



## TERMS OF REFERENCE – NOMINATIONS SUB-COMMITTEE

Effective Date: September 2021

Last Revised: May 2022

To be reviewed: May 2023

Committee Oversight: *Governance*

Authorized by: Board of Directors

---

<b>PREAMBLE</b>	<p>All standing and adhoc committees of the Hôtel-Dieu Grace Healthcare Board (the “Board”) are established to assist the Board with workload, and are created as an advisory body to the Board, with no inherent right or role. All committee powers are derived from the Board (with the exception of those that are legislated; Medical Advisory Committee, Quality Committee and Fiscal Advisory Committee) and all regular work of all committees must be clearly identified by the Board in the annual approved work plans</p>
<b>PURPOSE</b>	<p>The Nominations Sub-Committee is a sub-committee of the Governance Committee for the sole purpose to act as an advisory to the Board for recruitment and nominations of Officers and all new Directors and Non-Directors to the Board and its Committees.</p>
<b>RESPONSIBILITIES</b>	<p><b>Recruitment and Nominations:</b></p> <ul style="list-style-type: none"><li>• Be notified of the current vacancies identified by the Governance Committee</li><li>• Advertise throughout the Windsor-Essex area in keeping with the by-law requirement to “<i>have their principal residence in Windsor-Essex, Ontario, Canada, or the Erie St. Clair sub-region area (Chatham/Ken/Sarnia/Lambton)</i>”</li><li>• In collaboration with the Governance Committee ensure all applicable policies are followed in the recruitment, nomination and election process</li><li>• Direct and implement a transparent process for director/non-director recruitment based on a skills matrix adopted by the Board</li><li>• Interview applicants that have been ‘short listed’</li><li>• Identify those candidates to be recommended to the Governance Committee for appointment by the Board</li><li>• Ensure a minimum of two (2) reference checks have been obtained</li><li>• Ensure that a successful Police Criminal Record Check is received</li><li>• Prepare a recommendation of candidates to the Governance Committee</li><li>• Such other matters as may be referred by the Board, from time to time</li></ul>
<b>MEMBERSHIP/ TERM/VOTING</b>	<p><b>Membership:</b></p> <ul style="list-style-type: none"><li>• Shall be members of the Governance Committee only, and</li><li>• The Chief Executive Officer (ex-officio non-voting)</li></ul> <p>An individual whose term as a Director is expiring and who intends to apply to serve for a further term shall not be a member of the Nominating Sub-Committee with the exception of the Board Chair and Vice Chair if he/she is</p>

---

---

expected to be the Board Chair the following year. In the event a member(s) is seeking election as a board officer or Standing Committee Chair, the Committee will exclude the member(s) from the Committee deliberations in relation to these positions.

**Term:**

- July 1 – June 30

**Voting:**

- All elected board members or ex-officio voting board members appointed to the committee shall be entitled to vote
- There shall be no proxy voting
- As per the by-law (Article 11.6) electronic participation/attendance is acceptable, however email voting is not permitted

---

<b>MEETINGS</b>	As required. All meetings will be held in camera.
<b>QUORUM</b>	Shall be fixed at not less than a majority of its Directors only.
<b>REPORTING</b>	The Nominations Sub-Committee is accountable to the Governance Committee. Minutes are recorded and are available to the Board.
<b>RESOURCES</b>	Chief Executive Officer, Executive Assistant to the CEO

---