

## Manual: Board of Directors

<b>Title:</b>	GOVERNANCE AND NOMINATION COMMITTEE		<b>No.:</b> CA-320
<b>Section:</b>	Board Committees	<b>Effective date:</b>	<b>2024-04-23</b>
<b>Issuing authority:</b>	Board of Directors	<b>Date of last revision:</b>	2022-06-21
<b>Approver:</b>	Board of Directors Thomas Soucy, Chairperson	<b>Approved on:</b>	2024-04-23

### **PURPOSE**

The Governance and Nomination Committee is responsible for guiding the Board of Directors (the “Board”) on matters relating to the structure and good governance of Vitalité Health Network (the “Network”) and for supporting and advising the Board in this area. Its primary role is to oversee the activities of the Board of Directors, rather than those of the organization as a whole. It also sees to the Board’s adoption of policies that ensure the Network’s good governance and implementation of a process for evaluating the Board, its committees, and its members. Lastly, it supports the Board in its review of the follow-up to major directions and strategic priorities, in accordance with the Network’s purpose and values (AC: 1.1.3, 1.1.5).

### Membership and operations

1. The Committee is made up of at least two voting members from the Board, one of whom will act as chairperson.
2. The Committee chairperson is appointed by the Board.
3. The Chairperson of the Board of Directors is a voting ex officio member, and the President and CEO is a non-voting ex officio member.
4. The Committee operates in accordance with the policy on Board of Directors committees (CA-300).
5. The committee meets four times a year according to a predetermined schedule.

### Responsibilities

### Governance structure and process

1. Provides guidance and recommendations to the Board on its governance structure and processes, based on the Network’s legislative framework, Board policies, Accreditation Canada’s governance standards, best practices in governance and members’ governance skills (AC: 1.1.1, 1.1.2, 2.1.1, 2.2.1, 2.2.2, 2.2.3, 2.2.6, 2.2.7, 2.2.10, 3.1.1, 3.1.2, 3.1.3, 3.1.9, 3.1.10, 3.2.1, 3.2.2, 3.2.3, 3.5.1, 4.1.1, 4.1.2, 4.1.3, 4.2.4).

2. Monitors and controls compliance with the Code of Conduct and Morals for Members of the Board of Directors (CA-135) (AC: 2.1.3, 2.2.5).

#### Strategic planning

1. In terms of strategic planning and monitoring of strategic directions, supports the Board in its supervision of the strategic planning process.

#### Board of Directors operations

1. Follows transparent procedures based on an equity, diversity and inclusion (EDI) approach to management of Board members, including management of the chairperson (AC: 2.1.2).
2. Ensures implementation of a process to evaluate the Board's effectiveness after each meeting and an annual evaluation of the Board, officers, committees and members. (AC: 2.2.4, 4.2.1, 4.2.2, 4.2.3).
3. Ensures training, awareness activities and learning opportunities for Board members and orientation for new Board members, including on cultural safety and humility and on systemic racism (AC: 2.2.8, 2.2.9, 5.1.3, 6.1.3).
4. Ensures that the terms of reference of the Board and its committees comply with the legislation, By-laws, rules and policies and submits them to the Board for approval (AC: 2.1.4, 2.2.2).
5. Recruits and nominates officers and chairpersons for Board committees.
6. When selecting candidates for various committees as well as the chairs of each committee and the Vice-Chairperson of the Board, the Governance and Nomination Committee factors in the following:
  - the competencies, skills and experience of each member;
  - continuity in committee operations and the roles of officers;
  - the preferences of each member.

If necessary, a periodic rotation of the members, committee chairs and Board vice-chairperson shall be considered in order to recognize and balance the need for new ideas, continuity, and the maintenance of functional expertise.
7. Submits, at the Board's Annual General Meeting, nominations for Board committee positions (chairperson, vice-chairperson, treasurer, officers), nominations for the membership of all Board committees, unless otherwise indicated in the By-Laws, and nominations for positions on the Professional Advisory Committee and the Medical Advisory Committee, including to fill positions vacated by members before their terms had ended.
8. Performs any other duties assigned by the Board.

#### Report

The committee reports on its meetings to the Board and keeps minutes of its meetings.

**REFERENCE**

1. The criteria of the Accreditation Canada Governance standard (2022 edition) for the surveys are referenced in the document as follows: "(AC : 1.1.1)."

**Terms of Reference Reading and Understanding Record**

  
Signature \_\_\_\_\_

2024-04-23  
Date \_\_\_\_\_

Return a signed copy to the committee chairperson following the first committee meeting in accordance with the annual schedule.

Supersedes: Zone 1: \_\_\_\_\_ Zone 5: \_\_\_\_\_  
Zone 4: \_\_\_\_\_ Zone 6: \_\_\_\_\_