

	<b>BOARD OF DIRECTORS</b>
<b>Policy</b>	Selecting the Board Chair
<b>Developed by Governance Committee</b>	February, 2016
<b>Approved by Board</b>	February 26, 2016

The Chair of the Doctors Nova Scotia (DNS) Board of Directors (the Board) will be selected from the DNS membership by a nomination process. The process, outlined in this policy and approved by the Board of Directors, is believed to be transparent and inclusive, and is an effective way to choose candidates for this very important role.

**1. Process**

When a vacancy for the Board Chair position is expected, a call for nominations will go out to the general membership. Any member meeting the required criteria can be nominated and considered for Board Chair.

The Nominating Committee will:

- a. review all nominations using the selection criteria outlined in section 3 of this policy;
- b. select a preferred candidate that will be presented for the Board’s consideration and approval; and
- c. provide a rationale to support the recommendation(s).

The Nominating Committee will interview one or more candidates before making a recommendation to the Board.

Because the primary role of the Board Chair is to facilitate Board meetings, the Board is in the best position to identify the most skilled individual for this role. If the Board does not approve the Nominating Committee’s recommendation, it can ask the Nominating Committee to again review the pool of candidates and make another recommendation.

**2. Schedule**

The nomination and selection process will be implemented based on the following schedule, assuming the Chair’s term would end in June following the Annual General Meeting. If for some reason a vacancy occurs at another time during the year, the dates shown here would be adjusted, but the same timeline would apply.

*Note: This is the same schedule and timeline used for nominating the President-Elect each year. The nomination period for both the President-Elect and the Board Chair would run concurrently.*

<b>Late January</b>	Call for nominations (nominations package to all members, which includes a role description for the Board Chair)
<b>Early March</b>	Deadline for nominations (allow 5-6 weeks)
<b>Early March- Early April</b>	Nominating Committee to review nominations, select the candidate(s) they want to interview, conduct interviews and select the preferred candidate
<b>Mid April</b>	Nominating Committee makes a recommendation at April Board meeting for Board approval
<b>Early June</b>	The Board Chair’s term begins following the Annual General Meeting

**3. Selection Criteria**

In broad terms, the Chair is responsible for the effective functioning of the Board of Directors in its role in governing the association. The Chair calls and chairs meetings of the Board and ensures that proceedings are conducted in a proper and orderly manner – see *Chair of the Board, Roles & Responsibilities*.

The Nominating Committee will look for candidates who meet many or all of the following criteria:

- A full member of Doctors Nova Scotia
- Governance experience, including:
  - Experience serving on boards
  - Experience chairing meetings, and
  - Knowledge and understanding of rules of order/parliamentary procedures
- Knowledge of governance practices/improvements
- Excellent communication and facilitation skills
- Proven conflict resolution skills (be able to reach consensus in a sometimes difficult and challenging group environment)
- Proven and demonstrated leadership qualities
- Ability to act impartially, with tact and diplomacy
- Ability to establish trusted advisor relationships with the CEO and other board members
- Can commit time between board meetings to serving, as required, on standing committees (Executive, Governance, and Nominating)
- Nomination is supported by two members of Doctors Nova Scotia.

**4. Term**

The term for the Board Chair will follow the Board-approved guidelines for Board and committee members, which is a maximum of two (2) three (3) year terms.

## 5. Evaluation

The Nominating Committee is responsible for evaluating the Board Chair's performance and making recommendations to the Board for re-appointment of the Chair or to recommend a call for nominations for a new Board Chair.

The evaluations will be based on results from regular meeting evaluations and the annual board assessment, and will also include formal evaluations:

- within the first 6-12 months following a new Board Chair's appointment (the first six months will be considered a probationary period);
- prior to December 31 in the third year of the incumbent's first term; and
- half-way through the second term if the incumbent is renewed for a second term.

If at any point it is determined that the Board should discuss the Board Chair's performance, a request can be made to the President who will assume responsibility for allocating time for a discussion on the In Camera agenda at an upcoming meeting. The President will step into the Chair's role to facilitate that discussion.

The President, who is chair of the Nominating Committee, will provide feedback to the Board Chair following each evaluation.

## 5. Compensation

The Board meets approximately eight (8) times per year. As outlined in the Honoraria & Expense Policy, the Board chair will receive an annual stipend of:

- \$40,000 during the first three years, and
- \$50,000 in the remaining years if the incumbent stays for a second term.

This stipend covers honoraria for meetings the Board Chair attends by virtue of his/her role and the preparation required for those meetings.

The Chair will have access to a maximum of \$5,000 per year for professional development, if required.

## 6. Nomination Form

Each candidate must complete a nomination form (Schedule A) and include:

- a letter outlining his/her qualifications for this position;
- At least two references (a letter of reference may also be included);
- the name and signature of two physician nominators who are members of Doctors Nova Scotia (physician nominators may also include a letter of support); and
- A short biography or CV (maximum 2 pages).

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*Any questions about the process for nominating the Board Chair can be directed to:*

Charmaine Smith  
Manager, Governance & Human Resources  
[charmaine.smith@doctorsns.com](mailto:charmaine.smith@doctorsns.com)  
Tel: (902) 481-4930  
Nova Scotia toll-free: 1-800-563-3427

**NOMINATION FORM**

**Board Chair**

*Please Return by <insert date>to:*

Charmaine Smith, Doctors Nova Scotia

Email: [charmaine.smith@doctorsns.com](mailto:charmaine.smith@doctorsns.com) Fax: (902) 468-6578

*(Please Print)*

<b>Nominee</b>		
<b>Area of Specialty and location of practice</b>		
<b>E-mail Address</b>		
<b>Preferred Telephone #</b>		<b>Fax#</b>

Each candidate must include the following with this nomination form:

- a letter outlining your qualifications for this position;
- at least two references (letters of reference may also be included);
- the name and signature of two physician nominators who are members of Doctors Nova Scotia (physician nominators may also include a letter of support); and
- A short biography or CV (maximum 3 pages).

**Nominators**

*Please print and sign (two nominators required)*

1.	Print Name	Signature
2.	Print Name	Signature

**Nominee**

*I am aware of and accept the nomination for Board Chair of Doctors Nova Scotia*

	Print Name	Signature
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**Reference Documents:**

Board Chair Criteria

Board Chair Role Description

## **Board Chair - Criteria**

- A full member of Doctors Nova Scotia
- Governance experience, including:
  - Experience serving on boards
  - Experience chairing meetings, and
  - Knowledge and understanding of rules of order/parliamentary procedures
- Knowledge of governance practices/improvements
- Excellent communication and facilitation skills
- Proven conflict resolution skills (be able to reach consensus in a sometimes difficult and challenging group environment)
- Proven and demonstrated leadership qualities
- Ability to act impartially, with tact and diplomacy
- Ability to establish trusted advisor relationships with the CEO and other board members
- Can commit time between board meetings to serving, as required, on standing committees (Executive, Governance, and Nominating)
- Nomination is supported by two members of Doctors Nova Scotia.

## **Board Chair - Role & Responsibilities**

**In broad terms**, the Chair is responsible for the effective functioning of the Board of Directors in its role in governing the association, which includes:

- presiding over meetings of the Board;
- presiding over and delivering the report of the Board to the Annual General Meeting;
- ensuring the Board successfully fulfils its purpose and responsibilities;
- building board unity, solidarity and trust; and
- demonstrating integrity and ethical leadership.

The Chair is also responsible for:

### **During Board Meetings:**

- Running the meeting according to the association's procedures/bylaws and the rules of order;
- Ensuring orderly deliberation and decision-making;
- Encouraging participation and ensuring individual directors do not dominate discussions and that others fully engage in the deliberations; and
- Guiding the Board in carrying out its responsibilities.

### **Between Board Meetings:**

- Maintaining open lines of communication with directors between meetings;
- Reviewing and ensuring the completeness of board agendas, minutes and board packages in conjunction with the CEO;
- Monitoring the performance of individual board members, and providing coaching, mentoring, and possibly discipline;
- Serving as a member of the Executive, Nominating and Governance Committees; and
- Speaking on behalf of the Board as required.

### **Interactions with Management:**

- Being the Board's central point of official communication with the CEO;
- Acting as a sounding board and counsel for the CEO;
- Bringing forward any issues, suggestions or concerns that the Board may have with the CEO or members of senior management (these usually arise out of in-camera/executive sessions); and
- Ensuring management provides the board with sufficient and appropriate information so directors are properly informed on matters of substance.