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GOVERNANCE AND NOMINATIONS COMMITTEE

Terms of Reference

PLEASE NOTE: The Common Terms of Reference (ToR) that apply to all the Board Committees are part of the ToR for the Governance and Nominations Committee.

1.0 NAME OF COMMITTEE

1.1 Champlain Local Health Integration Network (LHIN) Governance and Nominations Committee

2.0 TYPE OF COMMITTEE

2.1 The Committee is a Standing Committee of the Champlain LHIN Board of Directors.

3.0 PURPOSE

3.1 Mandate of Committee

The Committee assists the Board of Directors in fulfilling its oversight responsibilities both in developing a healthy governance culture and a high-performing Board and overseeing the recruitment of new and replacement board members.

3.2 Legislative/Other Requirements for Committee

The Committee is not a prescribed Board Committee under the Local Health System Integration Act; however the Committee's oversight is a required function of the Board.

4.0 RESPONSIBILITIES & DUTIES

4.1 Core Responsibilities

By-Law No. 1 provides the Board with the authority to establish any committees that the Board may require from time to time by resolution and to delegate to any such committee any of the powers of the Board.

The Governance and Nominations Committee makes recommendations to the Board of Directors regarding its responsibilities as outlined in the attached chart (Appendix 3) which was initially approved by the Board in October, 2012 and updated in January 2017 including;

- Recommend processes to aid the effectiveness and efficiency of the Board and its governance policies and processes.
- Develop the strategic planning processes of the Board
- Recommend the policies and processes to foster community engagement, with, inter alia citizens, health services provider boards, and any adjoining LHINs.
- Support the committee structure of the board, including recommendations for new committees, changes to or dissolution of committees and membership.
- Develop Committee Terms of Reference, work plans and reports
- Monitor the Board's public disclosure of its governance practices and guidelines;
- Review and recommend annually, together with the Chair and, where appropriate, task forces and ad hoc committees;
- Give notice to the public of vacancies on the Board of Directors of the Champlain LHIN;
  - Inform the public about the objects and role of the Champlain LHIN;
  - Identify potential appointees to the Board of Directors through a local community nomination process as set out in Appendix 1and 2;

4.1.1 Board Management

a. Review periodically the charter for the LHIN board taking into account appropriate legislation, bylaws and procedures.

b. Prepare drafts of the Board's annual Work plan , reports on the work plan for the Board's review and approval,

c. Prepare evaluation policies and processes for performance of the Board, in conjunction with the Province of Ontario and ensure follow up to any areas for development

d. Develop orientation processes for new directors, including duties and operational orientation;

e. Develop and recommend an annual Board education program that will include values and ethics as well as governance and health matters; plan board retreats

f. Develop processes for meetings including agenda development and logistics.

g. The Committee will oversee the aggregate list of policies for the Champlain LHIN, as well as review other policies that are not clearly in the mandate other existing committees.

4.1.2 Committee Management

- Maintain terms of reference for the Committee and review these annually.
- Develop and maintain a work plan for the Committee
- Report to the Board on a regular basis through minutes of the meetings and, where appropriate, make recommendations and motions
- Share supporting schedules and information reviewed by the Committee for examination by any Board Director, through the SharePoint Board Portal;

4.1.3 Strategic Planning

- Ensure that processes are in place for the development of the LHIN's Integrated Health Service Plan.

- Ensure that processes are in place for the development of the Annual Business Plan

4.1.4 Community Engagement

- Develop community engagement policies, plans and initiatives to build the engagement of inter alia, citizens, health service providers, media. Monitor the reports and evaluation of the community engagement plan

- Develop and recommend policies and processes to ensure the commitment of health services provider boards to system-wide thinking, integration and mutual success, in accordance with the Local Health System Integration Act 16 (2) (b), (6) & 24.

4.1.5 Board Succession Planning

- Through a community nominations process, identify and recommend qualified individuals to the Board for filling future vacancies;

- Facilitate appropriate and timely succession planning.

- Facilitate the reappointment process of members.

- Conduct an annual review of the Board's skills matrix.

4.1.6 Patient Advisory Committee

- Direct that the committee have terms of reference, a skills/experience matrix to guide appointments and a selection process to ensure appropriate and timely appointments and that meets the legislative and strategic requirements of the LHIN.

4.1.7 Committee Oversight

- Ensure that all committees of the board have up to date Terms of Reference which are reviewed annually

- Ensure that all committees of the board develop annual work plans in line with their terms of reference

- Ensure that all committees file reports to the board
- Ensure that all committees evaluate their performance
- Support the Chair of the Board in his/her review of committee membership

4.1.8 Reporting to the Board

- The committee will report to the board on its deliberations after every meeting and not less than 6 times per annum.

4.2 Other Duties in Committee's Scope

- Undertake any other matters required by the Board.

5.0 AUTHORITY

5.1 Decision Making Authority of the Committee

The Committee has responsibility for the development of policies and procedures that are designed to provide for the effective and efficient performance of governance, but is ultimately accountable to the Board. The Committee makes recommendations to the Board for its consideration and approval.

6.0 MEMBERSHIP

6.1 Number of Members & Representative Roles

The Committee will be composed of at least three Board members. The members will be neither officers nor employees of the LHIN. The Board Chair is an Ex-officio, voting member, and the CEO is an Ex-officio, non-voting member of the Committee.

6.2 Qualifications.

The Chair should have appropriate education and experience in Board governance.

6.3 LHIN Staff Support

The Chief Executive Officer, LHIN provides support to this Committee.

7.0 DELIVERABLES

7.1 Expected /Required Outputs

The Committee will report on, and submit any deliverables related to its mandate, to the Board in a timely manner.

7.2 Congruence with Work plan, Terms of Reference, By-Laws & Legislation

All activities and deliverables of the Committee will be guided by the Terms of Reference and its annual Work plan.

8.0 APPROVAL & DATES

Date Developed: January 2012

Date Approved by Board: February 22, 2012

Date Revised: January 11, 2017

Date Revision Approved by Board: February 22, 2017

APPENDIX 1

RECRUITMENT PROCESS

Process and Timelines

- Use the Ministry/Public Appointment Secretariat process and timelines as outlined in Appendix 2;

Advertising

- Run advertising in Champlain community media, through health service providers, non-health service providers and community agencies, and post on the LHIN website.

Receiving Applications and Assessing Applicants

- Receive applications from the Ministry/Public Appointments Secretariat
- Assess initially applications for Board positions against the LHIN Director Qualification Checklist;
- Identify and resolve questions regarding the eligibility of applicants for the LHIN Board, in accordance with the Conflict of Interest Policy for LHIN Board Directors, and the requirements outlined in the Local Health System Integration Act, 2006.
- Select applicants to interview

Interviewing Selected Applicants

- Assess selected applicants using two supporting documents:
  - LHIN Board of Directors Skills Matrix assessing whether a candidates' skills enhance the Board's skill sets;
  - Ministry of Health and Long Term Care (MOHLTC) Interview Guide for Board Candidates providing specific questions and a scorecard for interviewing;
- At the conclusion of the interview process, make a recommendation of candidates to the LHIN Board, for the number of openings, plus at least one extra candidate, in order of priority.

Recommending Candidates to the Board of Directors

- Present candidates to the Board of Directors for recommendation to the Minister's office;
- Ensure the follow-up for the recommendations, including the LHIN Chair sending recommendation of potential appointees in a letter to the Minister's office, with their resumes and applications attached to the recommendation letter.

Evaluate interview process following each recruitment period.

APPENDIX 2

OIC APPOINTMENT PROCESS – LHIN BOARD MEMBERS

(MOH/PAS Guidelines as of June 2009)

Stage I

- Using Public Appointments Secretariat (PAS)[i] ad template, LHIN drafts advertisement seeking candidates to address identified gaps/needs in board skill set. LHIN forwards ad to the Public Appointments Unit (PAU)[ii] and recommends posting start and end dates. (Note: If LHIN intends to post ad in community papers, community ad should include the same posting dates and must include a note to submit applications directly to the PAS website. It would be helpful to quote the PAS job ad number.)
- Following reviews by PAU, the Minister's Office (MO) and PAS, the draft ad is returned by PAU to the LHIN for any changes, along with PAS job ad number.
- LHIN submits final ad in both English and French to PAU.
- Once approved by MO and PAS, the ad is posted on the PAS Web site, following which local community postings may occur.
- Candidates submit applications online to PAS web site. Applications must be sent to PAS in order to be considered.
- MO and PAU review applications submitted to PAS and select candidates whose qualifications match the skills required for the position.
- PAU forwards the applications of skill-matched candidates to the LHIN Chair for consideration.

*** Four to six week timeline

Stage II

- LHIN reviews applications and makes recommendation to Minister. Chair's letter must include three candidates for Minister's consideration with a summary for each candidate of the responses to the six questions. The letter may also list other considerations that support the recommendation or issues that the Minister should be aware of.
- PAU asks potential candidates to complete a Personal and Conflict of Interest Disclosure Statement.
- PAU conducts basic interview with LHIN recommended candidate and provides comments to the Minister's Office. PAU interview consists of a series of standard questions, asked of recommended candidates for all boards, to ensure basic familiarity with the responsibilities of board membership.

*** Four week timeline

Stage III

- Minister determines preferred candidate.
- Canadian Police Information Centre (CPIC) check conducted.
- Minister recommends candidate to Cabinet, which reviews and approves the appointment.
- Standing Committee on Government Agencies reviews proposed new appointments with terms of more than one year. Proposed appointee may be requested to appear before the Committee to discuss their qualifications.
- When their review process is completed, the Standing Committee releases the OIC to the Lieutenant Governor for signature. Once signed, an OIC becomes approved and ordered.
- PAU receives a copy of the signed OIC and forwards it to the LHIN Chair.
- LHIN Chair notifies the successful candidate, and the Minister sends a congratulatory letter and a copy of OIC to the new appointee.

*** Six to eight week timeline

Note: The Vice Chair of a LHIN board must be designated by the Lieutenant Governor in Council. Please see subsection 7(6) of the *Local Health System Integration Act, 2006*.

Ministry of Health and Long-Term Care
Corporate Management Branch
Public Appointments Unit
Hepburn Block, 9th Floor
80 Grosvenor Street
Toronto ON M7A 1R3
Tel.: 416 327-8502
Fax: 416 327-8496

Ministère de la Santé et des Soins de longue durée
Direction de la gestion centrale
Unité des nominations
9e étage, Édifice Hepburn
80, rue Grosvenor
Toronto ON M7A 1R3
Tél. : 416 327-8502
Téléc. : 416 327-8496

Ontario

REAPPOINTMENT INFORMATION FORM

Please complete this form at least four (4) months prior to the expiration of your appointment.

NAME OF APPOINTEE:
_____

NAME OF AGENCY:
_____

MY APPOINTMENT EXPIRES ON (month/day/year):
_____

1. Are you interested in a reappointment to this agency?

   YES: _____ NO: _____

   If YES, then please proceed to question #2. If NO, then please sign and date page 2 and return to the Administrative Office of your respective agency, board or council.

2. Has there been any change to the information contained in the "*Application for Appointment to Agencies, Boards and Commissions*" form that you submitted previously to PAS when you were initially appointed to this agency?

   YES: _____ NO: _____

   If yes, then please provide details of the changes below (NOTE: do **NOT** submit a new application on-line if you are interested in being reappointed):

3. Has there been any change to the information contained in the "*Personal & Conflict of Interest Disclosure Statement"* form that you submitted when you were first appointed?

YES: _____ NO: _____

If yes, then please provide details of the changes below (NOTE: do **NOT** submit a new *Personal & Conflict of Interest Disclosure Statement* if you are interested in being reappointed):

Please sign and date this form below and forward a copy to the person who is responsible for administering the appointment process for your respective agency, board or council. Thank you.

APPOINTEE'S SIGNATURE: _____

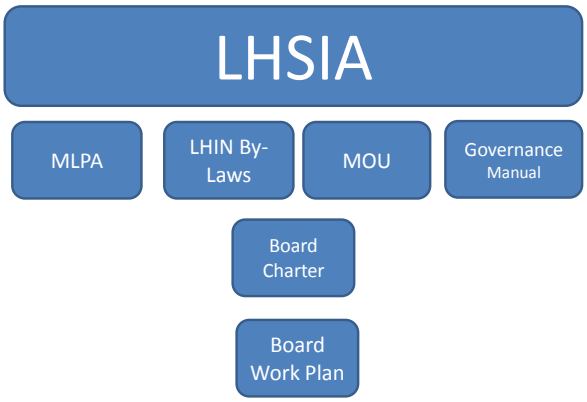
TODAY'S DATE: _____

[i] The Premier's Public Appointments Secretariat processes all appointment applications, supports the Premier in administering the public appointments process, ensures appointments are in compliance with legislative requirements, serves as the focal point for queries from agencies, ministries and the public regarding the government's appointments process and monitors appointee terms and expiration dates.

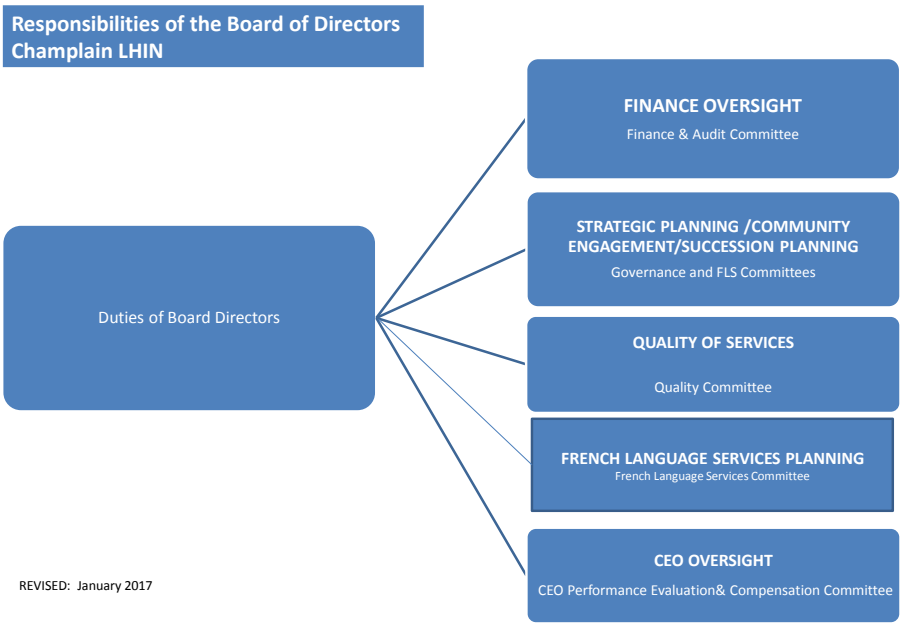
[ii] MOHLTC's Public Appointments Unit (PAU) is responsible for processing, monitoring and administering the ministry's public appointments. The unit monitors terms and expirations; ensures appointments are in compliance with existing legislation; and prepares Orders-in-Council and Ministerial Appointment Letters. The PAU serves as the focal point for inquiries from the ministry's agencies, boards and commissions, program areas and the public regarding the ministry's appointments process. It also retains resumes and applications from individuals interested in seeking a public appointment. In addition, the unit provides advice to ministry program areas regarding protocols for establishing agencies and facilitating appointments.

APPENDIX 3

Board Policy Framework



January 2017



REVISED: January 2017