

## Terms of Reference Nominating Committee

### 1. Purpose

On behalf of the Doctors Nova Scotia Board of Directors, the Nominating Committee is responsible for:

- Nominating the President-Elect of the association.
- Nominating the Chair of the Board of Directors.
- Evaluating the Board Chair's performance.
- Approving the nominations of election candidates for the elected positions on the Board of Directors.
- Nominating candidates for an elected position on the Board of Directors when no valid nomination has been received.
- Nominating candidates for the three regional representative positions on the Board of Directors.
- Ensuring the principles and direction outlined in the [Board and Committee Diversity policy](#) and the [Guidelines for Effectively Diversifying the Board and Committees](#) are considered and applied when selecting individuals to fill vacancies.

### 2. Duties and Responsibilities

#### 2.1 President Elect

Nominate a member to be President-Elect of the association in accordance with the process outlined in the *Process for Selecting the President-Elect*.

#### 2.2 Chair of the Board

- (a) Nominate a member to be Chair of the Board of Directors in accordance with the process outlined in the *Process for Nominating the Board Chair*.
- (b) Recommend re-appointment of the Chair.
- (c) Recommend a call for nominations for a new Board Chair.
- (d) Evaluate the Board Chair's performance in accordance with the process for evaluating the Chair of the Board of Directors (Appendix A). *The Board Chair is a member of the Nominating Committee, however they will not participate in the evaluation process, unless requested by the Committee.*

#### 2.3 Member at Large Positions (Elected Positions)

- (a) Ensure that each nomination is valid and each candidate satisfies the geographic and professional criteria for a vacant position on the Board.
- (b) If no valid nomination is received for a vacant position on the Board of Directors, the Nominating Committee will make a nomination to fill the vacancy until the next Annual General Meeting.

- (c) If only one qualified member has been nominated for a vacant position, the Nominating Committee can declare the sole nominee to be elected by acclamation.
- (d) The approved nominations must be submitted to the Chief Executive Officer by the stated deadline.

## 2.4 **Member at Large Positions (Filling vacant positions between elections)**

Vacancies are created when a Board member leaves before their term ends or if a Board member is serving an elected term when they move into the President-elect position. In these cases, the Nominating Committee will:

- Nominate a candidate to fill the vacancy until the next Annual General Meeting; and
- Forward the nomination to the Board of Directors for approval.

## 2.5 **Regional Representatives**

- (a) Each year, following the annual Board elections, the Nominating Committee will:
  - Nominate candidates for the three regional representative positions, selecting and recommending physicians who best complement the current mix of skills and attributes on the Board; and
  - Forward the nominations to the Board of Directors for approval.
- (b) If a Board-approved regional representative cannot accept or continue in the position, based on the time remaining in the term, the Nominating Committee will decide whether to recommend another representative or leave the position vacant for the remainder of the term.

## 2.6 **Board Diversity**

- (a) The [Board and Committee Diversity policy](#), states that DNS commits to diversifying the Board and will strive to maintain talented and dedicated directors with a mix of backgrounds, experience and skills.
- (b) The Nominating Committee will use a [Skills & Attributes Matrix](#) that identifies background, demographics, experience, and skills. The matrix will be used when selecting candidates for vacant positions on the Board, the Board Chair and President-Elect.
- (c) As outlined in the policy, 'diversity' includes but is not limited to the following elements: ethnicity, experience, expertise, gender diversity, geography, international medical graduate, race, sexual orientation, skills, specialty, and stage of practice.
- (d) As outlined in the [Guidelines for Effectively Diversifying the Board and Committees](#), appointed positions are filled using an EOI or nomination process. There may be times, however, when the slate of candidates available does not provide the diversity needed by the Board. In those cases, the Nominating Committee or senior staff may actively recruit for those positions. As well, there may be times when DNS has identified a need for candidates with specific skills or attributes, but recruitment attempts are unsuccessful. In those cases, the positions will be filled from the existing slate of candidates.

### **3. Committee Membership**

- 3.1 The Nominating Committee is comprised of the President of Doctors Nova Scotia, who will act as Chair, the President-Elect, Board Chair, Past President and three other members elected to the Board of Directors.
- 3.2 The Board will strive to ensure diversity in the Nominating Committee membership. The Board Chair or Nominating Committee Chair will encourage elected members of the Board who may provide diverse perspectives, experiences, and expertise to sit on the Committee, recognizing the value and importance of equity, diversity, and inclusion in all Board activities.
- 3.3 Committee members will be appointed and approved by the Board of Directors annually.
- 3.4 The Committee Chair only votes in the event of a tie.

### **4. Committee Meetings**

- 4.1 The Nominating Committee will meet a minimum of twice a year. The Chair will determine if any additional meetings are required.
- 4.2 Minutes of Committee meetings shall be maintained and made available to the Board upon request.

### **5. Accountability**

- 5.1 The Nominating Committee is advisory to, and accountable to the Board of Directors of Doctors Nova Scotia.
- 5.2 The Committee's recommendation for President Elect must be endorsed by the Board of Directors before becoming a resolution at the Doctors Nova Scotia Annual General Meeting.
- 5.3 The Committee's recommendation for Chair of the Board must be approved by the Board of Directors.
- 5.4 All nominations must have the approval of a majority of the Nominating Committee.
- 5.5 The Nominating Committee does have the authority to carry out the following responsibilities on behalf of the Board:
  - (a) Review and approve nominations for elected members-at-large on the Board of Directors; and
  - (b) Declare a sole nominee for a vacant member-at-large position elected by acclamation.

Last approved by the Board of Directors: May 2016

## Appendix A

### Evaluating the Board Chair

#### **Responsibility**

1. The Nominating Committee is responsible for evaluating the Board Chair's performance and keeping the Board informed of evaluation results.
2. The President, as Chair of the Nominating Committee, will be responsible for:
  - a. Overseeing the evaluation process;
  - b. Ensuring the Committee and the Board are informed as required; and
  - c. Acting as the intermediary between the Committee, the Board and the Board Chair as required.
  - d. Stepping into the Chair's role to facilitate any discussion with the Board regarding the Board Chair's performance.

#### **Evaluation Process**

3. Evaluation of the Board Chair will be on-going based on results from regular meeting evaluations and the annual board assessment, and will also include formal evaluations:
  - a. within the first 6-12 months following a new Board Chair's appointment (the first six months will be considered a probationary period);
  - b. prior to December 31 in the third year of the incumbent's first term; and
  - c. half-way through the second term if the incumbent is renewed for a second term.
4. A summary report of regular Board meeting evaluations and the annual Board assessment are included with the Board's meeting material.
5. The formal evaluations will be in the form of an electronic survey sent to members of the Board and the CEO, which may include, but are not limited to the following questions:

#### **Questions for the Board**

*(Use a rating scale that ranges from Strongly Agree – Strongly Disagree, with space to provide comments.)*

#### **The Chair:**

1. Is an effective leader of the Board
2. Manages time well in chairing meetings.
3. Seems well-prepared for chairing meetings.
4. Brings minor matters to an early close.
5. Allows and encourages wider and deeper discussion of important issues.
6. Allows and encourages members to participate in discussions.
7. Is adept at summarizing outcomes from board discussion.
8. Ensures the Board retains its focus on the major strategic issues.
9. Ensures the Board gets the information it needs to make sound decisions
10. Ensures Board decisions are implemented.
11. Has a positive working relationship with the Board members.
12. Will address difficult matters with Board members, such as attendance, performance or conduct, if required.
13. Is available to Board members outside meetings.

14. Seems to have a positive working relationship with the CEO.
15. What are the Chair's strengths?
16. In what ways can the Chair enhance his/her performance?

### **Questions for the CEO**

#### **The Chair:**

1. Has a positive working relationship with the CEO.
  2. Understands what is required of a Chair.
  3. Is an effective leader of the Board.
  4. Is well-prepared for chairing meetings.
  5. Will address difficult matters with Board members, such as attendance, performance or conduct, if required.
  6. Differentiates between management and governance functions in board discussion and refers operational issues to management.
  7. Dedicates sufficient time to the Chair's role.
  8. Is available to the CEO outside meetings.
  9. Where necessary, provides constructive criticism to the CEO.
10. What are the Chair's strengths?
  11. In what ways can the Chair enhance his/her performance?
6. The Nominating Committee will receive the feedback from the formal evaluations outlined in 3 a, b & c of this process. The Committee may decide to meet to discuss the feedback. If no issues or concerns are identified, they may decide that a meeting is not necessary.
  7. The Committee will report to the Board once the formal evaluations have been completed and advise whether there are any recommendations as a result.
  8. The President will provide feedback to the Board Chair following each formal evaluation.

### **Addressing Performance Issues**

9. If the Nominating Committee identifies concerns with the Board Chair's performance, the Committee will make a recommendation to the Board on the most appropriate course of action.
10. If individual Board members or the CEO have concerns with the Board Chair's performance, they should discuss those concerns with the President, who will advise on the most appropriate course of action.
11. If the Board determines that issues with the Board Chair's performance cannot be remedied, the Board has the authority to remove a Board Chair from the position before his/her term ends. Removal of the Chair would require a two-thirds majority vote of the Board.