes will be maintained. Reports will be circulated to the committee and to the Board.

**Evaluation:**

The Governance and Nominating Committee shall annually evaluate its effectiveness in meeting its work plan objectives and designated responsibilities as set forth by the Board.

**Monitoring:**

Method: Board review

Frequency: Annually