

	BOARD OF DIRECTORS
Policy	Selecting the Board Chair
Approved by Board	March 12, 2021
Reviewed by Governance Committee	February 17, 2021

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 criteria can be nominated and considered for Board Chair.

Role of the Nominating Committee

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.

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

Role of 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.

Recruitment

If a suitable Board Chair is not found using the process outlined in this policy, the Nominating Committee can recruit for the role, and if required, can retain the services of an external recruiter to assist with that process. As with the nomination process, the Nominating Committee will make a recommendation to the Board for approval.

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. With adequate notice the same timeline would apply.

Mid October	Call for nominations (nominations package to all members, which includes a role description for the Board Chair)
Mid December	Deadline for nominations (allow 6-8 weeks)
Mid-late January	Nominating Committee to review nominations, select the candidate(s) they want to interview,
March	Interview candidates and select preferred candidate
April	Nominating Committee makes a recommendation at April Board meeting for Board approval
May	Formal orientation of new Board Chair
Early June	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 attached *Chair of the Board, Roles & Responsibilities*.

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

- A member of Doctors Nova Scotia with full privileges (full, life or retired member and members on leave). See sections 1.1, 1.2, 1.3 and 1.4 of the [Rules and Regulations](#))
- Experience serving on boards
- Experience chairing meetings with formal rules of order
- Knowledge of governance principles and best practices
- Knowledge and understanding of rules of order/parliamentary procedures
- Excellent communication and facilitation skills
- Demonstrated conflict resolution skills (be able to reach consensus in a sometimes difficult and challenging group environment)
- Demonstrated leadership qualities

- Demonstrated ability to act impartially, with tact and diplomacy
- Demonstrated ability to establish trusted advisor relationships with the CEO and other board members
- Understanding of the Board's role in cultivating a high-performance organization and the Chair's role as a liaison in the employer/employee relationship between the Board and the CEO
- Can commit time between board meetings to serving, as required, on standing committees (Executive, Governance, Nominating and CEO Evaluation Committees)
- 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 serve as references); and
- A short biography or CV (maximum 3 pages).

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

Charmaine Smith
Director, Corporate Services
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 Fax: (902) 468-6578

(Please Print)

Nominee		
Area of Specialty and location of practice		
E-mail Address		
Preferred Telephone #		Fax#

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 serve as references); 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 member of Doctors Nova Scotia with full privileges (full member, life member, retired member).
- Experience serving on boards.
- Experience chairing meetings with formal rules of order.
- Knowledge of governance principles and best practices.
- Knowledge and understanding of rules of order/parliamentary procedures.
- 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.
- Demonstrated ability to act impartially, with tact and diplomacy.
- Demonstrated ability to establish trusted advisor relationships with the CEO and other board members.
- Understanding of the Board's role in cultivating a high-performance organization and the Chair's role as a liaison in the employer/employee relationship between the Board and the CEO.
- Can commit time between board meetings to serving, as required, on standing committees (Executive, Governance, Nominating and CEO Evaluation Committees).
- Nomination is supported by two members of Doctors Nova Scotia.

Board Chair - Role & Responsibilities

The Chair of the Board is responsible for the effective functioning of the Board in its role in governing the association, which includes but is not limited to:

- Working with the CEO to prepare Board meeting agendas.
- Being the primary spokesperson for the Board.
- Presiding over meetings of the Board and the Annual General Meeting.
- Delivering the report of the Board to the Annual General Meeting.
- Ensuring the Board successfully fulfills its purpose and responsibilities.
- Keeping abreast of new developments and evolving best practices in governance and ensuring the DNS Board and the behaviour of its members reflect those best practices.
- Monitoring compliance of Board members with the code of conduct.
- Providing Board members with an opportunity to participate in all Board discussions, including the promotion of meaningful dialogue at Board meetings.
- Developing content for annual governance education sessions.
- Ensuring all new Board members receive a proper orientation.
- Ensuring all Board decisions are made effectively, communicated appropriately and, through the CEO, implemented to the satisfaction of the Board.
- Building board unity, solidarity and trust.
- Demonstrating integrity and ethical leadership.
- Respecting and reinforcing the appropriate roles of the Board and management.
- Serving as a member of the Board, Executive Committee, Nominating Committee, Governance Committee and CEO Evaluation Committee.
- Acting as the Board's central point of official communication with the CEO.
- Acting as the position to whom complaints concerning the conduct of the CEO may be brought.