

Manual	GOVERNANCE POLICY		POLICY
Section 5.0	Board Effectiveness – Governance Process		
Title	NOMINATING PROCESS		
Issuing Body/ Prepared By	Governance and Nominating Committee		
Approved by	Board of Directors		Number: GOV 5.70
Effective Date Revised Date	O: March 2009	Version 1	File Name: "Lhgdata"(J:)/Dept'1/Admin/ CorpDev/Corp&Board Planning/ Governance Policy/5.70 Nominations Process

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.

1.0 Introduction

The Nominating Sub-Committee is mandated to make recommendations to the Board and to the members of the Corporation on the slate of nominees to fill the vacancies on the Board, the slate of officers, and Board Standing Committee Chairs and members.

2.0 Membership

The Nominating Sub-Committee shall consist of the following members:

- (i) three current Directors;
- (ii) one Non-Director Committee Member of a Board Standing Committee
- (iii) the President/Chief Executive Officer;
- (iv) one or more community leaders with no formal affiliation to the Hospital

Individuals whose term as Director is expiring and who intend to apply to serve for a further term shall not be members of the Nominating Sub-Committee.

The Sub-Committee members shall elect a Director to be chair of the Sub-Committee.

3.0 Responsibilities:

The Nominating Sub-Committee shall prepare a slate of nominees for recommendation to the Board of Directors and election by the members of the Corporation of a sufficient number of individuals to fill the vacancies on the Board.

If applicable, the Nominating Sub-Committee shall also make a recommendation on which nominees would be elected for full three-year terms and which nominees would fill the unexpired term of any Director who has resigned.

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The Nominating Sub-Committee shall also recommend for election by the Board of Directors at its first meeting following the Annual Meeting of the Corporation,

- (i) a slate of officers
- (ii) Directors to serve as Chairs of Board Standing Committees;
- (iii) members of Board Standing Committees.

4.0 Process

In recommending the slate of nominees for election as Directors and appointment to Board Standing Committees, the Nominating Sub-Committee shall:

- (i) seek candidates for the Board and Board Standing Committees, using means including advertising in local media and on the hospital's website. The current Board Skills Matrix (Attachment 1) shall be reviewed to identify gaps and needs in knowledge, skills, experience and diversity;
- (ii) require all candidates to complete an application form (Attachment 2);
- (iii) organize an information session for potential candidates to provide an overview of Bluewater Health and Board and individual Director and Committee member roles, responsibilities, and expectations;
- (iv) review the applications of candidates, in relation to the Guidelines for Selection of Directors (Attachment 3), the responsibilities as a Director and Non-Director Committee Member and the current Board Skills Matrix;
- (v) if the candidate is a current Director whose term is expiring, a former Director or a current or former Non-Director Committee Member, take into account the person's performance during his/her term including consideration of the factors set out below, while balancing the need of ensuing ongoing expertise on the Board and committees and the need to plan for the succession of the Board officer positions.
 - (1) the person's potential to assume a Board officer position;
 - (2) Board meeting and committee meeting attendance;
 - (3) effective communication, including contributions at Board and committee meetings and on behalf of the Board where requested;
 - (4) preparation prior to Board and committee meetings;
 - (5) ability to express a dissenting opinion in a constructive manner;
 - (6) support for Board decisions and policies once established;
 - (7) commitment to continuing education and ability to integrate continuing education into Board deliberations;

- (8) compliance with the governing legislation and by-laws particularly the conflict of interest and confidentiality provisions; and
- (9) support of Bluewater Health's vision, mission and values.
- (vi) strive to make recommendations that will result in good representation from the Rural Area , with a goal of having four (4) directors from this area with the residences of such Directors dispersed throughout the Rural Area;
- (vii) conduct structured interviews with selected candidates based on the questions outlined in Attachment 4;
- (viii) prepare a confidential report and recommendations to the Board of Directors including the rationale for the selection of specific candidates;
- (ix) prepare a slate of nominees for election as Directors for approval at the Annual General Meeting of the Corporation;
- (x) communicate with all candidates selected and not selected for inclusion on the slate of nominees.


In developing a slate of Board Officers, Committee Chairs and Committee members, the Committee shall:

- (i) circulate the Terms of Reference for all Board Officer positions and all Board Standing Committees to the continuing Directors and nominees for election as Directors;
- (ii) canvass all existing Directors and the nominees for election as Directors to ascertain their interests in being considered for an officer position or a specific committee assignment;
- (iii) prepare a report and recommendations respecting Board Officers and the membership of Board Committees for approval by the Board of Directors at its first meeting following the Annual Meeting of the Corporation.

Monitoring:

Method: Board Review

Frequency: Annually

 BLUEWATER HEALTH	APPLICATION <i>To become a Member of the Board of Directors or a Non-Director Committee Member of Bluewater Health</i>	
TO: Bluewater Health (the “Hospital”)		
I, _____ the undersigned, apply to be considered for appointment as: <ul style="list-style-type: none"> <input type="checkbox"/> a member of the Board of Directors of Bluewater Health <input type="checkbox"/> a Non-Director Committee Member of a Board Standing Committee <input type="checkbox"/> either 		
Home Address:	Street:	
	City:	Postal Code:
Work Address:	Street:	
	City:	Postal Code:
Phone:	Home:	Work:
Email Address:	Home:	Work:
<p>1. Interest in the position:</p> <p>Based on your understanding of Bluewater Health and the Roles and Responsibilities as a Director and/or a Non-Director Committee Member (see attached), please outline the reasons for your interest in serving on the Board of Directors and/or its Standing Committees:</p> <hr/> <hr/> <hr/>		
<p>2. Relevant Experience:</p> <p>Based on your understanding of the Guidelines for Selection of Directors and Non- Director Committee Members, (see attached) please identify the particular qualities, skills and expertise that you would contribute as a Director or a Non-Director Committee Member of Bluewater Health:</p> <hr/> <hr/> <hr/>		
<p>3. Committees:</p> <p>Please indicate the Board Standing Committee(s) upon which you would be most interested in serving:</p> <ul style="list-style-type: none"> <input type="checkbox"/> Resource Utilization and Audit <input type="checkbox"/> Quality <input type="checkbox"/> Governance and Nominating (applicable only to members of the Board) 		

4. Interests of the Hospital Prevail:

If I am appointed to the Board or to a Board Standing Committee, I agree that: *[please check below to indicate your acknowledgement]*

- I will be a fiduciary of the Hospital, which requires that I place the best interests of the Hospital above my own personal or professional interests;
- I will abide by the Principles of Governance and Board Accountabilities, Code of Ethics, Conflict of Interest and confidentiality requirements of the Hospital's By-Law and policies, and
- I will participate in the Board's orientation and development program, in keeping with Board policy.

5. Relationship in Hospital (if any):

Please indicate whether any of the following statements applies to you: *[please check each applicable statement]*

- I am a member of the Hospital's Professional Staff (physician, dentist, midwife, extended class nurse).
- I am an employee of the Hospital
- I am the spouse or common-law partner, child, parent, sibling of :
 - a member of the Hospital's Professional Staff;
 - an employee of the Hospital.

6. Conflict of Interest:

To your knowledge, are there any other circumstances that may give rise to an actual, perceived or potential conflict of interest that may impact upon your participation on the Board of Directors or its Standing Committees? If so, describe below:

DECLARATION:

If my application is approved, I agree to serve in the capacity to which I am appointed and, I shall at all times act honestly and in good faith, in the best interests of the Hospital.

I fully understand that any errors in my application may result in my application being refused or my appointment being revoked.

I undertake to advise the Hospital immediately in writing of any change in the information contained in this Application.

PRINT NAME OF APPLICANT	SIGNATURE OF APPLICANT	DATE

Please return the completed form along with your resume / curriculum vitae to:

Jacqueline McGregor
 Senior Executive Assistant
 Bluewater Health - Administration
 89 Norman Street
 Sarnia, ON N7T 6S3
 Tel: 519-464-4459 Fax: 519-336-8780
 E-mail: jmcgregor@bluewaterhealth.ca

If you have any questions, please contact:

Christine Murphy
 Special Projects Administrator
 Bluewater Health - Administration
 89 Norman Street
 Sarnia, ON N7T 6S3
 Tel: 519-464-4459 Fax: 519-336-8780
 E-mail: cmurphy@bluewaterhealth.ca

Manual	GOVERNANCE POLICY		<i>POLICY</i>
Section 5.0	Board Effectiveness - Governance Policy Framework		
Title	ROLES AND RESPONSIBILITIES AS AN ELECTED AND EX-OFFICIO DIRECTOR		
Issuing Body/ Prepared By	Governance and Nominating Committee		
Approved by	Board of Directors		Number: GOV 5.20
Effective Date Revised Date	O. July 2008	Version 1	File Name: "Lhgdata"(J:)/Dept'1/Admin/ CorpDev/Corp&Board Planning/ Governance Policy/5.20 Roles and Responsibilities as an Elected and Ex-officio Director
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.			

1.0 Accountability and Fiduciary Duties

A Director acts ethically, honestly, in good faith and in the best interests of Bluewater Health and in so doing, supports Bluewater Health in fulfilling its mission and mandate, and discharging its accountabilities. A Director exercises the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Directors with special skill and knowledge are expected to apply that skill and knowledge to matters that come before the Board.

A Director does not represent the specific interests of any constituency. A Director acts and makes decisions that are in the best interest of Bluewater Health as a whole. A Director adheres to the vision, mission and values of Bluewater Health and complies with the *Public Hospitals Act*, the *Corporations Act*, by-laws, applicable laws and regulations and Board policies. A Director adheres to the Principles of Governance and Board Accountabilities policy (GOV-5.10)

2.0 Exercise of Authority

A Director carries out the powers of office only when acting as a voting member during a duly constituted meeting of the Board or one of its committees. A Director respects the responsibilities delegated by the Board to the President/Chief Executive Officer and Chief of Professional Staff, avoiding interference with their duties but insisting upon accountability to the Board and reporting mechanisms for assessing organizational performance.

3.0 Conflict of Interest

A Director does not place him/herself in a position where his/her personal interests conflict with those of Bluewater Health. A Director complies with the Conflict of Interest provisions in the by-laws and Board approved policy.

4.0 Team Work

A Director works positively, cooperatively and respectfully with others in the performance of his or her duties while exercising independence in decision-making.

5.0 Participation

A Director reviews pre-circulated material and comes prepared to Board and committee meetings and educational events, asks informed questions, and makes a constructive contribution to discussions. A Director considers the need for independent advice to the Board on major corporate actions.

6.0 Formal Dissent

A Director reviews the minutes of the previous meeting on receipt and insists that they record any Director's disclosure of an actual or potential conflict of interest, abstention or dissent. A Director who is absent from a Board meeting is deemed to have supported the decisions and policies of the Board taken in his or her absence unless he or she formally records a dissenting view with the Board secretary.

7.0 Board Solidarity

The official spokesperson for the Board is the Chair or the Chair's designate. A Director supports the decisions and policies of the Board in discussions with outsiders, even if the Director holds another view or voiced another view during a Board discussion or was absent from the Board meeting. A Director refers requests for statements on behalf of the Board to the Board Chair. The Board Chair may delegate his/her responsibility for representing and acting as spokesperson for the Board to other Directors, as required.

8.0 Confidentiality

A Director respects the confidentiality of *in camera* Board discussions and information and such other Board discussions as deemed to be confidential by the Board. Directors will respect the confidentiality of any Informal Meetings.

9.0 Time and Commitment

A Director is expected to commit the time required to fulfill Board and committee responsibilities. A Director is expected to attend a minimum of 85% of the meetings of the Board and 85% of committee meetings of which he/she is a member. Directors who fail to meet the attendance requirements are subject to review by the Chair and may be asked to step down from the Board. All Directors are expected to serve on at least one Board committee (exceptions to be approved by the Board) and to represent the Board and Bluewater Health in the community when reasonably requested by the Board Chair.

10.0 Competencies

A Director actively contributes specific expertise, skills and other attributes that are needed on the Board.

11.0 Education

A Director seeks opportunities to be educated and informed about the Board and the key issues in Bluewater Health and broader health care system through review of the Board Orientation Manual, participation in Board orientation and ongoing Board education.

12.0 Self-Evaluation and Continuous Improvement

A Director is committed to a process of continuous self-improvement as a Board member. All Directors participate in evaluation of the Board and elected Directors participate in individual Director peer assessment and act upon results in a positive and constructive manner.

13.0 Fundraising Activity

A Director supports the efforts of the Bluewater Health Foundation and Charlotte Eleanor Englehart Hospital Foundation.

Monitoring:

- Method:
1. Participation in annual assessment of the Board as a whole
 2. Participation in annual performance evaluation based on responsibilities outlined and provisions included in the By-laws.

Frequency: Annually

Manual	GOVERNANCE POLICY		<i>POLICY</i>
Section 5.0	Board Effectiveness - Governance Policy Framework		
Title	NON-DIRECTOR COMMITTEE MEMBERS		
Issuing Body/ Prepared By	Governance and Planning Committee		
Approved by	Board of Directors		Number: GOV 5.65
Effective Date	January 2006	Version 1	File Name: "Lhgdata"(J:)/Dept'l/Admin/ CorpDev/Corp&Board Planning/ Governance Policy5.65 Non-Director Committee Member
Revised Date	November 2008		
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.			

Purpose

The Board has determined that the participation of Non-Directors from the community as members of certain Board Committees is beneficial to obtain a broad range of perspectives, to provide additional expertise and to identify and assess individuals' interest and aptitude to be Directors in the future.

Selection

The Governance & Nominating Committee is responsible for recommending individuals to the Board to serve as Non-Director Committee Members for in accordance with the Nominations Process policy (GOV-5.70). Non-Director Committee Members shall meet the qualifications for Directors as set out in s.5.03 of the By-laws.

Responsibilities

1.0 Accountability and Fiduciary Duties

A Non-Director Committee Member acts ethically, honestly, in good faith and in the best interests of Bluewater Health and in so doing, supports Bluewater Health in fulfilling its mission and mandate, and discharging its accountabilities. A Non-Director Committee Member exercises the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Non-Director Committee Members with special skill and knowledge are expected to apply that skill and knowledge to matters that come before the Committee. A Non-Director Committee Member does not represent the specific interests of any constituency. A Non-Director Committee Member acts and makes decisions that are in the best interest of Bluewater Health as a whole. A Non-Director Committee Member adheres to the vision, mission and values of Bluewater Health and complies with the *Public Hospitals Act*, the *Corporations Act*, by-laws, applicable laws and regulations and Board policies. A Non-Director Committee Member adheres to the Principles of Governance and Board Accountabilities policy (GOV-5.10).

2.0 Exercise of Authority

A Non-Director Committee Member carries out the powers of office only when acting as a voting member during a duly constituted meeting of the Committee. A Non-Director Committee Member respects the responsibilities delegated by the Board to the President/Chief Executive Officer and Chief of Professional Staff, avoiding interference with their duties but insisting upon accountability to the Committee and reporting mechanisms for assessing organizational performance.

3.0 Conflict of Interest

A Non-Director Committee Member does not place him/herself in a position where his/her personal interests conflict with those of Bluewater Health. A Non-Director Committee Member complies with the Conflict of Interest provisions in the by-laws and Board policy.

4.0 Team Work

A Non-Director Committee Member works positively, cooperatively and respectfully with others in the performance of his or her duties while exercising independence in decision making.

5.0 Participation

A Non-Director Committee Member reviews pre-circulated material and comes prepared to Committee meetings and educational events, asks informed questions, and makes a constructive contribution to discussions. A Non-Director Committee Member considers the need for independent advice to the Committee on major corporate actions.

6.0 Formal Dissent

A Non-Director Committee Member reviews the minutes of the previous meeting on receipt and insists that they record any Non-Director Committee Member's disclosure of an actual or potential conflict of interest, abstention or dissent. A Non-Director Committee Member who is absent from a Committee meeting is deemed to have supported the decisions and policies of the Committee taken in his or her absence unless he or she formally records a dissenting view with the Committee secretary.

7.0 Board Solidarity

The official spokesperson for the Board and its committees is the Chair or the Chair's designate. A Non-Director Committee Member supports the decisions and policies of the Committee in discussions with outsiders, even if the Non-Director Committee Member holds another view or voiced another view during a Committee discussion or was absent from the Committee meeting. A Non-Director Committee Member refers requests for comments on behalf of the Committee to the Committee Chair.

8.0 Confidentiality

A Non-Director Committee Member respects the confidentiality of Committee discussions and information.

9.0 Time and Commitment

A Non-Director Committee Member is expected to commit the time required to fulfill Committee responsibilities. A Non-Director Committee Member is expected to attend a minimum of 85% of the meetings of the Committees of which he/she is a member. Non-Director

Committee Members who fail to meet the attendance requirements are subject to review by the Committee Chair and may be asked to step down from the Committee.

10.0 Competencies

A Non-Director Committee Member actively contributes specific expertise, skills and other attributes that are needed on the Committee.

11.0 Education

A Non-Director Committee Member seeks opportunities to be educated and informed about the Committee, the Board and the key issues in Bluewater Health and broader health care system through review of the Board Orientation Manual, participation in orientation and ongoing education, as appropriate.

12.0 Self-Evaluation and Continuous Improvement

A Non-Director Committee Member is committed to a process of continuous self-improvement as a Committee member. All Non-Director Committee Member participate in evaluation of the Committee and in individual Non-Director Committee Member evaluations and act upon results in a positive and constructive manner.

13.0 Fundraising Activity

A Non-Director Committee Member supports the efforts of the Bluewater Health Foundation and Charlotte Eleanor Englehart Hospital Foundation.

Monitoring:

- Method:
1. Participation in annual assessment of the Board as a whole
 2. Participation in annual performance evaluation based on responsibilities outlined and provisions included in the By-laws.

Frequency: Annually



Guidelines for the Selection of Directors and Non-Director Committee Members

The following Guidelines are to be used by the Nominating Sub-Committee during the review and selection of candidates for positions on the Bluewater Health Board of Directors and Standing Committees.

(1) Balance within the Board

- The Board of Directors, as a whole, should be credible, capable, experienced and well able to govern the organization.
- The membership of the Board and its committees should be drawn widely to achieve a balance of skills and expertise needed for the Board to fulfill its governance roles and responsibilities.
- The overall composition of the elected Directors should ensure a balance of perspectives and reflect the geographic diversity of Lambton County, with the goal of having four (4) Directors from the rural area outside Sarnia and Point Edward and dispersed within this rural area.

(2) Profile of a Director or Non-Director Committee Member

The generic qualities/personal attributes expected of all Directors and Non-Director Committee Members include:

- commitment to the Bluewater Health vision, mission, values and strategic plan;
- experience in and understanding of governance including the roles and responsibilities of the Board and individual Directors and the difference between governance and management;
- enthusiasm for the role and its demands;
- personal and professional integrity, wisdom, and judgement;
- ability to work positively, cooperatively and respectfully and communicate effectively as a member of the team with other members of the Board and senior management;
- ability to provide wise counsel and ask relevant questions at a strategic level;
- ability to participate assertively in deliberation and group processes;
- ability and willingness to commit the necessary time to participate in Board and/or committee meetings, , meeting preparation, Board orientation and continuing education, retreats, and Bluewater Health activities/events;
- commitment to comply with the Bluewater Health conflict of interest policies;
- ability and willingness to represent Bluewater Health as required.

(3) Board Profile

Beyond the generic qualities/personal attributes expected of all Directors as outlined in the Profile of a Director, the members of the Board will collectively possess specific skills, expertise and experience (which may change over time) including but not limited to:

- community leadership;
- construction and project management;
- finance and accounting;
- government relations;
- human resource management;
- information system management;
- knowledge of health care systems and/or patient care;
- law;
- public relations;
- quality management;
- risk management;
- senior level business management;
- strategic planning.

Original : October 18, 2007

Revised: March 30, 2008

March 1, 2009



Bluewater Health Nominating Committee Interview Guide

A. Questions asked in application

1. Based on your understanding of the responsibilities of the Bluewater Health Board of Directors and Individual Directors and the *Guidelines for Selection of Directors and Non-Director Committee Members* please outline the reasons for your interest in serving on the Board.
2. Based on your understanding of the *Guidelines for Selection of Directors and Non-Director Committee Members*, please identify the particular qualities, skills and expertise that you would contribute as a Director or Non-Director Committee Member of Bluewater Health (*please refer to the Profile of a Director or Non-Director Committee Member and Board Profile sections in Guidelines For Selection of Directors and Non-director Committee Members*)
3. Please identify your previous involvement with or experience in Board governance.

B. Draft Interview Questions:

1. Based on what you know of Bluewater Health, what is your assessment of the major challenges facing:
 - a. the Board?
 - b. the Hospital?
2. What is your understanding of your responsibilities as a Director or Non-Director Committee Member in relation to the responsibilities of the President/CEO and Management of Bluewater Health?
3. What do you believe you can contribute to the success of the hospital?
4. What would be your time commitment to the hospital?
5. What concerns do you have about assuming the responsibilities as a Director or Non-Director Committee Member of Bluewater Health?
6. If you are elected as a Director, are you interested in being considered for an officer position?
7. If you are elected as a Director (or appointed as a Non-Director Committee Member) , you will be expected to serve on at least one Board Committee. Do you have a specific committee assignment for which you believe you are particularly suited or in which you are particularly interested?

C. Questions from the candidate