

**NOMINATING COMMITTEE**  
Sub-Committee of the Governance Committee  
*Terms of Reference*

**Purpose**

The Nominating Committee, as a Sub Committee of the Governance Committee, will ensure that an approved succession planning is carried out at minimum on an annual basis and make recommendations of potential candidates for nomination in a timely fashion to the Board of Directors for approval.

**Membership**

The Nominating Committee shall be comprised of;

- Vice-Chair (Chair of Committee)
- 2-3 other Board Members (one of which is a member of the Governance Committee)

**Roles/Responsibilities**

The Nominating Committee will ensure that;

1. There is an approved succession plan in place at all times and that the board does not fall below the number of directors required by the bylaws by assessing the current membership and seeking commitment annually regarding each member's intention to remain on the Board or to resign
2. Ongoing assessment and recruitment of board members who can augment the strengths and build on the skills required based on the Board approved Skills Matrix
3. Directors appointed to the board understand and agree;
  - a. with the policies, procedures and bylaws of the Board of directors and
  - b. with the mission, vision and values of the clinic
4. Directors appointed to the board understand and agree to the time and participation requirements of each director and in each specific role of board members;
5. New directors are provided a Board approved orientation session prior to the new director attending a meeting
6. Recommend to the Board, timely changes in the role, size, composition and structure of the Board and Board Committee.
7. Develop a list of potential candidates, create a plan to contact same to confirm a final list of interested candidates. Ensure each candidate has a nominator for the purposes of the Annual General Meeting by:
  - a. putting forward a call to Members for nominations to the Board NOT less than 60 days prior to any Annual General Meeting and as vacancies dictate
  - b. preparing a list of candidates for anticipated vacancies on the Board not less than 30 days prior to the Annual General Meeting and as vacancies dictate
8. Elections and appointments to the board comply with bylaws and relevant governance policies and other legal requirements.

## Algoma

### Nurse Practitioner-Led Clinic

9. Keeping records of recruitment history: names suggested, who approached, what happened;
10. Annually in September recommend to the Board for approval, the directors to serve on each Board Committee, the Chair of each Board Committee and, as the need arises, directors to fill vacancies on each Board Committee.
11. Conduct annual standing committee evaluation and present recommendations for any changes to the board at the May meeting.
12. Minutes of all meetings are documented and presented to the board at the next general meeting.

#### Meeting Frequency

- Initiate nomination preparatory work in January/February by reviewing competency matrix to identify new board member needs. Meet as deemed necessary.

  
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Wendy Payne, Board Chair

  
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Date of Chair Signature

### COMPETENCY MATRIX

The tool is used to highlight the critical qualities required in prospective board members for the current year.

Qualities	Indicators	Current Board	Future Board
Supports the Values and Mission of the Organization	<ul style="list-style-type: none"> <li>- Demonstrated support of activities that further the mission</li> <li>- Reflects diversity of community we serve</li> </ul>		
Personal Qualities	<ul style="list-style-type: none"> <li>- Positive and constructive</li> <li>- Able to work as part of a team</li> <li>- Future oriented</li> <li>- Willing to be involved in training and development</li> <li>- Able to devote adequate time and energy</li> <li>- Willing to be involved in board activities</li> </ul>		
Area of Influence	<ul style="list-style-type: none"> <li>- Health care professional (i.e. primary care NP or physician, allied health provider)</li> <li>- Corporate and business management</li> <li>- Community health care organization</li> <li>- Legal expertise</li> <li>- Financial management</li> <li>- Local media</li> <li>- Health care professional</li> <li>- Government</li> <li>- Other not-for-profit organization</li> </ul>		
Specific Skills	<ul style="list-style-type: none"> <li>- Quality Improvement</li> <li>- Partnership building</li> <li>- Bylaws</li> <li>- Strategic Planning</li> <li>- Board recruitment</li> <li>- Budgeting/fiscal control</li> <li>- Advocacy</li> <li>- Public relations</li> <li>- Risk management</li> <li>- Governance</li> </ul>		
Gender	<ul style="list-style-type: none"> <li>- Female</li> <li>- Male</li> </ul>		
Age	<ul style="list-style-type: none"> <li>- Over 65</li> <li>- 51-65</li> <li>- 36-50</li> <li>- 18-35</li> </ul>		
Experience	<ul style="list-style-type: none"> <li>- Previous board experience</li> <li>- Experience on a not-for-profit board</li> </ul>		

Competency Matrix Last Updated: November 7, 2014